

## **Disclaimer**

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### **Sopra Group**

**A French Société Anonyme (limited company) with share capital of €20,446,723**

**326 820 065 RCS Annecy - Registered Office: PAE Les Glaisins, 74940 Annecy-le-Vieux**

### **Minutes of the Combined General Meeting of 22 June 2016**

In the year two thousand and sixteen, on the Twenty two of June, at two thirty in the afternoon, the Company's shareholders met in a Combined General Meeting at the Shangri-la Hotel, 10 Avenue d'Iéna, F-75116 Paris, as duly convened by the Board of Directors.

An attendance sheet was drawn up and initialled by each individual present upon entering the Meeting, whether in his/her own name or as proxy.

As Chairman of the Board of Directors, Pierre Pasquier chaired the Meeting.

The two shareholders in attendance at the Meeting representing, in their own right and as proxy, the largest number of votes – François Odin, representing Sopra GMT, and Astrid Anciaux, representing the Employee Shareholding Fund (FCPE) Groupe Steriactions – and indicating their acceptance of such duties, were appointed as vote tellers.

Christophe Bastelica, Secretary of Sopra Steria Group's Board of Directors, was selected to serve as secretary for the Meeting.

The attendance sheet, certified as accurate and genuine by the officers of the Meeting thus constituted, supports the observation that the shareholders who were physically present or represented at the Meeting or who voted by mail, held 17,238,415 shares to which were attached 21,589,173 voting rights, out of a total of 20,357,513 shares carrying voting rights.

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

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

- the latest version of the Company's Articles of Association,
- the attendance sheet for the Meeting,
- proxy forms for shareholders represented by proxy as well as all mail-in ballots received,
- a copy of the convening letter,
- a copy of the legal gazette containing the convening notice,
- a copy of the convening notice, as published in the *Bulletin d'annonces légales obligatoires* (BALO),
- a copy of the meetings notice, as published in the *Bulletin d'annonces légales obligatoires* (BALO),
- the individual company and consolidated financial statements for the year ended 31 December 2014, 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 report of the Chairman of the Board of Directors on corporate governance, internal control and risk management procedures (in Article L. 225-37 of the French Commercial Code),
- 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 Meeting placed this information on record.

Finally, 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**

- Approval of the individual financial statements for the financial year ended 31 December 2015; Approval of non-deductible expenses;
- Granting of final discharge to members of the Board of Directors;
- Approval of the consolidated financial statements for the financial year ended 31 December 2015;
- Appropriation of earnings and determination of the dividend;
- Approval of agreements governed by Article L. 225-38 et seq. of the French Commercial Code;
- Opinion on items of compensation due or attributed in respect of financial year 2015 to Pierre Pasquier;
- Opinion on items of compensation due or attributed in respect of financial year 2015 to François Enaud;
- Opinion on items of compensation due or attributed in respect of financial year 2015 to Vincent Paris;
- Appointment of Jessica Scale as a new director;
- Setting of directors' fees at €500,000;
- Reappointment of a Statutory Auditor and appointment of an Alternate Auditor;
- Authorisation granted to the Board of Directors, for a period of 18 months, to allow the Company to buy back its own shares pursuant to Article L. 225-209 of the French Commercial Code.

## Requiring the approval of the Extraordinary General Meeting

- Authorisation granted to the Board of Directors, for a period of 26 months, to retire any shares that the Company may have acquired under the terms of share buyback programmes and to reduce the share capital accordingly;
- Delegation of authority granted to the Board of Directors, for a period of 26 months, to decide to increase the share capital, with pre-emptive subscription rights for existing shareholders, through the issuance of ordinary shares and/or securities giving access to the share capital and/or giving a right to be allotted debt securities of the Company, up to a maximum aggregate nominal amount of €7 million;
- Delegation of authority granted to the Board of Directors, for a period of 26 months, to decide to increase the share capital, without pre-emptive subscription rights for existing shareholders, through the issuance of ordinary shares and/or securities giving access to the share capital and/or giving a right to be allotted debt securities of the Company, via public offerings, up to a maximum aggregate nominal amount of €4 million;
- Delegation of authority granted to the Board of Directors, for a period of 26 months, to decide to increase the share capital, without pre-emptive subscription rights for existing shareholders, through the issuance of ordinary shares and/or any securities giving access to the share capital and/or giving a right to be allotted debt securities of the Company, via a private placement such as provided for by Article L. 411-2-II of the French Monetary and Financial Code, up to a maximum of 20% of the share capital;
- Determination of the issue price of ordinary shares and/or securities giving access to the share capital and/or giving a right to receive debt securities of the Company, up to a maximum of 10% of the share capital per year, in connection with a capital increase without pre-emptive subscription rights for existing shareholders;
- Delegation of authority granted to the Board of Directors, for a period of 26 months, to decide, with or without pre-emptive subscription rights for existing shareholders, to increase the number of ordinary shares and/or securities giving access to the share capital and/or giving a right to be allotted debt securities to be issued by the Company, up to a maximum of 15% of the original issue;
- Delegation of authority granted to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities giving access to the share capital and/or giving a right to be allotted debt securities of the Company, without pre-emptive subscription rights for existing shareholders, as consideration for in-kind contributions, up to a maximum of 10% of the share capital;
- Delegation of authority granted to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities giving access to the share capital and/or giving a right to be allotted debt securities of the Company, without pre-emptive subscription rights for existing shareholders, as consideration for securities tendered in a public exchange offer, up to a maximum aggregate nominal amount of €4 million;
- Delegation of authority granted to the Board of Directors, for a period of 26 months, to decide to increase the share capital through the capitalisation of premiums, reserves, earnings or any other items for which capitalisation would be permitted;
- Delegation of authority to be granted to the Board of Directors, for a period of 18 months, to issue share subscription warrants to be allotted to the shareholders free of charge in the event of a takeover bid, up to a nominal amount equal to the amount of the share capital;
- Delegation of authority to the Board of Directors, for a period of 26 months, to decide to increase the 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 enrollment in a company savings plan, up to a maximum of 3% of the share capital;
- Authorisation granted to the Board of Directors, for a period of 38 months, to award share subscription or purchase options to employees and/or officers of the Company or of a company in the Group, up to a maximum of 3% of the share capital;
- Authorisation granted to the Board of Directors, for a period of 38 months, to award free shares to employees and officers of the Company or of a company in the Group, up to a maximum of 3% of the share capital;
- Powers required to carry out formalities.

I would like to remind you 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. However, as an exception to the preceding, Resolutions 21 and 22,

even though they are on the Extraordinary General Meeting agenda, 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 then read out the reports of the Board and had the reports of the Statutory Auditors and transfer auditor also read out.

After these reports had been read out, the Chairman opened the discussion and answered questions raised by shareholders.

Then, as no-one wished to take the floor, the Chairman successively put the following resolutions to the vote of shareholders:

## **Resolutions submitted for the approval of the Ordinary General Meeting**

**Resolution 1** (*Approval of the individual financial statements for the financial year ended 31 December 2015; approval of non-deductible expenses*)

The shareholders, having reviewed the Report of the Board of Directors, the report required by Article L. 225-37 of the French Commercial Code and the Statutory Auditors' reports, approve the individual financial statements for the year ended 31 December 2015, as presented at the General Meeting, showing a profit of €33,357,698.90.

In addition, the shareholders approve the transactions reflected in these financial statements and summarised in the aforementioned reports.

The shareholders also approve the expenses incurred during the year that are not deductible for tax purposes, covered by Article 39-4 of the French General Tax Code, amounting to €471,497, and the corresponding tax charge of €179,169.

**This resolution was adopted by 21,494,369 votes FOR, 90,950 votes AGAINST and 3,854 ABSTENTIONS.**

**Resolution 2** (*Granting of final discharge to the members of the Board of Directors*)

The shareholders grant the members of the Board of Directors full and unconditional discharge from their duties for the financial year ended 31 December 2015.

**This resolution was adopted by 21,499,968 votes FOR, 85,266 votes AGAINST and 3,939 ABSTENTIONS.**

**Resolution 3** (*Approval of the consolidated financial statements for the financial year ended 31 December 2015*)

The shareholders, having reviewed the Report of the Board of Directors, the report required by Article L. 225-37 of the French Commercial Code and the Statutory Auditors' reports, approve the consolidated financial statements for the year ended 31 December 2015, which show a consolidated net profit (attributable to owners of the parent) of €84,428,575, as well as the transactions reflected in these consolidated financial statements and/or summarised in the reports, including the report on group management included in the aforementioned Report of the Board of Directors.

**This resolution was adopted by 21,493,222 votes FOR, 92,285 votes AGAINST and 3,666 ABSTENTIONS.**

**Resolution 4** (Appropriation of earnings and determination of the dividend)

The shareholders, after acknowledging the consolidated net profit attributable to owners of the parent amounting to €84,428,575, note that the profit available for distribution amounts to €33,092,417.40 and agree to pay out, in the form of shareholder dividends, the sum of €34,759,429.10, determined as follows:

(a)	<b>Profit for the period</b>	€33,357,698.90
(b)	<b>Transfer to the legal reserve</b>	€852,714.00
(c)	Balance (a - b)	€32,504,984.90
(d)	<b>Prior unappropriated retained earnings</b>	€587,432.50
(e)	Distributable profit (c + d)	€33,092,417.40
(f)	<b>Deduction from discretionary reserves</b>	€1,667,011.70
(g)	Amounts to be distributed (e + f)	€34,759,429.10

The legal reserve thus amounts to €2,044,672.30, 10% of the share capital.

As the number of shares representing the share capital at 31 December 2015 was 20,446,723, the dividend per share will be €1.70. The dividend payment date will be 7 July 2016.

In accordance with tax regulations in force, this dividend payment entitles individual shareholders with tax residence in France to a 40% deduction on the entire dividend amount for the calculation of income tax (Article 158-3-2° of the French General Tax Code).

Furthermore, for these same individuals having their tax residence in France, this dividend will automatically give rise, on a cumulative basis, excluding shares held in a PEA (plan d'épargne en actions, a French personal equity plan), to:

- a 21% withholding tax, which is subject to income tax reporting requirements. This deduction from the gross dividend amount has the status of a provisional payment of tax in respect of 2015 income. Any shareholder whose household has taxable income lower than the threshold (in respect of 2014 income) of €50,000 (single person) or €75,000 (couple filing jointly), and who has filed for an exemption from this withholding tax by sending a signed letter (no later than 30 November 2015 for dividends payable in 2016 in respect of the 2015 financial year), may be entitled to an exemption;
- social charges of 15.5%, including 5.1% corresponding to the deductible portion of the CSG (contribution sociale généralisée, or general social security contribution), which are also withheld.

The following amounts were distributed as dividends in respect of the previous three financial years:

	<b>2012*</b>	<b>2013*</b>	<b>2014*</b>
Total dividend	€20,218,926.20	€22,647,207.70	€38,706,399.10
Number of dividend-bearing shares	11,893,486	11,919,583	20,371,789
Dividend per share paid	€1.70	€1.90	€1.90

(\* ) This dividend payment entitles individual shareholders with tax residence in France to a 40% deduction on the entire dividend amount for the calculation of income tax (Article 158-3-2° of the French Tax Code).

**This resolution was adopted by 21,443,635 votes FOR, 144,042 votes AGAINST and 1,496 ABSTENTIONS.**

**Resolution 5** (Approval of agreements governed by Article L. 225-38 et seq. of the French Commercial Code)

The shareholders, having reviewed the Statutory Auditors' special report on agreements governed by Article L. 225-38 et seq. of the French Commercial Code, acknowledge the absence of any new agreements of this type subject to approval at this Meeting and approve the conclusions of the aforementioned report.

**This resolution was adopted by 16,348,749 votes FOR, 5,234,456 votes AGAINST and 5,968 ABSTENTIONS.**

**Resolution 6** (Opinion on items of compensation due or granted in respect of financial year 2015 to Pierre Pasquier)

The shareholders, consulted pursuant to Section 24.3 of the AFEP-MEDEF corporate governance code for listed companies, and having reviewed the Report of the Board of Directors, approve the items of compensation due or granted to Pierre Pasquier in respect of the 2015 financial year, as presented to them.

**This resolution was adopted by 16,820,672 votes FOR, 4,764,193 votes AGAINST and 4,308 ABSTENTIONS.**

**Resolution 7** (Opinion on items of compensation due or granted in respect of financial year 2015 to François Enaud)

The shareholders, consulted pursuant to Section 24.3 of the AFEP-MEDEF corporate governance code for listed

companies, and having reviewed the Report of the Board of Directors, approve the items of compensation due or granted to François Enaud in respect of the 2015 financial year, as presented to them.

**This resolution was adopted by 15,813,233 votes FOR, 5,746,980 votes AGAINST and 28,960 ABSTENTIONS.**

**Resolution 8** (*Opinion on items of compensation due or granted in respect of financial year 2015 to Vincent Paris*)

The shareholders, consulted pursuant to Section 24.3 of the AFEP-MEDEF corporate governance code for listed companies, and having reviewed the Report of the Board of Directors, approve the items of compensation due or granted to Vincent Paris in respect of the 2015 financial year, as presented to them.

**This resolution was adopted by 17,755,706 votes FOR, 3,829,352 votes AGAINST and 4,115 ABSTENTIONS.**

**Resolution 9** (*Appointment of Jessica Scale as a new director*)

The shareholders, having reviewed the Report of the Board of Directors, agree to appoint Jessica Scale as a new director, for a two-year term pursuant to Article 14 of the Company's Articles of Association, which will thus expire at the conclusion of the General Meeting convened to approve the financial statements for the year ending 31 December 2017.

**This resolution was adopted by 21,497,106 votes FOR, 87,347 votes AGAINST and 4,720 ABSTENTIONS.**

**Resolution 10** (*Setting of directors' fees at €500,000*)

The shareholders set at €500,000 the amount of directors' fees to be allocated between the members of the Board of Directors for the current financial year.

**This resolution was adopted by 21,562,109 votes FOR, 24,029 votes AGAINST and 3,035 ABSTENTIONS.**

**Resolution 11** (*Reappointment of a joint Statutory Auditor and appointment of an Alternate Auditor*)

The shareholders, having reviewed the Report of the Board of Directors, agree to:

- re-appoint Auditeurs & Conseil Associés, 31 rue Henri Rochefort, 75017 Paris, as Statutory Auditor; and
- appoint Pimpaneau & Associés, 31 rue Henri Rochefort, 75017 Paris, as joint Alternate Auditor, replacing AEG Finances SAS whose term of office is expiring;

each for a term of six years, thus expiring at the conclusion of the General Meeting convened to approve the financial statements for the year ending 31 December 2021.

**This resolution was adopted by 20,451,673 votes FOR, 1,132,378 votes AGAINST and 5,122 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. 225-209 of the French Commercial Code*)

In accordance with the provisions of Articles L. 225-209 et seq. of the French Commercial Code, EU regulations on market abuse, and Title IV, Book II of the General Regulation of the Autorité des Marchés Financiers (AMF, the French securities regulator) as well as its implementing instructions, the shareholders, having reviewed the Report of the Board of Directors:

- authorise the Board of Directors, with the ability to subdelegate this authority 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;
- agree 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 code of conduct of AMAFI (the French association of financial market professionals) recognised by the AMF,
  - 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 hold the shares bought back and subsequently exchange them or present them as consideration in a merger, spin-off or contribution of assets or, more generally, in external growth transactions, subject in

any event to a limit of 5% of the number of shares representing the share capital,

- to deliver the shares bought back, upon the exercise of rights attaching to securities giving access to the Company's share capital through redemption, conversion, exchange, tender of warrants or any other means, as well as to execute any transaction covering the Company's obligations relating to those securities,
  - to retire the shares thus bought back, by way of a capital reduction, subject to the adoption at this General Meeting of Resolution 13 below,
  - to implement any market practice accepted by the AMF and, more generally, to perform any operation that complies with regulations in force;
- agree that the maximum price per share paid for the shares bought back be set at €200, it being specified that, in the event of any share capital transactions, in particular the capitalisation of reserves, awards of free shares and/or stock splits or reverse stock splits, this price will be adjusted proportionally;
  - agree 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, even when a takeover bid is under way, subject to compliance with regulations in force;
  - 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;
  - agree that this delegation of authority to the Board of Directors is to be valid for a period of eighteen (18) months with effect from the date of this General Meeting;
  - acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

**This resolution was adopted by 15,511,082 votes FOR, 6,076,654 votes AGAINST and 1,437 ABSTENTIONS.**

## **Resolutions submitted for the approval of the Extraordinary General Meeting**

**Resolution 13** (*Authorisation granted to the Board of Directors, for a period of 26 months, to retire any shares that the Company may have acquired under the terms of share buyback programmes and to reduce the share capital accordingly*)

The shareholders, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report:

- authorise the Board of Directors to retire, pursuant to the provisions of Article L. 225-209 of the French Commercial Code, on one or more occasions, at its sole discretion, some or all of the treasury shares held by the Company that will have been bought back under any authorisation granted to the Board of Directors pursuant to said Article, up to a limit of 10% of the share capital at the date of the retirement of shares over each 24-month period;
- agree that the Company's share capital shall be reduced as a consequence of the retirement of these shares, as such retirement may be decided by the Board of Directors under the aforementioned conditions;
- grant all powers to the Board of Directors to perform the transaction(s) authorised under this resolution, and in particular to charge the difference between the redemption value of the retired shares and their par value against the distributable premiums and reserves of its choosing, amend the Articles of Association accordingly and carry out all legally required formalities;
- agree that this authorisation is to be valid for a period of 26 months with effect from the date of this General Meeting;
- acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

**This resolution was adopted by 21,442,052 votes FOR, 145,516 votes AGAINST and 1,605 ABSTENTIONS.**

**Resolution 14** (*Delegation of authority granted to the Board of Directors, for a period of 26 months, to decide to increase the share capital, with pre-emptive subscription rights for existing shareholders, through the issuance of ordinary shares and/or securities giving access to the share capital and/or giving a right to be allotted debt securities of the Company, up to a maximum aggregate nominal amount of €7 million*)

In accordance with the provisions of the French Commercial Code, and in particular its Articles L. 225-129, L. 225-129-2, L. 228-91 and L. 228-92, the shareholders, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report:

- delegate the authority to the Board of Directors, including the ability to subdelegate this authority, under the conditions laid down by law and by the Company's Articles of Association, to decide on the issuance in euros, on one or more occasions, in the amounts and at the times it sees fit, with pre-emptive subscription rights for existing shareholders, in France or abroad, of (i) ordinary shares in the Company, (ii) equity securities giving immediate and/or future access by any means to other equity securities and/or giving a right to be allotted debt securities of the Company, or (iii) debt securities that may give access or giving access, immediately and/or in future, to equity securities to be issued by the Company, whether free of charge or for consideration, it being specified that this last category of securities may also be denominated in foreign currencies or in units of account determined by reference to a basket of currencies and may be paid up, at the time of subscription, in cash, including by set-off of liquid and payable claims;
- agree that the aggregate nominal amount of capital increases (involving both the issuance of securities on the primary market and securities traded on the secondary market) which may be carried out immediately and/or in future shall not be greater than €7 million (or the equivalent of this amount in a foreign currency or in a unit of account defined with reference to a basket of currencies), it being specified that (i) this amount constitutes an overall limit for all capital increases carried out under the delegations of authority referred to in this resolution as well as in Resolutions 15, 16, 19 and 20 below, subject to their adoption at this General Meeting and (ii) this amount will be adjusted to reflect any additional shares to be issued in order to protect the rights of holders of securities giving access to the Company's share capital, in accordance with the law (hereinafter, "Limit 1");
- agree, in addition, that the amount of debt securities (including both the issuance of securities on the primary market and securities traded on the secondary market) which may be issued under this delegation of authority shall not exceed €600 million (or the equivalent of this amount in a foreign currency or in a unit of account defined with reference to a basket of currencies), it being specified that (i) this amount constitutes an overall limit encompassing the aggregate amount of any issues of debt securities carried out under the delegations of authority referred to in this resolution as well as those referred to in Resolutions 15, 16, 19 and 20 below, subject to their adoption at this General Meeting, (ii) any redemption premium above par would be added to this amount and (iii) this amount is independent and separate from the amount of debt securities whose issuance would be decided or authorised by the Board of Directors pursuant to the provisions of Articles L. 228-36-A, L. 228-40 and L. 228-92, paragraph 3 of the French Commercial Code (hereinafter, "Limit 2");
- acknowledge that existing shareholders have pre-emptive rights to subscribe for shares and/or other securities issued under the terms of this resolution, in proportion to the total value of their shares;
- acknowledge that, in the event of oversubscription, the Board of Directors may use the authorisation granted under Resolution 18 to increase the number of securities to be issued, subject to the adoption of said resolution at the General Meeting;
- agree that, pursuant to the provisions of Article L. 225-134 of the French Commercial Code, the Board of Directors may put in place a priority right for existing shareholders to subscribe for new shares in proportion to their holdings and to subscribe in addition for any shares not taken up by other existing shareholders, with the understanding that the number of shares available for the latter type of subscription may be reduced if the demand is too great to accommodate all requests. If subscriptions of the first type, followed by the second type to the extent possible, do not absorb the entirety of the capital increase as defined above, the Board of Directors may make use of one and/or the other of the following powers, in whatever order it sees fit:
  - it may limit the capital increase to the amount of subscriptions received, under the conditions laid down by Article L. 225-134 I. – 1° of the French Commercial Code,
  - it may freely distribute all or a portion of the unsubscribed shares among the shareholders,
  - it may offer all or a portion of the unsubscribed shares to the public;
- acknowledge that this delegation of authority automatically entails, to the benefit of the holders of any securities issued under this delegation of authority, the express waiver by the shareholders of their pre-emptive right to subscribe for the shares to which those securities confer entitlement;
- grant all powers to the Board of Directors, including the ability to subdelegate these powers under the conditions laid down by law and by the Company's Articles of Association, in particular in order to:
  - determine the characteristics of securities to be issued and the amounts proposed for subscription and, in particular, determine their issue prices, dates and periods, and the terms and conditions of subscription, payment, delivery, and dividend or coupon rights of the securities, as well as all other procedures for their issuance, in accordance with applicable legal and regulatory limits,

- carry out the planned issues and, where applicable, postpone them,
  - determine and proceed with any adjustments required to protect the rights of holders of securities giving access to the Company's share capital,
  - charge the costs incurred in connection with capital increases as well as the costs of the admission of the Company's shares to trading on a regulated market against the premiums pertaining to these 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 the issue,
  - record the execution of the capital increase(s) and make the corresponding amendments to the Articles of Association, and more generally make any appropriate arrangements; enter into any agreements; request any authorisations; carry out any formalities necessary for the issuance, listing and management of securities issued under this delegation of authority and for the exercise of any associated rights; and take the necessary steps to ensure the success of the planned issues;
- agree that in the event of an issue of debt securities, the Board of Directors will have all powers, which it may subdelegate under the conditions laid down by law and by the Company's Articles of Association, in particular to decide on the terms, conditions and characteristics of these securities, notably including whether or not they are subordinated (and where applicable, their level of subordination), and to determine their interest rate, the mandatory or optional cases for suspension or non-payment of interest, their issue currency, whether they are fixed-term or perpetual debt securities, the fixed or variable redemption price with or without a premium, the methods of amortisation depending on market conditions, and the terms under which these securities will confer entitlement to ordinary shares in the Company;
  - agree that this delegation of authority to the Board of Directors is to be valid for a period of 26 months with effect from the date of this General Meeting;
  - acknowledge that this delegation of authority supersedes, in relation to the unused portion, any previous delegation of authority having the same purpose.

**This resolution was adopted by 15,926,399 votes FOR, 5,661,206 votes AGAINST and 1,568 ABSTENTIONS.**

**Resolution 15** (*Delegation of authority granted to the Board of Directors, for a period of 26 months, to decide to increase the share capital, without pre-emptive subscription rights for existing shareholders, through the issuance of ordinary shares and/or securities giving access to the share capital and/or giving a right to be allotted debt securities of the Company, via public offerings, up to a maximum aggregate nominal amount of €4 million*)

In accordance with the provisions of the French Commercial Code, and in particular its Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 228-91 and L. 228-92, the shareholders, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report:

- delegate the authority to the Board of Directors, including the ability to subdelegate this authority under the conditions laid down by law and by the Company's Articles of Association, to decide on the issuance in euros, on one or more occasions, in the amounts and at the times it sees fit, without pre-emptive subscription rights for existing shareholders, in France or abroad, by way of public offerings, of (i) ordinary shares in the Company, (ii) equity securities giving immediate and/or future access by any means to other equity securities and/or giving a right to be allotted debt securities of the Company, or (iii) debt securities that may give access or giving access, immediately and/or in future, to equity securities to be issued by the Company, it being specified that this last category of securities may also be denominated in foreign currencies or in units of account determined by reference to a basket of currencies and may be paid up, at the time of subscription, in cash, including by set-off of liquid and payable claims. Any public offering decided under this delegation of authority may be combined, in the context of a single issue or several issues carried out simultaneously, with offerings referred to in Article L. 411-2-II of the French Monetary and Financial Code, decided pursuant to Resolution 16, subject to its adoption at this General Meeting;
- agree to exclude the pre-emptive right of existing shareholders to subscribe for the ordinary shares and other securities to be issued by way of public offerings under the terms of this delegation of authority and further delegate to the Board of Directors, pursuant to the provisions of Article L. 225-135 of the French Commercial Code, the option to put in place, for all or a portion of the issues, a priority right for existing shareholders to subscribe in proportion to their holdings and/or to subscribe for any shares not taken up by other existing shareholders, with the understanding that the number of shares available for the latter type of subscription may be reduced if the demand is too great to accommodate all requests, within a time period and under the terms and conditions of exercise it will determine, this priority right not giving rise to the creation of tradable rights;
- agree that the aggregate nominal amount of capital increases that might be carried out immediately and/or in future under this delegation of authority shall not be greater than €4 million (or the equivalent of

this amount in a foreign currency or in a unit of account defined with reference to a basket of currencies), it being specified that (i) this amount constitutes an overall limit for all capital increases carried out under the delegations of authority referred to in this resolution as well as in Resolutions 16, 19 and 20 below, subject to their adoption by the General Meeting and (ii) this amount would count towards Limit 1 defined above in Resolution 14 and would be adjusted to reflect any additional shares to be issued in order 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 (hereinafter, "Limit 3");

- agree, in addition, that the aggregate amount of any debt securities to be issued under this delegation of authority shall not exceed Limit 2 defined above in Resolution 14;
- agree that the issue price of shares will be equal to the weighted average of the share price on the regulated market of Euronext Paris over the three trading days preceding the determination of the subscription price, less a maximum discount of 5%, after adjustment for any difference in the dates of attachment of dividend or coupon rights, it being specified that the issue price of securities giving access to the share capital will be such that the amount received immediately by the Company, plus any amount that might be received by the Company at a future date, will be, for each ordinary share issued as a result of the issuance of these securities, at least equal to the issue price of shares defined above;
- acknowledge that, in the event of oversubscription, the Board of Directors may make use of the authorisation granted under Resolution 18 to increase the number of securities to be issued, without pre-emptive rights for existing shareholders, subject to the adoption of said resolution at the General Meeting;
- acknowledge that the Board of Directors will need to prepare a supplementary report setting out the final terms of the issue and including an assessment of its actual impact on shareholders;
- agree that if the subscriptions obtained do not absorb the entirety of an issue as defined above, the Board of Directors may make use of the following powers:
  - it may limit the capital increase to the amount of subscriptions received, under the conditions laid down by Article L. 225-134 I. – 1° of the French Commercial Code,
  - it may freely distribute all or a portion of the unsubscribed securities,
  - it may offer all or a portion of the unsubscribed shares to the public;
- acknowledge that this delegation of authority automatically entails, to the benefit of the holders of any securities issued under this delegation of authority, the express waiver by the shareholders of their pre-emptive right to subscribe for the shares to which those securities confer entitlement;
- grant all powers to the Board of Directors, including the ability to subdelegate these powers under the conditions laid down by law and by the Company's Articles of Association, in particular in order to:
  - determine the characteristics of securities to be issued and the amounts proposed for subscription and, in particular, determine their issue prices, dates and periods, and the terms and conditions of subscription, payment, delivery, and dividend or coupon rights of the securities, as well as all other procedures for their issuance, in accordance with applicable legal and regulatory limits,
  - carry out the planned issues and, where applicable, postpone them,
  - determine and proceed with any adjustments required to protect the rights of holders of securities giving access to the Company's share capital,
  - charge the costs incurred in connection with capital increases as well as the costs of the admission of the Company's shares to trading on a regulated market against the premiums pertaining to these 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 the issue,
  - record the execution of the capital increase(s) and make the corresponding amendments to the Articles of Association, and more generally make any appropriate arrangements; enter into any agreements; request any authorisations; carry out any formalities necessary for the issuance, listing and management of securities issued under this delegation of authority and for the exercise of any associated rights; and take the necessary steps to ensure the success of the planned issues;
- agree that in the event of an issue of debt securities, the Board of Directors will have all powers, which it may subdelegate under the conditions laid down by law and by the Company's Articles of Association, in particular to decide on the terms, conditions and characteristics of these securities, notably including whether or not they are subordinated (and where applicable, their level of subordination), and to determine their interest rate, the mandatory or optional cases for suspension or non-payment of interest, their issue currency, whether they are fixed-term or perpetual debt securities, the fixed or variable redemption price with or without a premium, the methods of amortisation depending on market conditions, and the terms under which these securities will confer entitlement to ordinary shares in the Company;
- agree that this delegation of authority to the Board of Directors is to be valid for a period of 26 months with

effect from the date of this General Meeting;

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

**This resolution was adopted by 15,088,526 votes FOR, 6,498,640 votes AGAINST and 2,007 ABSTENTIONS.**

**Resolution 16** *(Delegation of authority granted to the Board of Directors, for a period of 26 months, to decide to increase the share capital, without pre-emptive subscription rights for existing shareholders, through the issuance of shares or other securities giving access to the share capital and/or giving a right to be allotted debt securities of the Company, via a private placement such as provided for by Article L. 411-2-II of the French Monetary and Financial Code, up to a maximum of 20% of the share capital)*

In accordance with the provisions of the French Commercial Code, and in particular its Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 228-91 and L. 228-92, as well as the provisions of Article L. 411-2-II of the French Monetary and Financial Code, the shareholders, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report:

- delegate the authority to the Board of Directors, including the ability to subdelegate this authority under the conditions laid down by law and by the Company's Articles of Association, to decide on the issuance in euros, on one or more occasions, in the amounts and at the times it sees fit, without pre-emptive subscription rights for existing shareholders, in France or abroad, via private placement as defined in Article L. 411-2-II of the French Monetary and Financial Code, of (i) shares in the Company, (ii) equity securities giving immediate and/or future access by any means to other equity securities and/or giving a right to be allotted debt securities of the Company, or (iii) debt securities that may give access or giving access, immediately and/or in future, to equity securities to be issued by the Company, it being specified that this last category of securities may also be denominated in foreign currencies or in units of account determined by reference to a basket of currencies and may be paid up, at the time of subscription, in cash, including by set-off of liquid and payable claims. Any private placement, as referred to in Article L. 411-2-II of the French Monetary and Financial Code, decided under this delegation of authority may be combined, in the context of a single issue or several issues carried out simultaneously, with public offerings decided pursuant to Resolution 15 above, subject to its adoption at this General Meeting;
- agree to exclude the pre-emptive right of existing shareholders to subscribe for shares or securities to be issued by way of private placement under the terms of this delegation of authority and to make them available for subscription only by the categories of persons identified by Article L. 411-2-II of the French Monetary and Financial Code and in particular by qualified investors or a limited circle of investors;
- agree that the issue price of shares will be equal to the weighted average of the share price on the regulated market of Euronext Paris over the three trading days preceding the determination of the subscription price for the capital increase, less a maximum discount of 5%, after adjustment for any difference in the dates of attachment of dividend or coupon rights, it being specified that the issue price of securities giving access to the share capital will be such that the amount received immediately by the Company, plus any amount that might be received by the Company at a future date, will be, for each ordinary share issued as a result of the issuance of these securities, at least equal to the issue price defined above;
- acknowledge that, in the event of oversubscription, the Board of Directors may make use of the authorisation granted under Resolution 18 to increase the number of securities to be issued, without pre-emptive rights for existing shareholders, subject to the adoption of said resolution at the General Meeting;
- acknowledge that the Board of Directors will need to prepare a supplementary report setting out the final terms of the issue and including an assessment of its actual impact on shareholders;
- agree that if the subscriptions obtained do not absorb the entirety of an issue as defined above, the Board of Directors may make use of the following powers:
  - it may limit the capital increase to the amount of subscriptions received, under the conditions laid down by Article L. 225-134-I-1° of the French Commercial Code,
  - it may freely distribute all or a portion of the unsubscribed securities,
  - it may offer all or a portion of the unsubscribed shares to the public;
- agree that any capital increases decided under this delegation of authority shall not exceed 20% of the share capital per year (in relation to the amount of the share capital at the date when the Board of Directors makes use of this delegation of authority) and that, in any event, these capital increases, as well as any issues of debt securities, taken in their aggregate, must be implemented in observance of Limits 2 and 3 defined respectively in Resolutions 14 and 15 above;
- acknowledge that this delegation of authority automatically entails, to the benefit of the holders of any securities issued under this delegation of authority, the express waiver by the shareholders of their pre-

emptive right to subscribe for the shares to which those securities confer entitlement;

- grant all powers to the Board of Directors, including the ability to subdelegate these powers under the conditions laid down by law and by the Company's Articles of Association, in particular in order to:
  - determine the characteristics of securities to be issued and the amounts proposed for subscription and, in particular, determine their issue prices, dates and periods, and the terms and conditions of subscription, payment, delivery, and dividend or coupon rights of the securities, as well as all other procedures for their issuance, in accordance with applicable legal and regulatory limits,
  - carry out the planned issues and, where applicable, postpone them,
  - determine and proceed with any adjustments required to protect the rights of holders of securities giving access to the Company's share capital,
  - charge the costs incurred in connection with capital increases as well as the costs of the admission of the Company's shares to trading on a regulated market against the premiums pertaining to these 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 the issue,
  - record the execution of the capital increase(s) and make the corresponding amendments to the Articles of Association, and more generally make any appropriate arrangements; enter into any agreements; request any authorisations; carry out any formalities necessary for the issuance, listing and management of securities issued under this delegation of authority and for the exercise of any associated rights; and take the necessary steps to ensure the success of the planned issues;
- agree that in the event of an issue of debt securities, the Board of Directors will have all powers, which it may subdelegate under the conditions laid down by law and by the Company's Articles of Association, in particular to decide on the terms, conditions and characteristics of these securities, notably including whether or not they are subordinated (and where applicable, their level of subordination), and to determine their interest rate, the mandatory or optional cases for suspension or non-payment of interest, their issue currency, whether they are fixed-term or perpetual debt securities, the fixed or variable redemption price with or without a premium, the methods of amortisation depending on market conditions, and the terms under which these securities will confer entitlement to ordinary shares in the Company;
- agree that this delegation of authority to the Board of Directors is to be valid for a period of 26 months with effect from the date of this General Meeting;
- acknowledge that this delegation of authority supersedes, in relation to the unused portion, any previous delegation of authority having the same purpose.

***This resolution was adopted by 14,939,222 votes FOR, 6,647,489 votes AGAINST and 2,462 ABSTENTIONS.***

**Resolution 17** *(Determination of the issue price of shares and/or other securities giving access to the share capital and/or giving a right to receive debt securities of the Company, up to a maximum of 10% of the share capital per year, in connection with a capital increase without pre-emptive subscription rights for existing shareholders)*

In accordance with the provisions of the French Commercial Code, and in particular of the second paragraph of its Article L. 225-136-1°, the shareholders, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report, authorise the Board of Directors, with the ability to subdelegate this authority under the conditions laid down by law and by the Company's Articles of Association, for each of the issues decided pursuant to Resolutions 15 and 16 above, to depart from the procedures for the determination of the issue price referred to in the aforementioned resolutions and to determine the issue price instead as follows:

- the issue price of ordinary shares shall be at least equal to the lowest of (i) the weighted average of the share price on the regulated market of Euronext Paris over a period of no longer than six months preceding the issue price determination date, (ii) the volume-weighted average price on the regulated market of Euronext Paris for the trading day preceding the issue price determination date, (iii) the volume-weighted average price on the regulated market of Euronext Paris for the current trading session on the day when the issue price is determined, and (iv) the last known closing share price prior to the issue price determination date, less, in each of the four cases, a maximum discount of 5%;
- the issue price of securities giving access to the share capital will be such that the amount received immediately by the Company, plus any amount that might be received by the Company at a future date, will be, for each ordinary share issued as a result of the issuance of these securities, at least equal to the issue price of shares defined in the previous paragraph.

At each issue date, the total number of shares and other securities issued under the delegation of authority granted by this resolution, over the 12-month period preceding the issue, shall not exceed 10% of the shares

representing the Company's share capital at that date.

The shareholders agree that the Board of Directors will have all powers to put this resolution into effect under the terms of the resolution pursuant to which the original issue is decided.

**This resolution was adopted by 15,905,770 votes FOR, 5,681,918 votes AGAINST and 1,485 ABSTENTIONS.**

**Resolution 18** *(Delegation of authority granted to the Board of Directors, for a period of 26 months, to decide, with or without pre-emptive subscription rights for existing shareholders, to increase the number of ordinary shares and/or securities giving access to the share capital and/or giving a right to be allotted debt securities to be issued by the Company, up to a maximum of 15% of the original issue)*

In accordance with Articles L. 225-135-1 and R. 225-118 of the French Commercial Code, the shareholders, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report:

- delegate the authority to the Board of Directors, including the ability to subdelegate this authority under the conditions laid down by law and by the Company's Articles of Association, to decide to increase the number of ordinary shares or other securities to be issued, in the event that any of the issues decided pursuant to Resolutions 14, 15 and 16 above are oversubscribed, up to the limits set forth in the resolution in question, at the same price as that used for the original issue, during a period of 30 days with effect from the expiry date of the subscription period of the original issue and for a maximum of 15% of the total amount of that issue;
- agree that the Board of Directors will have all powers to put this resolution into effect under the terms of the resolution pursuant to which the original issue is decided;
- agree that this delegation of authority to the Board of Directors is to be valid for a period of 26 months with effect from the date of this General Meeting;
- acknowledge that this delegation of authority supersedes, in relation to the unused portion, any previous delegation of authority having the same purpose.

**This resolution was adopted by 15,691,623 votes FOR, 5,895,924 votes AGAINST and 1,626 ABSTENTIONS.**

**Resolution 19** *(Delegation of authority granted to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities giving access to the share capital and/or giving a right to be allotted debt securities, without pre-emptive subscription rights for existing shareholders, as consideration for in-kind contributions, up to a maximum of 10% of the share capital)*

In accordance with the provisions of the French Commercial Code, and in particular of the sixth paragraph of its Article L. 225-147, the shareholders, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report:

- delegate the authority to the Board of Directors, including the ability to subdelegate this authority under the conditions laid down by law and by the Company's Articles of Association, to decide, on the basis of the report of the independent auditor appointed to analyse the non-cash contributions referred to in the first and second paragraphs of Article L. 225-147 of the French Commercial Code, on the issuance of (i) ordinary shares in the Company, (ii) equity securities giving immediate and/or future access by any means to other equity securities and/or giving a right to be allotted debt securities of the Company, or (iii) debt securities of the Company that may give access or giving access, immediately or in future, to instruments to be issued by the Company, with a view to providing consideration for in-kind contributions comprising equity instruments or other securities giving access to the share capital of another company, tendered to the Company in cases where the provisions of Article L. 225-148 of the French Commercial Code do not apply;
- agree to exclude, as necessary, the pre-emptive right of existing shareholders to subscribe for the shares and other securities to be issued under this delegation of authority, which are to serve exclusively as consideration for in-kind contributions;
- agree that any capital increases that might be carried out under this delegation of authority, taken in their aggregate, must not exceed 10% of the share capital at the time of the issue and, in any event, must remain within Limits 2 and 3 defined respectively in Resolutions 14 and 15 above;
- agree that the Board of Directors will have all powers to implement this delegation of authority, including the ability to subdelegate this authority under the conditions laid down by law and by the Company's Articles of Association, and in particular in order to:
  - approve the valuation of the in-kind contributions, review and adopt the report of the independent auditor and, in relation to said contributions, record their completion; charge all fees, duties and expenses against premiums; determine the number, form and characteristics of the securities to be issued; record the execution of capital increases and make the corresponding amendments to the Articles of

Association; proceed with the listing of the securities to be issued; and charge any related amounts, where applicable, to the contribution premium accounts, in particular the amounts necessary to bring the legal reserve up to one-tenth of the new share capital after each issue and the amount of any costs incurred in carrying out the issues,

- determine and proceed with any adjustments required to protect the rights of holders of securities giving access to the Company's share capital,
- make any appropriate arrangements, enter into any agreements, request any authorisations, carry out any formalities, and take the necessary steps to ensure the success of the planned issues;
- agree that in the event of an issue of debt securities, the Board of Directors will have all powers, which it may subdelegate under the conditions laid down by law and by the Company's Articles of Association, in particular to decide on the terms, conditions and characteristics of these securities, notably including whether or not they are subordinated (and where applicable, their level of subordination), and to determine their interest rate, the mandatory or optional cases for suspension or non-payment of interest, their issue currency, whether they are fixed-term or perpetual debt securities, the fixed or variable redemption price with or without a premium, the methods of amortisation depending on market conditions, and the terms under which these securities will confer entitlement to ordinary shares in the Company;
- agree that this delegation of authority to the Board of Directors is to be valid for a period of 26 months with effect from the date of this General Meeting;
- acknowledge that this delegation of authority supersedes, in relation to the unused portion, any previous delegation of authority having the same purpose.

**This resolution was adopted by 15,956,534 votes FOR, 5,630,937 votes AGAINST and 1,702 ABSTENTIONS.**

**Resolution 20** *(Delegation of authority granted to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities giving access to the share capital and/or giving a right to be allotted debt securities, without pre-emptive subscription rights for existing shareholders, as consideration for securities tendered in a public exchange offer, up to a maximum aggregate nominal amount of €4 million)*

In accordance with the provisions of the French Commercial Code, and in particular its Articles L. 225-129 to L. 225-129-6, L. 225-148, L. 228-91 and L. 228-92, the shareholders, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report:

- delegate the authority to the Board of Directors, including the ability to subdelegate this authority under the conditions laid down by law and by the Company's Articles of Association, to decide on the issuance, in the amounts and at the times it sees fit, in France and/or abroad, of (i) ordinary shares of the Company, (ii) equity securities giving immediate and/or future access by any means to other equity securities and/or giving a right to be allotted debt securities of the Company, or (iii) debt securities that may give access or giving access, immediately or in future, to securities to be issued by the Company, as consideration for securities tendered in a public exchange offer initiated by the Company in France or abroad, in accordance with local rules (including any transaction with the same effect as a public exchange offer or that can be deemed equivalent), involving the securities of a company whose shares are admitted for trading on one of the regulated markets referred to in Article L. 225-148 of the French Commercial Code;
- agree that the aggregate nominal amount of any capital increases to be carried out by issuing shares or other securities shall not exceed Limit 3 defined in Resolution 15 above or, in the event of an issue of debt securities, Limit 2 defined in Resolution 14 above;
- agree to exclude, as necessary, the pre-emptive right of existing shareholders to subscribe for the shares and other securities to be issued under this delegation of authority, which are to serve exclusively as consideration for securities tendered to a takeover bid with an exchange component initiated by the Company;
- acknowledge that this delegation of authority automatically entails, to the benefit of the holders of any securities issued under this delegation of authority, the waiver by the shareholders of their pre-emptive right to subscribe for the shares to which those securities confer entitlement;
- grant the Board of Directors all powers to implement this delegation of authority, including the ability to subdelegate this authority under the conditions laid down by law and by the Company's Articles of Association, and in particular in order to:
  - set the terms, the amounts and the procedures for any issue, as well as the exchange ratio and the amount of any equalisation payment, record the number of securities tendered in the exchange, determine the prices, dates, periods and the terms and conditions of subscription, payment, delivery, and dividend or coupon rights of the securities, as well as any other terms and conditions of their issue, in accordance with applicable legal and regulatory limits,

- record in a “merger premium” item on the liabilities side of the balance sheet, to which the rights of all shareholders shall apply, the difference between the issue price of the new ordinary shares and their par value,
  - determine and proceed with any adjustments required to protect the rights of holders of securities giving access to the Company’s share capital,
  - charge the costs incurred in connection with capital increases as well as the costs of the admission of the Company’s shares to trading on a regulated market against the premiums pertaining to these 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 the issue,
  - record the execution of the capital increase(s) and make the corresponding amendments to the Articles of Association, and more generally make any appropriate arrangements; enter into any agreements; request any authorisations; carry out any formalities necessary for the issuance, listing and management of securities issued under this delegation of authority and for the exercise of any associated rights; and take the necessary steps to ensure the success of the planned issues;
- agree that in the event of an issue of debt securities, the Board of Directors will have all powers, which it may subdelegate under the conditions laid down by law and by this resolution, in particular to decide on the terms, conditions and characteristics of these securities, notably including whether or not they are subordinated (and where applicable, their level of subordination), and to determine their interest rate, the mandatory or optional cases for suspension or non-payment of interest, their issue currency, whether they are fixed-term or perpetual debt securities, the fixed or variable redemption price with or without a premium, the methods of amortisation depending on market conditions, and the terms under which these securities will confer entitlement to shares in the Company;
  - agree that this delegation of authority to the Board of Directors is to be valid for a period of 26 months with effect from the date of this General Meeting;
  - acknowledge that this delegation of authority supersedes, in relation to the unused portion, any previous delegation of authority having the same purpose.

**This resolution was adopted by 15,480,896 votes FOR, 6,104,689 votes AGAINST and 3,588 ABSTENTIONS.**

**Resolution 21** (*Delegation of authority granted to the Board of Directors, for a period of 26 months, to decide to increase the share capital through the capitalisation of premiums, reserves, earnings or any other items for which capitalisation would be permitted*)

In accordance with the provisions of the French Commercial Code, and in particular its Articles L. 225-128, L. 225-129, L. 225-129-2 and L. 225-130, the shareholders, having reviewed the Report of the Board of Directors:

- delegate the authority to the Board of Directors, including the ability to subdelegate this authority under the conditions laid down by law and by the Company’s Articles of Association, to decide on one or more capital increases through the successive or simultaneous capitalisation of all or a portion of premiums, reserves, earnings or any other items for which capitalisation is permitted by law and by the Articles of Association, by issuing new ordinary shares to be allotted free of charge, by increasing the par value of existing shares, or through a combination of these two approaches;
- agree that fractional rights will be neither tradable nor transferable, and that the corresponding new ordinary shares will be sold. The proceeds of such sales will be allotted to the holders of the rights under the terms and conditions set out in applicable law and regulations;
- agree that the aggregate amount of any resulting capital increases, adjusted to reflect any additional capital necessary 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, shall not exceed the total of the reserves, premiums, earnings or other items for which capitalisation would be permitted, referred to above and in existence at the date of the capital increase, and that this limit applies independently of Limits 1, 2 and 3 defined in Resolutions 14 and 15 above;
- grant all powers to the Board of Directors to:
  - determine the amount and nature of the items to be capitalised, the number of new ordinary shares to be issued and/or the amount by which the par value of existing ordinary shares is to be increased, and the date of attachment of dividend rights for the new ordinary shares, as well as the terms and conditions of any sale or transfer of fractional shares,
  - charge the costs incurred in connection with capital increases as well as the costs of the admission of the Company’s shares to trading on a regulated market against the premiums pertaining to these 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 the issue,
  - record the execution of the capital increase(s) thus decided and make the corresponding

amendments to the Articles of Association, and more generally make any appropriate arrangements; enter into any agreements; request any authorisations; carry out any formalities necessary for the issuance, listing and management of securities issued under this delegation of authority and for the exercise of any associated rights; and take the necessary steps to ensure the success of the planned issues;

- agree that this delegation of authority to the Board of Directors is to be valid for a period of 26 months with effect from the date of this General Meeting;
- acknowledge that this delegation of authority supersedes, in relation to the unused portion, any previous delegation of authority having the same purpose.

**This resolution was adopted by 16,951,578 votes FOR, 4,634,169 votes AGAINST and 3,426 ABSTENTIONS.**

**Resolution 22** (*Delegation of authority to be granted to the Board of Directors, for a period of 18 months, to issue share subscription warrants to be allotted to the shareholders free of charge in the event of a takeover bid, up to a nominal amount equal to the amount of the share capital*)

In accordance with the provisions of the French Commercial Code, and in particular its Articles L. 233-32-II and L. 233-33, the shareholders, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report:

- delegate to the Board of Directors the authority to carry out, within the existing legal and regulatory limits, during a takeover bid for the Company's shares, one or more issues of warrants entitling the holder to subscribe for one or more Company shares on preferential terms, and to freely allot said warrants to all shareholders of the Company who are shareholders before the takeover bid expires. These warrants will automatically lapse as soon as the takeover bid or any other potential competing offer fails, lapses or is withdrawn;
- agree that the maximum nominal amount of any capital increase resulting from the exercise of these subscription warrants shall not exceed the amount of the share capital at the date of the issue of these warrants, and that the maximum number of subscription warrants issued shall not be greater than the number of shares representing the share capital when the warrants are issued, and that these limits apply independently of Limits 1, 2 and 3 defined in Resolutions 14 and 15 above;
- acknowledge that this resolution automatically entails the waiver by the shareholders of their pre-emptive right to subscribe for the ordinary shares in the Company to which the subscription warrants issued pursuant to this resolution may confer entitlement;
- agree that the Board of Directors will have all powers, including the ability to subdelegate these powers under the conditions laid down by law and by the Company's Articles of Association, in particular to determine the terms for the exercise of these subscription warrants, which must be relative to the terms of the offer or of any potential competing offer, as well as the other characteristics of these warrants, including the exercise price and methods for setting this price, in addition to, generally speaking, the characteristics and terms of any issue it decides to carry out on the basis of this delegation of authority, which it may defer or waive; to set the terms of any capital increase resulting from the exercise of these subscription warrants; to record the execution of any capital increase so brought about; to make the corresponding amendments to the Articles of Association; and more generally to make any appropriate arrangements, request any authorisations, carry out any formalities and take the necessary steps to ensure the success of the planned issues;
- agree that this delegation of authority to the Board of Directors is to be valid for a period of eighteen (18) months with effect from the date of this General Meeting;
- acknowledge that this delegation of authority supersedes, in relation to the unused portion, any previous delegation of authority having the same purpose.

**This resolution was adopted by 14,120,252 votes FOR, 7,465,494 votes AGAINST and 3,427 ABSTENTIONS.**

**Resolution 23** (*Delegation of authority to the Board of Directors, for a period of 26 months, to decide to increase the 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 enrollment in a company savings plan, up to a maximum of 3% of the share capital*)

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, the shareholders, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report:

- delegate the authority to the Board of Directors, including the ability to subdelegate this authority under the conditions laid down by law and by the Company's Articles of Association, to decide on the issuance, on one or more occasions, in the amounts and at the times it sees fit, of (i) ordinary shares or (ii) equity

securities giving immediate or future access by any means to other equity securities of the Company, reserved for employees enrolled in a savings plan offered by the Company or by any related French or foreign companies or groups as defined by Article L. 225-180 of the French Commercial Code (the "Recipients"), under the conditions laid down by Article L. 3332-19 of the French Labour Code;

- agree 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 authority;
- agree that this delegation of authority shall not give access to a total number of shares representing more than 3% of the Company's share capital (in relation to the amount of the share capital at the date when the Board of Directors makes use of this delegation of authority), it being specified that (i) any issue or allotment carried out pursuant to Resolutions 24 and 25 below, subject to their adoption at this General Meeting, will count towards this limit of 3% such that the issues or allotments carried out pursuant to Resolutions 23, 24 and 25, taken in their aggregate, will be subject to an overall limit of 3% and (ii) this is in addition to any additional number of shares to be issued in order 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;
- agree 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;
- agree that the subscription price will be set in compliance with laws and regulations and agree to set the maximum discount for the subscription price of an issue offered in connection with an employee savings plan, which is the case for the securities issued under this delegation of authority, at 5% of the average price of the Company's shares on the regulated market of Euronext Paris over the 20 trading days preceding the date of the decision setting the opening date of the subscription period. However, the shareholders expressly authorise the Board of Directors to reduce the aforementioned discount, within legal and regulatory limits;
- agree that the Board of Directors may provide for the allotment of ordinary shares, whether to be issued or already issued, or of securities giving access to the Company's share capital, whether to be issued or already issued, to the Recipients free of charge, in lieu of all or a portion of the employer contribution and/or the discount applied to the subscription price, within the limits set forth in Articles L. 3332-11 and L. 3332-21 of the French Labour Code, it being specified that the maximum aggregate nominal amount of capital increases that may be carried out in line with these allotments will count towards the limit of 3% of the Company's share capital referred to above;
- 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 amounts proposed for subscription and, in particular, determine their issue prices, dates and periods, and the terms and conditions of subscription, payment, delivery, and dividend or coupon rights of the securities, 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,
  - draw up the list of companies whose employees will be recipients of the issues carried out under this delegation of authority,
  - determine whether subscriptions may be made directly by the recipients or only through UCITS mutual funds,
  - charge any costs incurred in connection with capital increases against the premiums pertaining to those capital increases and deduct from the total to be charged the amount required to bring the legal reserve up to one-tenth of the new share capital after each capital increase,
  - record the execution of capital increases at 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;
- agree that this delegation of authority to the Board of Directors is to be valid for a period of 26 months with effect from the date of this General Meeting;

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

**This resolution was adopted by 21,090,553 votes FOR, 493,682 votes AGAINST and 4,938 ABSTENTIONS.**

**Resolution 24** *(Authorisation granted to the Board of Directors, for a period of 38 months, to award share subscription or purchase options to employees and/or officers of the Company or of a company in the Group, up to a maximum of 3% of the share capital)*

In accordance with the provisions of Articles L. 225-177 to L. 225-186-1 of the French Commercial Code, the shareholders, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report:

- authorise the Board of Directors to grant, on one or more occasions, options giving a right either to subscribe for new ordinary shares in the Company, to be issued in connection with a capital increase, or to purchase existing ordinary shares bought back by the Company in accordance with the law, to employees and/or officers of the Company or of any related companies or groups as provided for by Article L. 225-180 of the French Commercial Code, it being specified that executive company officers shall not together receive more than 20% of the total number of options to be allotted pursuant to this resolution;
- agree that this authorisation shall not give access to a total number of shares representing more than 3% of the Company's share capital (in relation to the amount of the share capital at the date of the decision to grant the options taken by the Board of Directors), it being specified that (i) any issue or allotment carried out pursuant to Resolutions 23 or 25, subject to their adoption at this General Meeting, will count towards this limit of 3% such that the issues or allotments carried out pursuant to Resolutions 23, 24 and 25, taken in their aggregate, will be subject to an overall limit of 3% and (ii) this is in addition to any additional number of ordinary shares to be issued in order 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;
- agree that, subject to any adjustments that may need to be made in the event of any future transaction regulated by law, with respect to share subscription options, the subscription price shall be set at the average share price over the 20 trading days preceding its determination. With respect to share purchase options, the price shall not be less than 80% of the average purchase price of treasury shares held by the Company as provided for by Articles L. 225-208 and L. 225-209 of the French Commercial Code;
- agree that the options granted may be exercised within a maximum period of eight years following their grant date;
- acknowledge that this authorisation automatically entails, to the benefit of option recipients, the express waiver by the shareholders of their pre-emptive right to subscribe for the ordinary shares to be issued in line with the exercise of the options;
- grant the Board of Directors all powers, with the ability to subdelegate these powers under the conditions laid down by law and by the Company's Articles of Association, to set all of the terms and conditions under which the options will be granted, including:
  - the identities, the qualifications and the number of years of service of the Recipients,
  - the number of shares for which the Recipients will be entitled to subscribe,
  - and, in particular, the conditions tied to the performance of the Company, the Group or its entities that will apply to the granting of options to the company's executive company officers and, if applicable, those that would apply to the granting of options to employees, as well as the criteria according to which the options will be granted and any mandatory holding requirements,
 these conditions being determined in compliance with any legal and regulatory obligations applicable to the options granted to senior executives, notably in accordance with the provisions of Articles L. 225-185 and L. 225-186-1 of the French Commercial Code,
  - record the execution of capital increases at the amount of shares actually subscribed through the exercise of share subscription options (it being understood that payments may be made in cash or by set-off of liquid and payable claims), make the corresponding amendments to the Articles of Association, complete all formalities required for capital increases and, at the sole discretion of the Board of Directors, as it sees fit, charge against issue premiums any costs incurred in carrying out the issues and deduct from these charges the amounts necessary to be transferred to the legal reserve,
  - 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;
- agree that this authorisation granted 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 15,229,113 votes FOR, 6,351,156 votes AGAINST and 8,904 ABSTENTIONS.**

**Resolution 25** (Authorisation granted to the Board of Directors, for a period of 38 months, to award free shares to employees and officers of the Company or of a company in the Group, up to a maximum of 3% of the share capital)

In accordance with the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code, the shareholders, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report:

- authorise the Board of Directors to proceed, on one or more occasions, with awards of free shares, which may, at its discretion, be either existing or newly issued shares in the Company, to employees or eligible officers (as defined in Article L. 225-197-1-II, paragraph 1 of the French Commercial Code) of the Company or of any related companies as stipulated in Article L. 225-197-2 of the French Commercial Code, or to certain categories of these individuals;
- agree that this authorisation shall not give access to a total number of shares representing more than 3% of the Company's share capital (in relation to the amount of the share capital at the date of the decision to award free shares taken by the Board of Directors), it being specified that (i) any issue or award carried out pursuant to Resolutions 23 and 24, subject to their adoption at this General Meeting, will count towards this limit of 3% such that the issues or awards carried out pursuant to Resolutions 23, 24 and 25, taken in their aggregate, will be subject to an overall limit of 3% and (ii) this is in addition to any additional number of shares to be issued in order 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;
- agree that the number of shares awarded to executive company officers shall not represent more than 5% of the limit of 3% set in the previous paragraph;
- agree that (a) awarded shares will vest at the conclusion of a vesting period whose length will be set by the Board of Directors, it being understood that this period shall not be shorter than one year, with effect from the date of the award decision and (b) the recipients will be required, if the Board of Directors considers it useful or necessary, to hold said shares for the duration of the holding period or periods set freely by the Board of Directors, it being specified that the cumulative duration of the vesting periods and the holding periods, if applicable, shall not be less than two years. However, inasmuch as the vesting period for all or a portion of one or more awards of shares would be at least two years, the shareholders authorise the Board of Directors not to require any holding period for the shares in question;
- agree that, in the event of disability of the recipient under the second or third category set out in Article L. 341-4 of the French Social Security Code, the shares granted to that recipient will vest before the remaining term of the vesting period has expired, and will be immediately transferable;
- acknowledge that, with regard to the shares to be issued, (i) this authorisation entails, at the conclusion of the vesting period, an increase in the share capital through the capitalisation of reserves, earnings, issue premiums or any other items for which capitalisation would be permitted, on behalf of the recipients of said shares, as well as the associated waiver by shareholders, in favour of the recipients of awards, of their right to the portion of reserves, earnings, premiums or other items for which capitalisation would be permitted thus capitalised and (ii) this authorisation automatically entails the waiver by shareholders, in favour of the recipients of the said shares, of their pre-emptive right to subscribe for these shares. The corresponding capital increase will be deemed to have been completed upon the vesting of the shares in question to the recipients;
- 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:
  - determine the identity of the recipients of shares to be awarded and the number of shares to be awarded 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 of the French Commercial Code,
  - set the dates and terms governing the awards of shares, including in particular the length of the vesting period, and of the holding period, where applicable,
  - and, in particular, determine the conditions tied to the performance of the Company, the Group or its entities that will apply to the awarding of shares to the company's executive company officers and, if applicable, those that would apply to the awarding of shares to the employees, as well as the criteria according to which the shares will be awarded, on the understanding that if shares are awarded without performance conditions, these shares shall not be awarded to the company's executive company officers and shall not exceed 10% of the awards authorised at the General Meeting,

- determine whether the shares to be awarded free of charge are to be existing or newly issued shares and (i) in the event of the issue of new shares, record the existence of sufficient reserves and proceed on the occasion of each award with the transfer to an inaccessible reserve account of the amounts necessary for the payment of the new shares to be awarded, increase the share capital through the capitalisation of reserves, earnings, premiums or any other items whose capitalisation would be permitted, determine the nature and amounts of reserves, earnings or premiums to be capitalised with a view to the payment of said shares, record the execution of capital increases, determine the date when the newly issued shares will begin to carry dividend rights, which may be retroactive, make the corresponding amendments to the Articles of Association and (ii) in the event of the awarding of existing shares, proceed with the acquisition of the necessary shares under the conditions laid down by law, and take all necessary steps to ensure the successful completion of the transactions,
- allow the option, where applicable, during the vesting period, to adjust the number of free shares awarded in accordance with any share capital transactions by the Company, so as to protect the rights of recipients, it being specified that any shares awarded pursuant to such adjustments will be deemed to have been awarded on the same date as the shares originally awarded,
- more generally, with the ability to subdelegate this authority under the conditions laid down by law and by the Company's Articles of Association, take any steps and complete any formalities useful for the issuance, listing and management of the securities issued under this delegation of authority and for the exercise of any associated rights to ensure that the planned share awards are successfully completed;
- agree that this authorisation granted 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 16,536,333 votes FOR, 5,048,410 votes AGAINST and 4,430 ABSTENTIONS.***

**Resolution 26** (*Powers required to carry out formalities*)

The shareholders grant 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 21,585,137 votes FOR, 484 votes AGAINST and 3,552 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.

Pierre Pasquier,  
Chairman

Scrutineers

P / Sopra GMT  
François Odin

P / FCPE GROUPE STERIACTIONS  
Astrid Anciaux

Secretary  
Christophe Bastelica