

*Disclaimer*

*This document is a free translation into English of the original French press release. It is not a binding document. In the event of a conflict in interpretation, reference should be made to the French version, which is the authentic text.*

## **Sopra Steria Group**

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

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

### **Minutes of the Combined General Meeting of 12 June 2018**

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

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 – Eric Pasquier, 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 16,025,823 shares to which were attached 20,983,829 voting rights, out of a total of 20,524,328 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 2017, together with the other documents required by law,
- the five-year financial summary,
- the reports of the Board of Directors submitted to the General Meeting,
- the proposed amendments to the Articles of Association;
- the proposed resolutions submitted to the Meeting.

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

The 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**

1. Approval of the individual financial statements for the financial year ended 31 December 2017; approval of non-deductible expenses;
2. Granting of final discharge to members of the Board of Directors;
3. Approval of the consolidated financial statements for the financial year ended 31 December 2017;
4. Appropriation of earnings and determination of the dividend;
5. Approval of items of compensation paid or allotted in respect of financial year 2017 to Pierre Pasquier, Chairman.
6. Approval of items of compensation paid or allotted in respect of financial year 2017 to Vincent Paris, Chief Executive Officer.
7. Approval of the principles and criteria for the determination, distribution and allocation of items of compensation for the Chairman.
8. Approval of the principles and criteria for the determination, distribution and allocation of items of compensation for the Chief Executive Officer.
9. Setting of directors' fees at €500,000.
10. Reappointment of a Principal Statutory Auditor.
11. Authorisation granted to the Board of Directors, for a period of 18 months, to allow the Company to buy back its own shares pursuant to Article L. 225-209 of the French Commercial Code.

## Requiring the approval of the Extraordinary General Meeting

12. Authorisation for the Board of Directors, for a period of 26 months, to retire any shares that the Company may have acquired under the terms of share buyback programmes and to reduce the share capital accordingly.
13. Delegation of powers to the Board of Directors, for a period of 26 months, to decide to increase the share capital, with preemptive rights for existing shareholders, by issuing ordinary shares and/or securities giving access to equity and/or entitling the holder to an allotment of debt securities issued by the Company, up to a maximum of 40% of the share capital.
14. Delegation of powers to the Board of Directors, for a period of 26 months, to decide to increase the share capital, without preemptive rights for existing shareholders, by issuing ordinary shares and/or securities giving access to equity and/or entitling the holder to an allotment of debt securities issued by the Company, in the context of public offerings, up to a maximum of 20% of the share capital, falling to 10% of the share capital in the absence of priority rights.
15. Delegation of powers to the Board of Directors, for a period of 26 months, to decide to increase the share capital, without preemptive rights for existing shareholders, by issuing ordinary shares and/or securities giving access to equity and/or entitling the holder to an allotment of debt securities issued by the Company, by way of a private placement as provided for in paragraph II, Article L. 411-2 of the French Monetary and Financial Code, up to a maximum of 10% of the share capital.
16. Determination of the issue price of ordinary shares and/or securities giving access to equity and/or giving the right to an allotment of the Company's debt securities for up to a maximum of 10% of the share capital a year in the context of an increase in the share capital without preemptive subscription rights for existing shareholders.
17. Delegation of powers to the Board of Directors, for a period of 26 months, to decide, with or without preemptive rights for existing shareholders, to increase the number of ordinary shares and/or securities giving access to equity and/or entitling the holder to an allotment of debt securities to be issued by the Company, up to a maximum of 15% of the initial issue.
18. Delegation of powers to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities giving access to equity and/or entitling the holder to an allotment of debt securities issued by the Company, without preemptive rights for existing shareholders, in return for contributions in kind, up to a maximum of 10% of the share capital.
19. Delegation of powers to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities giving access to equity and/or entitling the holder to an allotment of debt securities issued by the Company, without preemptive rights for existing shareholders, in return for shares tendered to a public exchange offer, up to a maximum of 10% of the share capital.
20. Delegation of powers to the Board of Directors, for a period of 26 months, to decide to increase the share capital by capitalising premiums, reserves, earnings or other amounts that may be capitalised.
21. Delegation to be given 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.
22. Delegation of powers to the Board of Directors, for a period of 26 months, to decide to increase the share capital, without preemptive subscription rights for existing shareholders, via issues to persons employed by the Company or by a company of the Group, subject to enrolment in a company savings plan, up to a maximum of 3% of the share capital.
23. Authorisation for the Board of Directors, for a period of 38 months, to allot free shares to employees and officers of the Company and companies in the same Group, up to a maximum of 3% of the share capital.
24. Amendment to the stipulations of Article 14 of the Articles of Association concerning Directors' terms of office and the introduction of procedures for staggering Directors' terms of office.
25. Change in the age limit associated with the position of Chairman of the Board of Directors and corresponding amendment to Article 15 of the Articles of Association.
26. Appointment of Jean-Bernard Rampini as a Non-Voting Director for a term of two years.

## Requiring the approval of the Ordinary General Meeting

- 27. to 37. Reappointment of Directors;
- 38. to 39. Appointment of new Directors;
- 40. Powers granted to carry out all legal 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 20 and 21, even though they are on the Extraordinary General Meeting agenda, requires 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 2017; approval of non-deductible expenses)*

The shareholders at the General Meeting, having reviewed the reports of the Board of Directors and the Statutory Auditors' reports, approve the individual financial statements for the year ended 31 December 2017, as presented at the General Meeting, showing a profit of €141,769,921.49.

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

The shareholders at the General Meeting also approve the 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 €445,035, and the corresponding tax charge of €148,345.

***This resolution was adopted by votes FOR, 20,980,338 votes 2,982 AGAINST and 509 ABSTENTIONS.***

### Resolution 2

*(Approval of the consolidated financial statements for the financial year ended 31 December 2017)*

The shareholders at the General Meeting, having reviewed the reports of the Board of Directors, including the report on Group management and the Statutory Auditors' reports, approve the consolidated financial statements for the year ended 31 December 2017, which show a consolidated net profit (attributable to the Group) of €171,439,316, as well as the transactions reflected in these consolidated financial statements and/or summarised in the reports.

***This resolution was adopted by votes FOR, 20,980,732 votes 2,928 AGAINST and 169 ABSTENTIONS.***

### Resolution 3

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

The shareholders at the General Meeting note that the profit available for distribution, determined as shown below, amounts to:

Profit for the period	€141,769,921.49
Transfer to the legal reserve	-€1,590.60
Prior unappropriated retained earnings	€30,562.40
Distributable profit	€141,798,893.29

and agree, after acknowledging the consolidated net profit attributable to owners of the parent amounting to €171,439,316, to appropriate this profit as follows:

Dividend	€49,314,482.40
Discretionary reserves	€92,484,410.89
Total	€141,798,893.29

The legal reserve thus amounts to €2,054,770.10, i.e. 10% of the share capital.

The dividend per share is €2.40, giving a total dividend of €49,314,482.40 based on the number of shares making up the share capital at 31 December 2017, namely 20,547,701 shares. In the event of a change in the number of shares carrying dividend rights, the amount of the total dividend will be adjusted accordingly and the amount allocated to discretionary reserves will be determined on the basis of the total dividend actually paid out.

The dividend will be paid on 5 July 2018.

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

	2014	2015	2016
Dividend paid	€1.90	€1.70	€2.20
Number of shares	20,062,614	20,324,093	20,517,903
Dividend*	€38,118,966.60	€34,550,958.10	€45,139,386.60

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

***This resolution was adopted by votes FOR, 20,777,952 votes 205,834 AGAINST and 43 ABSTENTIONS.***

### Resolution 4

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

The shareholders at the General Meeting, having reviewed the Report of the Board of Directors and 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 votes FOR, 16,790,927 votes 4,192,682 AGAINST and 220 ABSTENTIONS.***

## Resolution 5

*(Opinion on items of compensation paid or allotted in respect of financial year 2017 to Pierre Pasquier, Chairman)*

The shareholders at the General Meeting, having been consulted pursuant to Article L. 225-100 of the French Commercial Code, and having reviewed the Report of the Board of Directors, approve the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid or allotted to Pierre Pasquier in his capacity as Chairman in respect of financial year 2017.

***This resolution was adopted by votes FOR, 20,919,589 votes 63,623 AGAINST and 617ABSTENTIONS.***

## Resolution 6

*(Opinion on items of compensation paid or allotted in respect of financial year 2017 to Vincent Paris, Chief Executive Officer)*

The shareholders at the General Meeting, having been consulted pursuant to Article L. 225-100 of the French Commercial Code, and having reviewed the Report of the Board of Directors, approve the fixed, variable and exceptional items of compensation making up the total compensation and benefits of any kind paid or allotted to Vincent Paris in his capacity as Chief Executive Officer in respect of financial year 2017.

***This resolution was adopted by votes FOR, 17,776,513 votes 3,207,217 AGAINST and 99ABSTENTIONS.***

## Resolution 7

*(Approval of the principles and criteria for the determination, distribution and allocation of items of compensation for the Chairman)*

The shareholders at the General Meeting, having reviewed the Report of the Board of Directors, approve the principles and criteria for the determination, distribution and allocation of items of fixed, variable and exceptional compensation forming the total compensation and all benefits of any kind attributable to the Chairman.

***This resolution was adopted by votes FOR, 20,907,372 votes 76,268 AGAINST and 189ABSTENTIONS.***

## Resolution 8

*(Approval of the principles and criteria for the determination, distribution and allocation of items of compensation for the Chief Executive Officer)*

The shareholders at the General Meeting, having reviewed the Report of the Board of Directors, approve the principles and criteria for the determination, distribution and allocation of items of fixed, variable and exceptional compensation forming the total compensation and all benefits of any kind attributable to the Chief Executive Officer and, where applicable, to any Deputy CEO that may be appointed.

***This resolution was adopted by votes FOR, 20,738,140 votes 245,510 AGAINST and 179ABSTENTIONS.***

## Resolution 9

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

The shareholders at the General Meeting set at €500,000 the total 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 votes FOR, 20,769,416 votes 214,334 AGAINST and 79ABSTENTIONS.***

## Resolution 10

*(Reappointment of a Principal Statutory Auditor)*

The shareholders at the General Meeting, having reviewed the Report of the Board of Directors, agree to reappoint Mazars, 61 Rue Henri Regnault, Tour Exaltis, 92400 Courbevoie as Principal Statutory Auditor for a period of six years, expiring at the close of the General Meeting held to approve the financial statements for the year ending 31 December 2023.

***This resolution was adopted by votes FOR, 20,912,588 votes 71,009 AGAINST and 232ABSTENTIONS.***

## Resolution 11

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

The shareholders at the General Meeting, 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:

- authorise the Board of Directors, with the ability to subdelegate this power as provided by law and by the Company's Articles of Association, to buy back shares in the Company or arrange to have shares in the Company bought back, on one or more occasions and as and when it sees fit, up to a maximum of 10% of the total number of shares representing the Company's share capital at the time of the buyback;
- 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 retain the shares bought back in order to exchange them or present them as consideration at a later date for a merger, spin-off or contribution of assets and, more generally, for external growth transactions. Shares bought back for such purposes are not to exceed, in any event, 5% of the number of shares making up the Company's share capital,
  - to deliver the shares bought back, upon the exercise of rights attaching to securities giving access to the Company's share capital through redemption, conversion, exchange, tender of warrants or any other means, as well as to execute any transaction covering the Company's obligations relating to those securities,
  - to retire shares bought back by reducing the share capital, pursuant to Resolution 12, subject to that resolution being approved at this General Meeting,
  - to implement any market practice that may come to be accepted by the AMF, and in general, to perform any operation that complies with regulations in force;
- agree that the maximum price per share paid for shares bought back be set at €250; in the event of any transactions in the share capital, including in particular capitalisation of reserves, free share awards and/or stock splits or reverse stock splits, this price shall be adjusted proportionately;
- 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, 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 powers to the Board of Directors is to be valid for a period of 18 months with effect from the date of this General Meeting. Unless authorised in advance by the shareholders, the Board of Directors may not make use of this delegation once a third party has filed a tender offer proposal for the Company's shares, and until the end of the offer period;
- acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

***This resolution was adopted by votes FOR, 20,956,243 votes 27,414 AGAINST and 172ABSTENTIONS.***

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

### Resolution 12

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

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

- authorise the Board of Directors to retire, in accordance with the provisions of Article L. 225-209 of the

- French Commercial Code, on one or more occasions, at its sole discretion, some or all treasury shares held by the Company bought back under any authorisation granted to the Board of Directors on the basis of that same article, up to a maximum of 10% of the share capital in any 24-month period;
- decides to reduce the Company's share capital as a consequence of the retirement of these shares, to the extent decided, where applicable, by the Board of Directors under the aforementioned conditions;
  - confers all powers upon the Board of Directors in order to perform the transaction(s) authorised under this resolution, and in particular to charge against additional paid-in capital or other distributable reserves of its choosing the difference between the redemption value of the retired shares and their nominal value, amend the Articles of Association accordingly and carry out all legally required formalities;
  - 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 votes FOR, 20,776,464 votes 207,316 AGAINST and 49ABSTENTIONS.***

### **Resolution 13**

*(Delegation of powers to the Board of Directors, for a period of 26 months, to decide to increase the share capital, with preemptive subscription rights for existing shareholders, by issuing ordinary shares and/or securities giving access to equity and/or entitling the holder to an allotment of debt securities issued by the Company, up to a maximum of 40% of the share capital)*

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

- delegate powers to the Board of Directors, including the ability to subdelegate those powers under the conditions laid down in law and in the Company's Articles of Association, to decide to issue, on one or more occasions, in the amounts and at the times it sees fit, with preemptive subscription rights for existing shareholders, in France or abroad, in euros, (i) ordinary shares in the Company, (ii) equity securities giving immediate and/or future access by any means to other equity securities and/or entitling the holder to an allotment of debt securities issued by the Company, or (iii) securities that are debt securities that give or are liable to give immediate or future access to equity securities of the Company to be issued, free of charge or for a fee, which securities may also be denominated in foreign currency or in units of account determined by reference to more than one currency and may be paid up in cash on subscription, including by offsetting payment against liquid claims due;
- agree that the total amount of increases in the share capital (involving both primary and secondary securities) that may thus be undertaken immediately and/or in the future may not exceed 40% of the total nominal share capital (or the equivalent thereof in foreign currency or in units of account determined by reference to more than one currency), it being understood that (i) this is an aggregate limit against which the amount of any increases in the share capital that might, as the case may be, be undertaken pursuant to delegated powers covered by this resolution and by Resolutions 14, 15, 16, 17, 18 and 19 below, subject to their approval at this General Meeting, shall count, and (ii) the additional amount of any shares to be issued, in accordance with the law, to protect the rights of holders of securities giving access to equity, shall be added thereto (hereinafter "**Limit A1**");
- further agree that the amount of debt securities (including both primary and secondary securities) that may, as the case may be, be issued under this delegation may not exceed €2 billion (or the equivalent thereof in foreign currency or in units of account determined by reference to more than one currency), it being understood that (i) this is an aggregate limit against which the amount of any debt securities that might, as the case may be, be issued pursuant to delegated powers covered by this resolution and by Resolutions 14, 15, 16, 17, 18 and 19 below, subject to their adoption at this General Meeting, shall count, (ii) the amount of any above-par redemption premium shall be added thereto and (iii) this amount shall be independent of and separate from the amount of any debt securities whose issuance might be decided upon or authorised by the Board of Directors in accordance with the provisions of Articles L. 228-36-A, L. 228-40 and L. 228-92, paragraph 3 of the French Commercial Code (hereinafter "**Limit TC**");
- formally note that existing shareholders have preemptive rights to subscribe for shares and/or securities issued under the terms of this resolution, in proportion to the total value of their shares;
- formally note that, if an issue is oversubscribed, the Board of Directors may make use of Resolution 17 with the effect of increasing the number of securities to be issued, subject to the shareholders at the General Meeting adopting that resolution;
- agree that, in accordance with the provisions of Article L. 225-134 of the French Commercial Code, the Board of Directors may introduce a right to subscribe for new shares as of right on the basis of existing shares and to subscribe for excess new shares, and that, in such cases, where an increase in



- the share capital as defined above is not fully subscribed by way of subscriptions for new shares as of right on the basis of existing shares as well as, if applicable, subscriptions for excess new shares, the Board of Directors may make use of one or other of the following powers, in whichever order it sees fit:
- o the power to limit the increase in capital to the amount of subscriptions as provided for in Article L. 225-134 I-1° of the French Commercial Code,
  - o the power to freely distribute some or all of any unsubscribed shares between shareholders,
  - o the power to offer some or all of any unsubscribed shares to the public;
- formally note that this delegation of powers automatically entails the express waiver by the shareholders, in favour of the holders of any securities that might be issued under this delegation of powers, of their preemptive right to subscribe for any shares to which those securities may confer entitlement;
  - grant all powers to the Board of Directors, including the ability to subdelegate those powers under the conditions laid down in law and in the Company's Articles of Association, in particular to:
    - o determine the characteristics of securities to be issued and the proposed amount of any subscriptions and, in particular, determine their issue prices, dates and periods, and the terms and conditions of subscription, payment, delivery and vesting of securities, as well as all other terms of their issue, in accordance with applicable legal and regulatory limits,
    - o carry out and, as the case may be, postpone the planned issues,
    - o determine, and make any adjustments needed to protect, the rights of holders of securities giving access to equity,
    - o charge any costs incurred in increasing the share capital, together with costs in connection with the admission to trading of the Company's shares on a regulated market, against the premiums pertaining to such transactions, 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 issue,
    - o certify the completion of any increase(s) in the share capital and amend the Articles of Association accordingly, and, more generally, take any necessary steps, enter into any agreement, request any authorisation and complete any formalities required for the issuance, listing and financial servicing of securities issued under the terms of this delegation of powers and for the exercise of any associated rights, and take any and all other action required to successfully complete the planned issues;
  - agree that in the event of an issue of debt securities, the Board of Directors shall have all powers, which it may further delegate within the limits provided by law and the Company's Articles of Association, in particular to decide on said securities' terms, conditions and characteristics and notably their subordination or not, and to set their interest rate, duration, fixed or variable redemption price with or without a premium, and the methods of amortisation depending on market conditions and the terms on which these securities will confer entitlement to the Company's ordinary shares;
  - agree that this delegation of powers to the Board of Directors is to be valid for a period of 26 months with effect from the date of this General Meeting. Unless authorised in advance by the shareholders at the General Meeting, the Board of Directors may not make use of this delegation once a third party has filed a tender offer proposal for the Company's shares, and until the end of the offer period;
  - acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

***This resolution was adopted by votes FOR, 20,583,736 votes 399,942 AGAINST and 151ABSTENTIONS.***

#### **Resolution 14**

*(Delegation of powers to the Board of Directors, for a period of 26 months, to decide to increase the share capital, without preemptive subscription rights for existing shareholders, by issuing ordinary shares and/or securities giving access to equity and/or entitling the holder to an allotment of debt securities issued by the Company, as part of public offerings, up to a maximum of 20% of the share capital, falling to 10% of the share capital in the absence of priority rights)*

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

- delegate powers to the Board of Directors, including the ability to subdelegate those powers under the conditions laid down in law and in the Company's Articles of Association, to decide to issue, on one or more occasions, in the amounts and at the times it sees fit, without preemptive subscription rights for existing shareholders, in France or abroad, in euros, by way of a public offering, (i) ordinary shares in the Company, (ii) equity securities giving immediate and/or future access by any means to other equity securities and/or entitling the holder to an allotment of debt securities issued by the Company, or (iii) securities that are debt securities that give or are liable to give immediate or future access to equity securities of the Company to be issued, which securities may also be denominated in foreign currency or in units of account determined by reference to more than one currency and may

be paid up in cash on subscription, including by offsetting payment against liquid claims due; offerings to the public decided upon by virtue of this delegation may be combined, in a single issue or in more than one issue carried out simultaneously, with offerings referred to in the second paragraph of Article L. 411-2 of the French Monetary and Financial Code, decided upon pursuant to Resolution 15, subject to the shareholders at the General Meeting adopting that resolution;

- agree to withdraw preemptive subscription rights for existing shareholders in respect of ordinary shares and securities to be issued via a public offering under the terms laid down in this delegation, and further delegate to the Board of Directors, pursuant to the provisions of Article L. 225-135 of the French Commercial Code, the power to grant shareholders, in respect of some or all of any shares or securities issued, a priority right, either strictly on the basis of existing holdings and/or without such limitation, to subscribe for them, within such timescale and in accordance with such terms and conditions as it shall determine, with the proviso that such priority shall not give rise to the creation of negotiable rights;
- agree that the total amount of increases in the share capital that may be undertaken immediately and/or in the future under this delegation of powers may not exceed 20% of the share capital (or the equivalent thereof in foreign currency or in units of account determined by reference to more than one currency), it being understood that (i) in the absence of priority rights, the corresponding increase in the share capital shall be limited to 10% of the share capital, (ii) this limit of 10% of the share capital is an aggregate limit that applies to the delegations of power referred to in this resolution and in Resolutions 15, 16, 17, 18 and 19 below, subject to their being approved at this General Meeting, and (iii) this amount shall count against Limit A1 referred to in Resolution 13 above, to which shall be added, as the case may be, the additional amount of any shares to be issued to protect, in accordance with the law or any applicable contractual arrangement, the rights of holders of securities giving access to the Company's equity (hereinafter "**Limit A2**");
- further agree that the amount of any debt securities that might, as the case may be, be issued under the terms of this delegation may not exceed Limit TC referred to in Resolution 13 above;
- agree that the issue price of shares shall be equal to the weighted average share price on the regulated market of Euronext Paris over the last three trading days preceding the date on which the subscription price is set, less a maximum discount of 5%, after correcting this average, as the case may be, to take account of any difference in vesting dates, the issue price of securities that give access to equity shall be such that the amount immediately received by the Company, plus any amount likely to be received by it at a later date, shall, for each ordinary share issued as a result of the issuance of those securities, be at least equal to the issue price of the shares defined above;
- formally note that, if an issue is oversubscribed, the Board of Directors may make use of Resolution 17 with the effect of increasing the number of securities to be issued without preemptive subscription rights for existing holders, subject to the shareholders at the General Meeting adopting that resolution;
- formally note that the Board of Directors shall be required to prepare an additional report setting out the final terms of the issue and including an assessment of its actual impact on shareholders;
- agree that, if an issue as defined above is not fully subscribed, the Board of Directors may make use of the following powers:
  - the power to limit the increase in capital to the amount of subscriptions as provided for in Article L. 225-134 I-1° of the French Commercial Code,
  - the power to freely distribute some or all of any unsubscribed shares,
  - the power to offer some or all of any unsubscribed shares to the public;
- formally note that this delegation of powers automatically entails the express waiver by the shareholders, in favour of the holders of any securities that might be issued under this delegation of powers, of their preemptive right to subscribe for any shares to which those securities may confer entitlement;
- grant all powers to the Board of Directors, including the ability to subdelegate those powers under the conditions laid down in law and in the Company's Articles of Association, in particular to:
  - determine the characteristics of securities to be issued and the proposed amount of any subscriptions and, in particular, determine their issue prices, dates and periods, and the terms and conditions of subscription, payment, delivery and vesting of securities, as well as all other terms of their issue, in accordance with applicable legal and regulatory limits,
  - carry out and, as the case may be, postpone the planned issues,
  - determine, and make any adjustments needed to protect, the rights of holders of securities giving access to equity,
  - charge any costs incurred in increasing the share capital, together with costs in connection with the admission to trading of the Company's shares on a regulated market, against the premiums pertaining to such transactions, 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 issue,
  - certify the completion of any increase(s) in the share capital and amend the Articles of Association accordingly, and, more generally, take any necessary steps, enter into any agreement, request any authorisation and complete any formalities required for the issuance,

listing and financial servicing of securities issued under the terms of this delegation of powers and for the exercise of any associated rights, and take any and all other action required to successfully complete the planned issues;

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

***This resolution was adopted by votes FOR, 20,622,189 votes 361,381 AGAINST and 259 ABSTENTIONS.***

## **Resolution 15**

*(Delegation of powers to the Board of Directors, for a period of 26 months, to decide to increase the share capital, without preemptive subscription rights for existing shareholders, by issuing ordinary shares and/or securities giving access to equity and/or entitling the holder to an allotment of debt securities issued by the Company, by way of a private placement as provided for in paragraph II, Article L. 411-2 of the French Monetary and Financial Code, up to a maximum of 10% of the share capital)*

The shareholders at the General Meeting, 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 and the second paragraph of Article L. 411-2 of the French Monetary and Financial Code, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report:

- delegate powers to the Board of Directors, including the ability to subdelegate those powers under the conditions laid down in law and in the Company's Articles of Association, to decide to issue, on one or more occasions, in the amounts and at the times it sees fit, without preemptive subscription rights for existing shareholders, in France or abroad, in euros, by way of a private placement as defined in paragraph II, Article L. 411-2 of the French Monetary and Financial Code, (i) shares in the Company, (ii) equity securities giving immediate and/or future access by any means to other equity securities and/or entitling the holder to an allotment of debt securities issued by the Company, or (iii) securities that are debt securities that give or are liable to give immediate or future access to equity securities of the Company to be issued, which securities may also be denominated in foreign currency or in units of account determined by reference to more than one currency and may be paid up in cash on subscription, including by offsetting payment against liquid claims due; offerings referred to in the second paragraph of Article L. 411-2 of the French Monetary and Financial Code and decided upon by virtue of this resolution may be combined, in a single issue or in more than one issue carried out simultaneously, with public offerings decided upon pursuant to Resolution 14 above, subject to the shareholders at the General Meeting adopting that resolution;
- decide to withdraw preemptive rights for existing shareholders to subscribe for shares or securities to be issued by way of a private placement under the conditions laid down in this delegation of powers and to reserve such subscription for the persons identified in paragraph II, Article L. 411-2 of the French Monetary and Financial Code, and in particular for qualified investors or a restricted group of investors;
- agree that the issue price of shares shall be equal to the weighted average share price on the regulated market of Euronext Paris over the last three trading days preceding the date on which the subscription price for the increase in share capital is set, less a maximum discount of 5%, after correcting this average, as the case may be, to take account of any difference in vesting dates, the issue price of securities that give access to equity shall be such that the amount immediately received by the Company, plus any amount likely to be received by it at a later date, shall, for each ordinary share issued as a result of the issuance of those securities, be at least equal to the issue price defined above;
- formally note that, if an issue is oversubscribed, the Board of Directors may make use of Resolution 17 with the effect of increasing the number of securities to be issued without preemptive subscription rights for existing holders, subject to the shareholders at the General Meeting adopting that resolution;
- formally note that the Board of Directors shall be required to prepare an additional report setting out the final terms of the issue and including an assessment of its actual impact on shareholders;
- agree that, if an issue as defined above is not fully subscribed, the Board of Directors may make use of the following powers:
  - the power to limit the increase in capital to the amount of subscriptions as provided for in

- Article L. 225-134 I-1° of the French Commercial Code,
    - o the power to freely distribute some or all of any unsubscribed shares,
    - o the power to offer some or all of any unsubscribed shares to the public;
- agree that any increases in the share capital that might be carried out under this delegation of powers shall be limited to 10% of the share capital in any one year (with such share capital to be determined at the date on which the Board of Directors makes use of this delegation of powers) and that, in any event, the overall amount of any such increases in the share capital and, as the case may be, any issues of debt securities, shall together remain within Limit TC and Limit A2 referred to in Resolutions 13 and 14 above;
- formally note that this delegation of powers automatically entails the express waiver by the shareholders, in favour of the holders of any securities that might be issued under this delegation of powers, of their preemptive right to subscribe for any shares to which those securities may confer entitlement;
- grant all powers to the Board of Directors, including the ability to subdelegate those powers under the conditions laid down in law and in the Company's Articles of Association, in particular to:
- determine the characteristics of securities to be issued and the proposed amount of any subscriptions and, in particular, determine their issue prices, dates and periods, and the terms and conditions of subscription, payment, delivery and vesting of securities, as well as all other terms of their issue, in accordance with applicable legal and regulatory limits,
  - o carry out and, as the case may be, postpone the planned issues,
  - o determine, and make any adjustments needed to protect, the rights of holders of securities giving access to equity,
  - o charge any costs incurred in increasing the share capital, together with costs in connection with the admission to trading of the Company's shares on a regulated market, against the premiums pertaining to such transactions, 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 issue,
  - o certify the completion of any increase(s) in the share capital and amend the Articles of Association accordingly, and, more generally, take any necessary steps, enter into any agreement, request any authorisation and complete any formalities required for the issuance, listing and financial servicing of securities issued under the terms of this delegation of powers and for the exercise of any associated rights, and take any and all other action required to successfully complete the planned issues;
- agree that in the event of an issue of debt securities, the Board of Directors shall have all powers, which it may further delegate within the limits provided by law and the Company's Articles of Association, in particular to decide on said securities' terms, conditions and characteristics and notably their subordination or not, and to set their interest rate, duration, fixed or variable redemption price with or without a premium, and the methods of amortisation depending on market conditions and the terms on which these securities will confer entitlement to the Company's ordinary shares;
- agree that this delegation of powers to the Board of Directors is to be valid for a period of 26 months with effect from the date of this General Meeting. Unless authorised in advance by the shareholders at the General Meeting, the Board of Directors may not make use of this delegation once a third party has filed a tender offer proposal for the Company's shares, and until the end of the offer period;
- acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

***This resolution was adopted by votes FOR, 20,303,963 votes 679,212 AGAINST and 654ABSTENTIONS.***

## **Resolution 16**

*(Delegation of powers to the Board of Directors to determine the issue price of ordinary shares and/or securities giving access to equity and/or giving the right to an allotment of the Company's debt securities for up to a maximum of 10% of the share capital a year in the context of an increase in the share capital without preemptive subscription rights for existing shareholders)*

The shareholders at the General Meeting, having reviewed the Report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of the French Commercial Code, and in particular the second subparagraph, paragraph 1 of Article L. 225-136, for each of the issues decided upon pursuant to Resolutions 14 and 15 above, authorise the Board of Directors, including the option to further delegate such power, and within the conditions laid down in law and in the Company's Articles of Association, to depart from the procedures for setting the issue price laid down in the aforementioned resolutions and to set the issue price as follows:

- the issue price of ordinary shares shall be at least equal to the lower of the following: (i) the weighted average share price on the regulated market of Euronext Paris over a maximum period of six months preceding the date on which the issue price is set, (ii) the average share price weighted by volumes on the regulated market of Euronext Paris on the trading day preceding the date on which the issue

price is set, (iii) the average share price on the regulated market of Euronext Paris weighted by intraday volumes recorded on the date on which the issue price is set, or (iv) the last known closing share price before the date on which the issue price is set, less, in each of these four cases, a maximum discount of 5%;

- the issue price of securities that give access to equity shall be such that the amount immediately received by the Company, plus any amount likely to be received by it at a later date, shall, for each ordinary share issued as a result of the issuance of those securities, be at least equal to the amount laid down in the paragraph above.

At the date of each issue, the total number of shares and securities issued pursuant to this resolution during the 12 months preceding such issue shall not exceed 10% of the shares making up the Company's share capital at that date.

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

***This resolution was adopted by votes FOR, 20,396,355 votes 587,190 AGAINST and 284ABSTENTIONS.***

#### **Resolution 17**

*(Delegation of powers to the Board of Directors, for a period of 26 months, to decide, with or without preemptive subscription rights for existing shareholders, to increase the number of ordinary shares and/or securities giving access to equity and/or entitling the holder to an allotment of debt securities to be issued by the Company, up to a maximum of 15% of the initial issue)*

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

- delegate powers to the Board of Directors, including the ability to subdelegate those powers under the conditions laid down in law and in the Company's Articles of Association, to decide, if each of the issues decided upon pursuant to Resolutions 13, 14 and 15 above is oversubscribed, to increase the number of ordinary shares or securities to be issued, up to the maximum amounts laid down in the resolution in question, at the same price as that used for the initial issue, during a period of 30 days with effect from the expiry of the subscription period for the initial issue and, in any event, up to a maximum of 15% of the amount of that issue;
- agree that the Board of Directors shall have all powers to implement this resolution under the terms laid down in the resolution under which the initial issue is decided upon;
- agree that this delegation of powers to the Board of Directors is to be valid for a period of 26 months with effect from the date of this General Meeting. Unless authorised in advance by the shareholders at the General Meeting, the Board of Directors may not make use of this delegation once a third party has filed a tender offer proposal for the Company's shares, and until the end of the offer period;
- acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

***This resolution was adopted by votes FOR, 16,920,062 votes 1,063,026 AGAINST and 741ABSTENTIONS.***

#### **Resolution 18**

*(Delegation of powers to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities giving access to equity and/or entitling the holder to an allotment of debt securities issued by the Company, without preemptive subscription rights for existing shareholders, in return for contributions in kind, up to a maximum of 10% of the share capital)*

The shareholders at the General Meeting, in accordance with the provisions of the French Commercial Code, and in particular paragraph 6 of its Article L. 225-147, having reviewed the Report of the Board of Directors and the Statutory Auditors' special report:

- delegate powers to the Board of Directors, including the ability to subdelegate those powers under the conditions laid down in law and in the Company's Articles of Association, to decide, pursuant to the report by the capital contributions auditor referred to in the first and second paragraphs of Article L. 225-147 of the French Commercial Code, to issue (i) ordinary shares in the Company, (ii) equity securities giving immediate or future access by any means to other equity securities of the Company and/or entitling the holder to an allotment of debt securities issued by the Company, or (iii) securities that are debt securities issued by the Company that give or are liable to give immediate or future access to securities of the Company to be issued in exchange for contributions in kind consisting of equity securities or securities giving access to the equity of another company, granted to the Company when the provisions of Article L. 225-148 of the French Commercial Code do not apply;

- agree to withdraw, as necessary, the preemptive right of existing shareholders to subscribe for shares and securities to be issued under this delegation of powers, which may only be issued in exchange for contributions in kind;
- agree that any increases in the share capital that might be carried out under this delegation of powers shall be limited to a total of 10% of the share capital, which shall be determined at the time the issue is undertaken and, in any event, within Limit TC and Limit A2 referred to in Resolutions 13 and 14 above;
- grant all powers to the Board of Directors, including the ability to subdelegate those powers under the conditions laid down in law and in the Company's Articles of Association, to put this delegation of powers into effect, in particular so as to:
  - approve the valuation of contributions and ratify the report of the capital contributions auditor and, with regard to such contributions, record their execution, deduct any fees, costs and charges from premiums, determine the number, form and characteristics of securities to be issued, certify the completion of increases in the share capital and amend the Articles of Association accordingly, list the securities to be issued, make any applicable deductions from paid-in premium accounts, in particular of the amounts needed to bring the amount of the legal reserve to one-tenth of the new share capital after each issue, and of any costs incurred in undertaking such issues,
  - determine, and make any adjustments needed to protect, the rights of holders of securities giving access to equity,
  - take all necessary steps, enter into all agreements, require all authorisations, complete all formalities and take any and all other action required to successfully complete the planned issues;
- agree that in the event of an issue of debt securities, the Board of Directors shall have all powers, which it may further delegate within the limits provided by law and the Company's Articles of Association, in particular to decide on said securities' terms, conditions and characteristics and notably their subordination or not, and to set their interest rate, duration, fixed or variable redemption price with or without a premium, and the methods of amortisation depending on market conditions and the terms on which these securities will confer entitlement to the Company's ordinary shares;
- agree that this delegation of powers to the Board of Directors is to be valid for a period of 26 months with effect from the date of this General Meeting. Unless authorised in advance by the shareholders at the General Meeting, the Board of Directors may not make use of this delegation once a third party has filed a tender offer proposal for the Company's shares, and until the end of the offer period;
- acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

***This resolution was adopted by votes FOR, 20,559,296 votes 424,352 AGAINST and 181ABSTENTIONS.***

#### **Resolution 19**

*(Delegation of powers to the Board of Directors, for a period of 26 months, to issue ordinary shares and/or securities giving access to equity and/or entitling the holder to an allotment of debt securities issued by the Company, without preemptive subscription rights for existing shareholders, in return for shares tendered to a public exchange offer, up to a maximum of 10% of the share capital)*

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

- delegate powers to the Board of Directors, including the ability to subdelegate those powers under the conditions laid down in law and in the Company's Articles of Association, to decide, in such proportions and at such times as it sees fit, to issue (i) ordinary shares in the Company, (ii) equity securities giving immediate or future access by any means to other equity securities of the Company and/or entitling the holder to an allotment of debt securities issued by the Company, or (iii) securities that are debt securities issued by the Company that give or are liable to give immediate or future access to securities of the Company to be issued, in exchange for securities tendered to a public exchange offer initiated by the Company in France or abroad, in accordance with local rules (including any transaction that has the same effect as, or may be considered equivalent to, a public exchange offer) for the securities of a company whose shares are admitted to trading on one of the regulated markets referred to in the aforementioned Article L. 225-148;
- agree that the nominal amount of any increases in the share capital that may be undertaken by issuing shares or securities shall be confined to Limit A2 referred to in Resolution 14 above, or, where debt securities are issued, to Limit TC referred to in Resolution 13 above;
- agree to withdraw the preemptive right of existing shareholders to subscribe for shares and securities to be issued under this delegation of powers, which may only be issued in exchange for securities tendered to a public offering having an exchange component initiated by the Company;
- formally note that this delegation of powers automatically entails the waiver by the shareholders, in

- favour of the holders of any securities that might be issued under this delegation of powers, of their preemptive right to subscribe for any shares to which those securities may confer entitlement;
- grant all powers to the Board of Directors, including the ability to subdelegate those powers under the conditions laid down in law and in the Company's Articles of Association, to put this delegation of powers into effect, in particular so as to:
    - o determine the conditions, amounts and terms of any issue, as well as the exchange ratio and the amount of any balancing cash payment, note the number of securities tendered for exchange, determine the prices, dates, periods, terms and conditions of subscription, payment, delivery and vesting of securities, together with all other terms of issue, in accordance with legal and regulatory limits in force,
    - o recognise in balance sheet liabilities, under a "Transfer premium" account over which all shareholders shall have rights, the difference between the issue price of new ordinary shares and their par value,
    - o determine, and make any adjustments needed to protect, the rights of holders of securities giving access to equity,
    - o charge any costs incurred in increasing the share capital, together with costs in connection with the admission to trading of the Company's shares on a regulated market, against the premiums pertaining to such transactions, 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 issue,
    - o certify the completion of any increase(s) in the share capital and amend the Articles of Association accordingly, and, more generally, take any necessary steps, enter into any agreement, request any authorisation and complete any formalities required for the issuance, listing and financial servicing of securities issued under the terms of this delegation of powers and for the exercise of any associated rights, and take any and all other action required to successfully complete the planned issues;
  - agree that, in the event of an issue of debt securities, the Board of Directors shall have all powers, including the ability to subdelegate those powers under the conditions laid down in law and in this resolution, to decide on the terms, conditions and characteristics of such issues, and in particular whether or not they are subordinated (and, as the case may be, their subordination level), to determine their interest rate, cases of mandatory or optional suspension or non-payment of interest, their currency of issue, duration (whether or not fixed), fixed or variable redemption price with or without a premium, and terms of amortisation depending on market conditions and the terms under which those securities will confer entitlement to shares in the Company;
  - agree that this delegation of powers to the Board of Directors is to be valid for a period of 26 months with effect from the date of this General Meeting. Unless authorised in advance by the shareholders at the General Meeting, the Board of Directors may not make use of this delegation once a third party has filed a tender offer proposal for the Company's shares, and until the end of the offer period;
  - acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

***This resolution was adopted by votes FOR, 20,630,472 votes 350,254 AGAINST and 3.103 ABSTENTIONS.***

## **Resolution 20**

*(Delegation of powers to the Board of Directors, for a period of 26 months, to decide to increase the share capital by capitalising premiums, reserves, earnings or other amounts that may be capitalised)*

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

- delegate powers to the Board of Directors, including the ability to subdelegate those powers under the conditions laid down in law and in the Articles of Association, to decide to carry out one or more increases in the share capital by successively or simultaneously capitalising some or all premiums, reserves, earnings or other amounts that may be capitalised in accordance with the law and the Articles of Association, by issuing and allotting new free ordinary shares to the shareholders, increasing the par value of existing shares, or a combination of these two methods;
- agree that fractional rights shall be neither tradable nor transferable, and that the corresponding free ordinary shares shall be sold; the proceeds of such sales will be allotted to the rights holders under the terms and conditions set out in applicable law and regulations;
- agree that the total amount of any increases in the share capital that might be undertaken, together with the amount of capital required to protect the rights of holders of securities giving access to the Company's equity, in accordance with the law and any applicable contractual arrangement, may not exceed the amount of any reserves, premiums, earnings or other amounts that may be capitalised, referred to above, at the date of the increase in the share capital, with Limit A1, Limit A2 and Limit TC referred to in Resolutions 13 and 14 above not being applicable;

- grant all powers to the Board of Directors, in particular to:
  - determine the amount and nature of sums to be capitalised, determine the number of new ordinary shares to be issued and/or the amount by which the par value of existing ordinary shares shall be increased and determine the vesting date of new ordinary shares, and, as the case may be, the method of disposal of any fractional shares,
  - charge any costs incurred in increasing the share capital, together with costs in connection with the admission to trading of the Company's shares on a regulated market, against the premiums pertaining to such transactions, 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 issue,
  - certify the completion of any increase(s) in the share capital thus decided upon and amend the Articles of Association accordingly, and, more generally, take any necessary steps, enter into any agreement, request any authorisation and complete any formalities required for the issuance, listing and financial servicing of securities issued under the terms of this delegation of powers and for the exercise of any associated rights, and take any and all other action required to successfully complete the planned transactions;
- agree that this delegation of powers to the Board of Directors is to be valid for a period of 26 months with effect from the date of this General Meeting. Unless authorised in advance by the shareholders at the General Meeting, the Board of Directors may not make use of this delegation once a third party has filed a tender offer proposal for the Company's shares, and until the end of the offer period;
- acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

***This resolution was adopted by votes FOR, 20,983,298 votes 301AGAINST and 230ABSTENTIONS.***

#### **Resolution 21**

*(Delegation to be given 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)*

The shareholders at the General Meeting, in accordance with the provisions of the French Commercial Code, and in particular its Articles L. 233-32-II and L. 233-33, 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 tender offer 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 grant said warrants to all shareholders of the Company who are in this capacity before the tender offer expires. These warrants will automatically lapse as soon as the tender offer or any other potential competing offer fails, lapses or is withdrawn;
- agree that the maximum nominal amount of the capital increase that may result from the exercise of these subscription warrants shall not be allowed to exceed the amount of the share capital at the date of the issue of these warrants, and that the maximum number of subscription warrants that may be issued shall not be allowed to exceed the number of shares constituting the share capital when the warrants are issued, with Limit A1, Limit A2 and Limit TC referred to Resolution 13 and 14 above not being applicable;
- acknowledge that this resolution automatically entails the waiver by the shareholders of their preemptive 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 powers, 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 powers to the Board of Directors is to be valid for a period of 18 months with effect from the date of this General Meeting;
- acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.



***This resolution was adopted by votes FOR, 13,505,412 votes 7,478,204 AGAINST and 213ABSTENTIONS.***

## **Resolution 22**

*(Delegation of powers to the Board of Directors, for a period of 26 months, to decide to increase the share capital, without preemptive subscription rights for existing shareholders, via issues to persons employed by the Company or by a company of the Group, subject to enrolment in a company savings plan, up to a maximum of 3% of the share capital)*

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

- delegate powers to the Board of Directors, including the ability to subdelegate this power under the conditions laid down in law and in the Company's Articles of Association, to decide on the issuance, on one or more occasions, in the amounts and at the times it sees fit, of (i) ordinary shares or (ii) equity securities giving immediate or future access by any means to other equity securities of the Company, reserved for employees enrolled in a savings plan offered by the Company or by any related French or foreign company or group as defined in Article L. 225-180 of the French Commercial Code (the "Recipients"), under the conditions laid down in Article L. 3332-19 of the French Labour Code;
- agree to exclude, in favour of the Recipients, the preemptive right of existing shareholders to subscribe for the ordinary shares or other securities that may be issued under this delegation of powers;
- agree that this delegation of powers shall not give access to a total number of shares representing more than 3% of the Company's share capital (as assessed at the date when the Board of Directors makes use of this delegation of powers), it being specified that (i) any issue or allotment carried out pursuant to Resolution 23 below, subject to it being adopted by the General Meeting, will count towards this 3% limit such that the issues or allotments carried out pursuant to Resolutions 22 and 23, taken together, will be subject to an overall limit of 3%, and (ii) this is in addition to any additional number of shares to be issued to protect the rights of holders of securities giving access to the Company's share capital, in accordance with the law or any applicable contractual agreement;
- 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 powers, 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 at the General Meeting 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;
- formally note that, with regard to shares to be issued in lieu of some or all of the employer contribution and/or the discount applied to the subscription price, the Board of Directors may decide to increase the share capital accordingly by capitalising reserves, earnings, issue premiums or other amounts that may be capitalised in favour of the Recipients, thus entailing (i) the corresponding waiver by the shareholders of that portion of reserves, earnings, premiums or other amounts thus capitalised and (ii) the automatic waiver by the shareholders of their preemptive subscription right. The corresponding capital increase shall be deemed to have been completed upon final allotment of the shares in question to the Recipients;
- consequently grant all powers to the Board of Directors, with the option to subdelegate these powers under the conditions laid down by law and by the Company's Articles of Association, to put this authorisation into effect, subject to the limits and conditions set out above, in particular so as to:
  - determine the characteristics of securities to be issued and the proposed amount of any subscriptions and, in particular, determine their issue prices, dates and periods, and the terms and conditions of subscription, payment, delivery and vesting of securities, in accordance with applicable legal and regulatory limits,
  - determine, if necessary, the nature of the securities to be allotted free of charge, as well as the terms and conditions of their allotment,
  - determine whether shares are allotted free of charge in the case of shares to be issued or

- existing shares, and (i) where new shares are issued, check that there are sufficient reserves and, upon each allotment, transfer to a reserve not available for distribution the amounts needed to pay up the new shares to be issued, increase the share capital by capitalising reserves, earnings, premiums or other amounts that may be capitalised, determine the type and amount of any reserves, earnings or premiums to be capitalised in consideration of the aforementioned shares, certify the completion of increases in the share capital, determine the vesting date of newly issued shares (which may be retrospective), amend the Articles of Association accordingly, and (ii) where existing shares are allotted, acquire the necessary shares under the conditions laid down in law, and take any and all action required to successfully complete the transactions,
- o draw up the list of companies whose employees will be recipients of the issues carried out under this delegation of powers,
- o determine whether subscriptions may be made directly by the recipients or only through UCITS mutual funds,
- o 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,
- o record the completion of capital increases up to the value of shares actually subscribed or of other securities issued under the terms of this authorisation,
- o 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,
- o 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 powers to the Board of Directors is to be valid for a period of 26 months with effect from the date of this General Meeting. Unless authorised in advance by the shareholders at the General Meeting, the Board of Directors may not make use of this delegation once a third party has filed a tender offer proposal for the Company's shares, and until the end of the offer period;
- acknowledge that this delegation of powers supersedes, in relation to the unused portion, any previous delegation of powers having the same purpose.

***This resolution was adopted by votes FOR, 20,973,713 votes 9,994 AGAINST and 122ABSTENTIONS.***

### **Resolution 23**

*(Authorisation for the Board of Directors, for a period of 38 months, to allot free shares to employees and officers of the Company and companies in the same Group, up to a maximum of 3% of the share capital)*

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

- authorise the Board of Directors to carry out one or more free share issues, at its discretion, either of existing shares in the Company or of shares to be issued in the future, for eligible employees or officers (as defined in Article L. 225-197-1 II, Paragraph 1 of the French Commercial Code) of the Company and any affiliated companies under the conditions laid down in Article L. 225-197-2 of the French Commercial Code, or for certain categories of those employees or officers;
- agree that this authorisation shall not give access to a total number of shares representing more than 3% of the Company's share capital (as assessed at the date of the award decision by the Board of Directors), it being specified that (i) any issue or allotment carried out pursuant to Resolution 22, subject to that resolution being approved at this General Meeting, will count towards this 3% limit such that the issues or allotments carried out pursuant to Resolutions 22 and 23, taken together, will be subject to an overall limit of 3%, and (ii) this is in addition to any additional number of shares to be issued to protect the rights of holders of securities giving access to the Company's share capital, in accordance with the law or any applicable contractual agreement;
- agree that the number of shares that may be allotted to the Chief Executive Officer of the Company shall not represent more than 5% of the 3% limit laid down in the previous paragraph;
- decide (a) that shares will be finally allotted to their recipients upon expiry of a vesting period whose duration shall be determined by the Board of Directors; this duration may not, however, be less than one year with effect from the date of the decision to allot the shares in question and (b) the recipients shall be required, if the Board of Directors deems worthwhile or necessary, to retain the shares in question for the duration(s) determined by the Board of Directors, with the proviso that the combined duration of any vesting and lock-in periods may not be less than two years. However, the General Meeting authorises the Board of Directors not to impose any lock-in period for the shares in question

- where the vesting period in respect of all or part of one or more allotments is not less than two years;
- agree that, where the recipient is disabled and falls into the second or third categories set out in Article L. 341-4 of the French Social Security Code, the shares in question shall be definitively allotted to that recipient before the remaining term of the vesting period has expired, and shall be immediately transferable;
  - formally note that, with regard to shares to be issued in the future, (i) this authorisation shall entail, upon expiry of the vesting period, an increase in the share capital by capitalising reserves, earnings, issue premiums or other amounts that may be capitalised in favour of the recipients of those shares and the corresponding waiver by the shareholders of that portion of reserves, earnings, premiums or other amounts thus capitalised, and (ii) this authorisation shall automatically entail the waiver by shareholders, in favour of the recipients of the aforementioned shares, of their preemptive subscription rights. The corresponding capital increase shall be deemed to have been completed upon final allotment of the shares in question to the Recipients;
  - accordingly, confer all powers upon the Board of Directors, within the limits set out above, to put this resolution into effect and, in particular to:
    - o determine the identity of the recipients of shares to be allotted and the number of shares to be allotted to each,
    - o to rule on requirements for continued shareholding, applicable under the law as the case may be, with regard to eligible officers of the company, in accordance with the final subparagraph of paragraph II, Article L. 225-197-1 of the French Commercial Code,
    - o set the dates and terms governing the allotment of the shares in question, including in particular the period at the end of which the shares will be finally allotted as well as, where applicable, the required lock-in period,
    - o and, in particular, determine conditions relating to the performance of the Company, the Group or entities belonging to the Group that shall apply to allotments of shares to executive officers of the Company and, as the case may be, those that would apply to allotments of shares to employees, as well as the criteria by which shares shall be allotted; where shares are allotted without reference to any performance conditions, they may not be awarded to the Chief Executive Officer of the Company and may not exceed 10% of the total allotments authorised by the shareholders at the General Meeting,
    - o determine whether free shares to be allotted are existing shares or shares to be issued in the future and, (i) where new shares are issued, check that there are sufficient reserves and, upon each allotment, transfer to a reserve not available for distribution the amounts needed to pay up the new shares to be issued, increase the share capital by capitalising reserves, earnings, premiums or other amounts that may be capitalised, determine the type and amount of any reserves, earnings or premiums to be capitalised in consideration of the aforementioned shares, certify completion of increases in the share capital, determine the vesting date of newly issued shares (which may be retrospective), amend the Articles of Association accordingly and (ii) where existing shares are allotted, acquire the necessary shares under the conditions laid down in law, and take any and all action required to complete the transactions,
    - o allow the option, where applicable, during the vesting period, to adjust the number of free shares allotted in accordance with any transactions affecting the Company's equity, so as to protect the rights of recipients; any shares allotted pursuant to such adjustments shall, however, be deemed to have been allotted on the same date as the initially allotted shares,
    - o more generally, including the ability to subdelegate this power, under the conditions laid down in law and in the Articles of Association, take any steps and complete any formalities required for the issuance, listing and financial servicing of securities issued under the terms of this delegation of powers and for the exercise of any associated rights, and make all necessary arrangements and enter into any agreements to successfully complete the planned allotments;
  - 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. Unless authorised in advance by the shareholders at the General Meeting, the Board of Directors may not make use of this delegation once a third party has filed a tender offer proposal for the Company's shares, and until the end of the offer period;
  - acknowledge that this authorisation supersedes, in relation to the unused portion, any previous authorisation having the same purpose.

***This resolution was adopted by votes FOR, 19,846,506 votes 1,137,117 AGAINST and 206ABSTENTIONS.***

#### **Resolution 24**

*(Amendment to Article 14 of the Articles of Association concerning Directors' terms of office and introduction of procedures for staggering Directors' terms of office)*

The shareholders at the General Meeting, having reviewed the Report of the Board of Directors, decide to

amend Article 14 of the Company's Articles of Association as follows:

**"Article 14 – Board of Directors**

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

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

**1 – Term of office of Directors appointed at the General Meeting and Directors representing the employees**

*Directors' terms last six years. By exception, upon their first appointment following 1 January 2018, Directors' terms of office may be set at 1, 2, 3, 4 or 5 years such that directorships are renewed on a staggered basis every two years.*

*In the year of expiry, Directors' terms of office shall expire at the close of the Ordinary General Meeting convened to approve the financial statements for the previous financial year. They are immediately eligible for reappointment.*

**2 – Directors appointed at the General Meeting**

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

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

*Directors may be natural or legal persons. When a legal person is appointed as Director, the latter names a permanent representative who is subject to the same conditions, obligations and liabilities as all other Board members, without prejudice to the joint and several liability of the legal person thus represented.*

*In the event of one or more vacancies on the Board of Directors, between two General Meetings, the Board may make temporary appointments, in accordance with the requirements of Article L. 225-24 of the French Commercial Code. A Director appointed to replace another Director performs his/her duties for the remainder of the term of office of the individual previously serving in this position.*

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

**3 – Director representing the employees**

*In accordance with the provisions of the French Commercial Code relating to Directors representing employees, whenever the number of Directors appointed at the General Meeting pursuant to Articles L. 225-17 and L. 225-18 of the French Commercial Code and in accordance with these Articles of Association is less than or equal to twelve, a Director representing the employees is nominated by the Company's works council.*

*Whenever this number is greater than 12, a second Director representing the employees is nominated by the Company's works council. If this number should fall to 12 or below, the second Director representing the employees shall continue to serve for his/her full term of office.*

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

*Provisions of the Articles of Association relating to Directors representing the employees shall cease to apply, with no impact on directorships still in force, when, at the end of a financial year, the Company no longer fulfils the prerequisites for their appointment.*

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

***This resolution was adopted by votes FOR, 17,353,629 votes 3,630,006 AGAINST and 194ABSTENTIONS.***

**Resolution 25**

*(Change in the age limit associated with the position of Chairman of the Board of Directors and corresponding amendment to Article 15 of the Articles of Association)*

*The shareholders at the General Meeting, having reviewed the Report of the Board of Directors, agree to set the age limit associated with the position of Chairman of the Board of Directors at 89 years and to amend the third paragraph of Article 15 of the Articles of Association, entitled "Organisation of the Board", accordingly so that it henceforth reads as follows: "No one over the age of eighty-nine may be appointed Chairman. If the Chairman in office exceeds this age, he/she shall automatically be deemed to have resigned."*

*The remaining paragraphs of Article 15 of the Articles of Association shall remain unchanged.*

***This resolution was adopted by votes FOR, 20,434,447 votes 549,067 AGAINST and 315ABSTENTIONS.***

### **Resolution 26**

*(Appointment of Jean-Bernard Rampini as a Non-Voting Director for a term of two years)*

The shareholders at the General Meeting, having examined the report of the Board of Directors, appoint Jean-Bernard Rampini as a Non-Voting Director, with effect from today and for a period of two years expiring at the end of the General Meeting to approve the financial statements for the year ending 31 December 2019.

***This resolution was adopted by votes FOR, 15,061,134 votes 5,920,121 AGAINST and 2,574 ABSTENTIONS.***

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

### **Resolution 27**

*(Reappointment of Pierre Pasquier as a Director)*

The shareholders at the General Meeting, having examined the Report of the Board of Directors, agree to reappoint Pierre Pasquier as a Director for a term of six years, in accordance with Article 14 of the Company's Articles of Association as amended by Resolution 24 approved at this General Meeting, expiring at the close of the General Meeting convened to approve the financial statements for the year ending 31 December 2023.

***This resolution was adopted by votes FOR, 16,455,005 votes 4,528,707 AGAINST and 117ABSTENTIONS.***

### **Resolution 28**

*(Reappointment of Éric Pasquier as a Director)*

The shareholders at the General Meeting, having examined the Report of the Board of Directors, agree to reappoint Éric Pasquier as a Director for a term of six years, in accordance with Article 14 of the Company's Articles of Association as amended by Resolution 24 approved at this General Meeting, expiring at the close of the General Meeting convened to approve the financial statements for the year ending 31 December 2023.

***This resolution was adopted by votes FOR, 17,288,977 votes 3,694,624 AGAINST and 228ABSTENTIONS.***

### **Resolution 29**

*(Reappointment of Sopra GMT as a Director)*

The shareholders at the General Meeting, having examined the Report of the Board of Directors, agree to reappoint as a Director Sopra GMT, a *société anonyme* with share capital of €7,435,584 having its registered office at PAE Les Glaisins, Annecy-Le-Vieux, 74940 Annecy, registered in the Annecy commercial and companies register under number 348 940 263, represented by Kathleen Clark Bracco, for a term of six years, in accordance with Article 14 of the Company's Articles of Association as amended by Resolution 24 approved at this General Meeting, expiring at the close of the General Meeting convened to approve the financial statements for the year ending 31 December 2023.

***This resolution was adopted by votes FOR, 16,092,697 votes 4,890,973 AGAINST and 159ABSTENTIONS.***

### **Resolution 30**

*(Reappointment of Astrid Anciaux as a Director)*

The shareholders at the General Meeting, having examined the Report of the Board of Directors, agree to reappoint Astrid Anciaux as a Director for a term of two years, in accordance with Article 14 of the Company's Articles of Association as amended by Resolution 24 approved at this General Meeting, expiring at the close of the General Meeting convened to approve the financial statements for the year ending 31 December 2019.

***This resolution was adopted by votes FOR, 20,711,845 votes 271,820 AGAINST and 164ABSTENTIONS.***

### **Resolution 31**

*(Reappointment of Éric Hayat as a Director)*

The shareholders at the General Meeting, having examined the Report of the Board of Directors, agree to reappoint Éric Hayat as a Director for a term of six years, in accordance with Article 14 of the Company's Articles of Association as amended by Resolution 24 approved at this General Meeting, expiring at the close of the General Meeting convened to approve the financial statements for the year ending 31 December 2023.

***This resolution was adopted by votes FOR, 16,049,316 votes 4,934,340 AGAINST and 173ABSTENTIONS.***

### **Resolution 32**

*(Reappointment of Solfrid Skilbrigt as a Director)*

The shareholders at the General Meeting, having examined the Report of the Board of Directors, agree to reappoint Solfrid Skilbrigt as a Director for a term of two years, in accordance with Article 14 of the Company's Articles of Association as amended by Resolution 24 approved at this General Meeting, expiring at the close of the General Meeting convened to approve the financial statements for the year ending 31 December 2019.

***This resolution was adopted by votes FOR, 20,711,843 votes 271,803 AGAINST and 183ABSTENTIONS.***

### **Resolution 33**

*(Reappointment of Jean-Luc Placet as a Director)*

The shareholders at the General Meeting, having examined the Report of the Board of Directors, agree to reappoint Jean-Luc Placet as a Director for a term of four years, in accordance with Article 14 of the Company's Articles of Association as amended by Resolution 24 approved at this General Meeting, expiring at the close of the General Meeting convened to approve the financial statements for the year ending 31 December 2021.

***This resolution was adopted by votes FOR, 20,544,542 votes 438,952 AGAINST and 335ABSTENTIONS.***

### **Resolution 34**

*(Reappointment of Sylvie Rémond as a Director)*

The shareholders at the General Meeting, having examined the Report of the Board of Directors, agree to reappoint Sylvie Rémond as a Director for a term of two years, in accordance with Article 14 of the Company's Articles of Association as amended by Resolution 24 approved at this General Meeting, expiring at the close of the General Meeting convened to approve the financial statements for the year ending 31 December 2019.

***This resolution was adopted by votes FOR, 20,862,541 votes 118,335 AGAINST and 2.953 ABSTENTIONS.***

### **Resolution 35**

*(Reappointment of Marie-Hélène Rigal-Drogerys as a Director)*

The shareholders at the General Meeting, having examined the Report of the Board of Directors, agree to reappoint Marie-Hélène Rigal-Drogerys as a Director for a term of six years, in accordance with Article 14 of the Company's Articles of Association as amended by Resolution 24 approved at this General Meeting, expiring at the close of the General Meeting convened to approve the financial statements for the year ending 31 December 2023.

***This resolution was adopted by votes FOR, 17,383,941 votes 3,596,952 AGAINST and 2,936 ABSTENTIONS.***

### **Resolution 36**

*(Reappointment of Jean-François Sammarcelli as a Director)*

The shareholders at the General Meeting, having examined the Report of the Board of Directors, agree to reappoint Jean-François Sammarcelli as a Director for a term of four years, in accordance with Article 14 of the Company's Articles of Association as amended by Resolution 24 approved at this General Meeting, expiring at the close of the General Meeting convened to approve the financial statements for the year ending 31 December 2021.

***This resolution was adopted by votes FOR, 20,737,019 votes 243,758 AGAINST and 3,052 ABSTENTIONS.***

### **Resolution 37**

*(Reappointment of Jessica Scale as a Director)*

The shareholders at the General Meeting, having examined the Report of the Board of Directors, agree to reappoint Jessica Scale as a Director for a term of two years, in accordance with Article 14 of the Company's Articles of Association as amended by Resolution 24 approved at this General Meeting, expiring at the close of the General Meeting convened to approve the financial statements for the year ending 31 December 2019.

***This resolution was adopted by votes FOR, 20,881,751 votes 101,459 AGAINST and 619ABSTENTIONS.***

#### **Resolution 38**

*(Appointment of Javier Monzón as a new Director)*

The shareholders at the General Meeting, having examined the Report of the Board of Directors, agree to appoint Javier Monzón as a new Director for a term of four years, in accordance with Article 14 of the Company's Articles of Association as amended by Resolution 24 approved at this General Meeting, expiring at the close of the General Meeting convened to approve the financial statements for the year ending 31 December 2021.

***This resolution was adopted by votes FOR, 20,857,961 votes 123,320 AGAINST and 2,548 ABSTENTIONS.***

#### **Resolution 39**

*(Appointment of Michael Gollner as a new Director)*

The shareholders at the General Meeting, having examined the Report of the Board of Directors, agree to appoint Michael Gollner as a new Director for a term of four years, in accordance with Article 14 of the Company's Articles of Association as amended by Resolution 24 approved at this General Meeting, expiring at the close of the General Meeting convened to approve the financial statements for the year ending 31 December 2021.

***This resolution was adopted by votes FOR, 20,880,861 votes 102,288 AGAINST and 680ABSTENTIONS.***

#### **Resolution 40**

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

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

***This resolution was adopted by votes FOR, 20,980,144 votes 354 AGAINST and 3,331 ABSTENTIONS.***

\* \*  
\*

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

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

Pierre Pasquier,  
Chairman

Scrutineers

P / Sopra GMT

Eric Pasquier

P / FCPE GROUPE STERIACTIONS

Astrid Anciaux

Secretary

Christophe Bastelica