



# **COMBINED GENERAL MEETING JUNE 23, 2022**

## **Draft resolutions**

The section references herein refer to the Sections of the Company's 2021 Universal Registration Document, available at the following address: <https://valneva.com/investors/financial-reports/>



## VALNEVA

A European company (*Societas Europaea* or SE) with a Management and a Supervisory Board  
Share capital: €16,170,314.40  
Registered office: 6 rue Alain Bombard, 44800 Saint-Herblain (France)  
Nantes Companies Register (RCS) No. 422 497 560

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### DRAFT RESOLUTIONS COMBINED SHAREHOLDERS MEETING OF JUNE 23, 2022

Ladies and gentlemen, the Shareholders of Valneva SE ("**the Company**") are called to the Combined General Meeting of the Company of June 23, 2022, at 2 p.m. CEST, at the Hotel InterContinental Paris Le Grand, 2 rue Scribe, 75009 Paris (France).

Due to the health crisis in connection with the COVID-19 epidemic, the conditions for holding and participating in this Combined General Meeting may have to be adapted to the sanitary and/or regulatory context. Shareholders will be required to comply with the health measures applicable at the time of the Combined General Meeting.

Shareholders are invited to regularly visit the Combined General Meeting section of the Company's website : [www.valneva.com](http://www.valneva.com) ("Investors" / "General Meetings" / "2022 Combined General Meeting" section), which may be updated with the definitive conditions of participation in this Meeting depending on health and legal requirements.

The following resolutions are proposed to the Shareholders:

#### Ordinary resolutions

##### **First resolution - Approval of the parent-entity financial statements for the fiscal year ended December 31, 2021**

The Shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, after having reviewed the parent-entity financial statements and the Reports of the Management Board, the Supervisory Board and the Joint Statutory Auditors, hereby approve the parent-entity financial statements for the fiscal year ended December 31, 2021 as presented, as well as the transactions reflected in these financial statements or summarized in these Reports, showing a loss of twenty-eight million two hundred twenty-two thousand three hundred and twenty-nine euros and ninety-seven cents (- €28,222,329.97).

In application of the provisions of Articles 223 *quater* and 223 *quinquies* of the French General Tax Code, the Shareholders duly note that the financial statements for the fiscal year ended December 31, 2021 do not take into account any expense that is non-tax-deductible under Articles 39.4 and 39.5 (10<sup>th</sup> paragraph) of said Code, with the exception of non-tax-deductible excess rental payments on passenger vehicles amounting to nine thousand two hundred thirty-five euros (€9,235) for the fiscal year ended December 31, 2021. No tax expenses were incurred as a consequence of these disallowed deductions.

##### **Second resolution - Approval of the consolidated financial statements for the fiscal year ended December 31, 2021**

The Shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, after having reviewed the consolidated financial statements and the Reports of the Management Board, the Supervisory Board and the Joint Statutory Auditors, hereby approve the consolidated financial statements for the fiscal year ended December 31, 2021 as presented, as well as the transactions reflected in these financial statements or summarized in these



Reports, showing a loss of seventy-three million four hundred twenty-four thousand eight hundred ninety-one euros and four cents (- €73,424,891.04).

**Third resolution - Appropriation of earnings for the fiscal year ended December 31, 2021**

The Shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, resolve to allocate to retained earnings (accumulated deficit) the total loss of twenty-eight million two hundred twenty-two thousand three hundred and twenty-nine euros and ninety-seven cents (- €28,222,329.97) for the fiscal year ended December 31, 2021. After appropriation of this amount, the "accumulated deficit" will be accordingly increased from minus €163,602,776.40 to minus €191,825,106.37.

The Shareholders note for the record, pursuant to Article 243 *bis* of the French General Tax Code, that no dividend has been distributed over the last three fiscal years.

**Forth resolution - Approval of regulated agreements governed by Articles L. 225-86 *et seq.* of the French Commercial Code**

The Shareholders, acting in accordance with the quorum and majority requirements applicable to Ordinary General Meetings, after having reviewed the Statutory Auditors' Special Report on the agreements and commitments referred to in Articles L. 225-86 *et seq.* of the French Commercial Code, approve said Report as well as the agreements referred to in, including those entered into and authorized in previous fiscal years and remaining in force in the year under review.

**Fifth resolution - Reappointment of a Supervisory Board Member (Mr. Frédéric Grimaud)**

The Shareholders, acting in accordance with the quorum and majority requirements applicable to Ordinary General Meetings, reappoint Mr. Frédéric Grimaud as a member of the Supervisory Board for a three-year (3) term expiring at the end of the General Meeting called in 2025 to approve the financial statements of the fiscal year ending on December 31, 2024.

**Sixth resolution - Reappointment of a Supervisory Board Member (Mr. James Sulat)**

The Shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, reappoint Mr. James Sulat as member of the Supervisory Board for a three-year (3) term expiring at the end of the General Meeting called in 2025 to approve the financial statements of the fiscal year ending on December 31, 2024.

**Seventh resolution - Reappointment of a Supervisory Board Member (Ms. Anne-Marie Salaün)**

The Shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, reappoint Ms. Anne-Marie Salaün (name used: Graffin) as member of the Supervisory Board for a three-year (3) term expiring at the end of the General Meeting called in 2025 to approve the financial statements of the fiscal year ending on December 31, 2024.

**Eighth resolution - Appointment of a new Supervisory Board Member (Bpifrance Participations)**

The Shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, appoint the company Bpifrance Participations, registered with the Trade and Companies Register of Creteil under number 509 584 074, as member of the Supervisory Board, for a three-year (3) term. The term of Bpifrance Participations shall expire at the end of the General Meeting called in 2025 to approve the financial statements of the fiscal year ending on December 31, 2024.

**Ninth resolution - Appointment of a new Supervisory Board Member (Mr. James Edward Connolly)**

The Shareholders, acting in accordance with the quorum and majority voting requirements applicable



to Ordinary General Meetings, appoint Mr. James Edward Connolly as member of the Supervisory Board, for a three-year (3) term. The term of Mr. James Edward Connolly shall expire at the end of the General Meeting called in 2025 to approve the financial statements of the fiscal year ending on December 31, 2024.

**Tenth resolution - Setting the compensation allocated to Supervisory Board members**

The Shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, set the total amount of the compensation to be divided between Supervisory Board members as compensation for their activity, for the period from June 1, 2022 until May 31, 2023 and subsequent 12-month periods until a meeting of shareholders decides otherwise, at five hundred thirty thousand euros (€530,000).

**Eleventh resolution - Approval of the compensation policy applicable to the Management Board members**

The Shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, after considering the Report by the Supervisory Board on the Corporate Governance dated March 23, 2022 and which includes, in particular, the compensation policy for corporate officers established in accordance with Article L. 22-10-26 of the French Commercial Code, approve the compensation policy applicable to the Management Board members, as provided in Section 2.6.1.1. of the Company's 2021 Universal Registration Document (in which said Report by the Supervisory Board is incorporated).

**Twelfth resolution - Approval of the compensation policy applicable to the Supervisory Board members**

The Shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, after considering the Report by the Supervisory Board on the Corporate Governance dated March 23, 2022 and which includes, in particular, the compensation policy for corporate officers established in accordance with Article L. 22-10-26 of the French Commercial Code, approve the compensation policy applicable to the Supervisory Board members, as provided in Section 2.6.1.2. of the Company's 2021 Universal Registration Document (in which said Report by the Supervisory Board is incorporated).

**Thirteenth resolution - Approval of the information referred to in Article L. 22-10-9, I of the French Commercial Code, pursuant to Article L. 22-10-34, I of the French Commercial Code**

The Shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, after considering the Report by the Supervisory Board on the Corporate Governance dated March 23, 2022 and which includes, in particular, the information referred to in Article L. 22-10-9, I of the French Commercial Code, approve such information, as provided in Section 2.6 and in particular in Sections 2.6.2 and 2.6.3 of the Company's 2021 Universal Registration Document (in which said Report by the Supervisory Board is incorporated).

**Fourteenth resolution - Approval of the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during, or granted in respect of the fiscal year ended December 31, 2021, to Mr. Thomas Lingelbach, Chair of the Management Board**

The Shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings and with Article L. 22-10-34 of the French Commercial Code, after considering the Report by the Supervisory Board on the Corporate Governance dated March 23, 2022 and which includes, in particular, the components referred to in Article L. 22-10-9 of the French Commercial Code, approve the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during, or granted in respect of the fiscal year ended December 31, 2021, to Mr. Thomas Lingelbach, Chair of the Management Board, as provided in Section



2.6.2.1 of the Company's 2021 Universal Registration Document (in which said Report by the Supervisory Board is incorporated).

**Fifteenth resolution - Approval of the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during, or granted in respect of the fiscal year ended December 31, 2021, to the Management Board members (other than the Chair of the Management Board)**

The Shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings and with Article L. 22-10-34 of the French Commercial Code, after considering the Report by the Supervisory Board on the Corporate Governance dated March 23, 2022 and which includes, in particular, the components referred to in Article L. 22-10-9 of the French Commercial Code, approve the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during, or granted in respect of the fiscal year ended December 31, 2021 of the Management Board members (other than the Chair of the Management Board), as provided in Section 2.6.2.1 of the Company's 2021 Universal Registration Document (in which said Report by the Supervisory Board is incorporated).

**Sixteenth resolution - Approval of the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during, or granted in respect of the fiscal year ended December 31, 2021, to Mr. Frédéric Grimaud, Chair of the Supervisory Board**

The Shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings and with Article L. 22-10-34 of the French Commercial Code, after considering the Report by the Supervisory Board on the Corporate Governance dated March 23, 2022 and which includes, in particular, the components referred to in Article L. 22-10-9 of the French Commercial Code, approve the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during, or granted in respect of the fiscal year ended December 31, 2021, to Mr. Frédéric Grimaud, Chair of the Supervisory Board, as provided in Section 2.6.2.2 of the Company's 2021 Universal Registration Document (in which said Report by the Supervisory Board is incorporated).

**Seventeenth resolution - Authorization and powers to be given to the Management Board for the purpose of allowing the Company to make transactions on its own shares**

The Shareholders, acting in accordance with the quorum and majority requirements applicable to Ordinary General Meetings, after having reviewed the Management Board Report, authorize the Board, for a period of eighteen (18) months from this Meeting, with powers of delegation under the conditions set by law, to trade in Company shares, pursuant to the provisions of Articles L. 22-10-62 *et seq.* of the French Commercial Code, Articles 241-1 *et seq.* of the General Regulations of the French Financial Markets Authority (AMF), Regulation (EU) 596/2014 of April 16, 2014 on market abuse ("MAR Regulation") and EU Delegated Regulation 2016/1052 of the European Parliament and of the Council of March 8, 2016 completing the MAR Regulation, with the option of subdelegation under the conditions laid down by law.

These shares may be purchased, sold or transferred on one or more occasions, at any time, with the exception of the period as from the filing by a third-party of a public offering proposal for the securities of the Company up to the end of this offering period, within the limits and in accordance with the terms and conditions defined by the laws and regulations in force, and by any means, especially by trading in the market or off-market, including block transactions, except involving the use of derivatives. The purchase and sale of shares through block trades may account for the entire authorized share buyback program.

The Company may:

- + purchase its own shares up to a maximum of five percent (5%) of the shares comprising its



share capital, as adjusted based on corporate actions that might affect the share capital after this resolution, less treasury shares, at a price per share not exceeding thirty euros (€30). However, when shares are purchased to promote liquidity under the conditions defined by the French Financial Market Authority's General Regulations, the number of shares to be taken into account for calculating this five percent (5%) limit will equal the number of shares purchased minus shares resold during the authorization period;

- + sell, assign or transfer by any means all or part of the shares thus acquired;
- + grant, cover and honor any stock option plan, free share allocation plan or any other form of allocation to employees and/or officers of the Company and its affiliates under the conditions defined by applicable laws and regulations;
- + or cancel said shares by reducing the share capital, subject to the adoption of resolution 19 and within the limit of ten percent (10%) of the Company's share capital per twenty-four (24) month period.

In the event of an increase in the capital by capitalizing reserves and a grant of restricted share units, stock splits or reverse stock splits, the prices indicated above will be adjusted by a multiplier equal to the ratio between the number of shares making up the share capital before and after the transaction.

The Shareholders decide that these share purchases may be made for the purposes provided for by law, or subsequently permitted by law, and notably to:

- + ensure liquidity or maintain an orderly market in the Company's share through a liquidity agreement in compliance with admissible market practice established by the French Financial Market Authority in its decision No. 2018-01 of July 2, 2018 and concluded with an investment services provider acting independently;
- + hold acquired shares and subsequently remit them as payment or in exchange as part of mergers, spin-offs and contributions;
- + implement and honor obligations, and in particular remit shares pursuant to the exercise of rights attached to securities giving access, by any means, immediately or in the future, to the Company's shares, as well as all hedging transactions resulting from the obligations of the Company relating to these securities, in accordance with the provisions provided for by market authorities and at such times as the Management Board or the person acting on the authority of the latter shall determine;
- + cancel acquired shares, subject to an Extraordinary General Meeting of shareholders approving resolution 19 authorizing the Management Board to reduce the share capital by canceling treasury shares;
- + cover share option plans reserved for employees or other share allocations according to the conditions set out in Articles L. 3332-1 *et seq.* and R. 3332-4 of the French Labor Code, or the allocation of Company shares to employees and/or officers of the Company, or companies referred to in Article L. 225-197-2 of the French Commercial Code, or share allocations as part of an employee profit sharing.

The maximum amount of funds allocated for this program is set at fifteen million euros (€15,000,000).

The Shareholders grant all powers to the Management Board, with powers of delegation according to the conditions set by law, to place all orders, conclude all agreements, complete all formalities and filings with all bodies and, in general, to do whatever is necessary.

With effect on this day, this authorization supersedes and cancels the unexpired and unused part of any prior authorization having the same purpose, and notably resolution 10 of the Combined General Meeting of June 23, 2021.

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**Extraordinary resolutions**

**Eighteenth resolution - Amendments and harmonization of the Company's Articles of Association**

The Shareholders, acting in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings, after considering the Management Board Report, decide to modify the Company's Articles of Association, in order, in particular, (i) to allow the Company to keep the records of attendance and deliberations and to sign the minutes of the various company bodies in electronic format, (ii) to give a casting vote to the Chairman of the Management Board in the event of a tied vote, and (iii) to alter the thresholds applicable to agreements and transactions requiring the prior authorization of the supervisory board and, accordingly, to amend Articles 14, 18, 19 and 28 of the Company's Articles of Association as follows, the other provisions of the Company's Articles of Association remaining unchanged:

<p><b>Article 14. Management Board</b> <i>Former wording</i></p>	<p><b>Article 14. Management Board</b> <i>New wording</i></p>
<p>[...]</p> <p>7. [...]</p> <p>For decisions to be valid, at least half of the members must be present. If the Management Board includes two members, the decisions shall be taken unanimously. If it includes more than two members, the decisions shall be taken by a majority of members present. Each member of the Management Board shall have one voting right and the president shall not have a casting vote in the event of a tied vote.</p> <p>[...]</p> <p>9. The decisions are confirmed by minutes drawn up in a special register and signed by the Chairman of the Management Board and another member of the Management Board who has taken part in the session.</p> <p>The minutes shall mention the name of the present or represented members and those of the absent members. The copies or extracts of these minutes shall be certified by the Chairman of the Management Board, one of its members or any other person designated by the Management Board and during the liquidation period, by the liquidator.</p> <p>[...]</p>	<p>[...]</p> <p>7. [...]</p> <p>For decisions to be valid, at least half of the members must be present. If the Management Board includes two members, the decisions shall be taken unanimously. If it includes more than two members, the decisions shall be taken by a majority of members present. Each member of the Management Board shall have one voting right <del>and the president shall not have a casting vote in the event of a tied vote.</del> <u>in the event of a tied vote, the Chairman of the Management Board shall have a casting vote.</u></p> <p>[...]</p> <p>9. The decisions are confirmed by minutes drawn up in a special register and signed by the Chairman of the Management Board and another member of the Management Board who has taken part in the session.</p> <p><u>The special register may be kept, and the minutes may be drawn up and signed, in electronic format, in accordance with applicable laws and regulations.</u></p> <p>The minutes shall mention the name of the present or represented members and those of absent members. The copies or extracts of these minutes shall be certified by the Chairman of the Management Board, one of its members or any other person designated by the Management Board and during the liquidation period, by the liquidator, <u>possibly in electronic format, in accordance with applicable laws and regulations.</u></p> <p>[...]</p> <p><i>The other paragraphs remain unchanged.</i></p>



<b>Article 18. Bureau and resolutions of the Board</b> <i>Former wording</i>	<b>Article 18. Bureau and resolutions of the Board</b> <i>New wording</i>
<p>[...]</p> <p>2. [...]</p> <p>An attendance register shall be kept at the registered office, which shall be signed by the members of the Supervisory Board who take part in the board meeting.</p> <p>[...]</p> <p>The decisions of the board shall be noted in the minutes drawn up in a special register or on numbered and initialed loose sheets pursuant to the conditions set by the current legislation.</p> <p>These minutes shall be signed by the chairman of the session and by another member of the supervisory board pursuant to the conditions set by the current legislation.</p> <p>[...]</p> <p>The copies or extracts of these minutes shall be certified by the Chairman, the Deputy Chairman, a member of the Management Board or by a proxy authorised for this purpose.</p>	<p>[...]</p> <p>2. [...]</p> <p>An attendance register shall be kept at the registered office, which shall be signed by the members of the Supervisory Board who take part in the board meeting.  <u>The attendance register may be kept in electronic format, in accordance with applicable laws and regulations.</u></p> <p>[...]</p> <p>The decisions of the board shall be noted in the minutes drawn up in a special register or on numbered and initialed loose sheets, <u>possibly in electronic format</u>, pursuant to the conditions set by the current legislation.</p> <p>These minutes shall be signed by the chairman of the session and by another member of the Supervisory Board <u>pursuant to the conditions set by the current legislation, possibly in electronic format, in accordance with applicable laws and regulations.</u></p> <p>[...]</p> <p>The copies or extracts of these minutes shall be certified by the Chairman, the Deputy Chairman, a member of the Management Board or by a proxy authorised for this purpose, <u>possibly in electronic format, in accordance with applicable laws and regulations.</u></p> <p><i>The other paragraphs remain unchanged.</i></p>

<b>Article 19. Powers and attributions of the Supervisory Board</b> <i>Former wording</i>	<b>Article 19. Powers and attributions of the Supervisory Board</b> <i>New wording</i>
<p>[...]</p> <p>2. With a majority representing more than half of its members in office (i.e. for the first Supervisory Board, by a majority of 4 out of the 7 members in office):</p> <ul style="list-style-type: none"> <li>(i) approval of the annual budget;</li> <li>(ii) approval of the business plan;</li> <li>(iii) appointment and revocation of the members of the Management Board (<i>Directoire</i>) and <i>Directeurs Généraux</i>, decision on their remuneration and leaving terms;</li> <li>(iv) submission of draft resolutions to the shareholders' meeting relating to any distribution (including distribution of dividends or reserves) to the shareholders;</li> <li>(v) approval of material changes in accounting</li> </ul>	<p>[...]</p> <p>2. With a majority representing more than half of its members in office (i.e. for the first Supervisory Board, by a majority of 4 out of the 7 members in office):</p> <ul style="list-style-type: none"> <li>(i) approval of the annual budget;</li> <li>(ii) approval of the business plan;</li> <li>(iii) appointment and revocation of the members of the Management Board (<i>Directoire</i>) and <i>Directeurs Généraux</i>, decision on their remuneration and leaving terms;</li> <li>(iv) submission of draft resolutions to the shareholders' meeting relating to any distribution (including distribution of dividends or reserves) to the shareholders;</li> <li>(v) approval of material changes in accounting</li> </ul>





<p>policies;</p> <p>(vi) submission of draft resolutions to the extraordinary shareholders' meeting and exercise of delegations of authority or delegations of powers granted by the shareholders' meeting and relating to the issue of shares or securities granting access, immediately and/or in the future, to the share capital of the Company;</p> <p>(vii) share capital reductions and share buy back programs;</p> <p>(viii) submission of draft resolutions to the shareholders' meeting relating to any amendment of the Articles of Association;</p> <p>(ix) acquisition and disposal of business branches, equity interests or assets for an amount exceeding EUR 1 million as well as any lease management (<i>location-gérance</i>) of all or part of the fonds de commerce, except for the transactions previously submitted and approved as part of the annual budget or business plan;</p> <p>(x) assignments of rights relating to, and the licensing of antibodies, vaccines or related products for an amount exceeding EUR 1.5 million;</p> <p>(xi) implementation of any capital expenditure for an amount exceeding EUR 1 million not previously submitted and approved as part of the annual budget;</p> <p>(xii) implementation of any expense for recruiting a team for a total annual gross compensation (including social charges and withholding taxes) or EUR 1.5 million in the first year, and not previously submitted and approved as part of the annual budget;</p> <p>(xiii) any implementation, refinancing or amendment to the terms of any borrowings (including any bonds) for an amount exceeding EUR 1 million, and not previously submitted and approved as part of the annual budget;</p> <p>(xiv) allocation of options entitling their holders to subscribe to newly issued shares (<i>options de souscription d'actions</i>) or to acquire existing shares (<i>options d'acquisition d'actions</i>), allocation of free shares or other plans in favour of the Management Board members and key employees (i.e. employees with an annual gross compensation in excess of EUR 100,000);</p> <p>(xv) any merger, demerger, asset contribution dissolution, liquidation or other restructurings;</p> <p>(xvi) any settlement or compromise relating to any litigation of an amount exceeding EUR 500,000, provided that any settlement or</p>	<p>policies;</p> <p>(vi) submission of draft resolutions to the extraordinary shareholders' meeting and exercise of delegations of authority or delegations of powers granted by the shareholders' meeting and relating to the issue of shares or securities granting access, immediately and/or in the future, to the share capital of the Company;</p> <p>(vii) share capital reductions and share buy back programs;</p> <p>(viii) submission of draft resolutions to the shareholders' meeting relating to any amendment of the Articles of Association;</p> <p>(ix) acquisition and disposal of business branches, equity interests or assets for an amount exceeding EUR <b>2 million</b> as well as any lease management (<i>location-gérance</i>) of all or part of the fonds de commerce, except for the transactions previously submitted and approved as part of the annual budget or business plan;</p> <p>(x) assignments of rights relating to, and the licensing of antibodies, vaccines or related products for an amount exceeding EUR <b>3 million</b>;</p> <p>(xi) implementation of any capital expenditure for an amount exceeding EUR <b>2 million</b> not previously submitted and approved as part of the annual budget;</p> <p>(xii) implementation of any expense for recruiting a team for a total annual gross compensation (including social charges and withholding taxes) or EUR <b>3 million</b> in the first year, and not previously submitted and approved as part of the annual budget;</p> <p>(xiii) any implementation, refinancing or amendment to the terms of any borrowings (including any bonds) for an amount exceeding EUR <b>2 million</b>, and not previously submitted and approved as part of the annual budget;</p> <p>(xiv) allocation of options entitling their holders to subscribe to newly issued shares (<i>options de souscription d'actions</i>) or to acquire existing shares (<i>options d'acquisition d'actions</i>), allocation of free shares or other plans in favour of the Management Board members and key employees (i.e. employees with an annual gross compensation in excess of EUR 100,000);</p> <p>(xv) any merger, demerger, asset contribution dissolution, liquidation or other restructurings;</p> <p>(xvi) any settlement or compromise relating to any litigation of an amount exceeding EUR <b>1 million</b> provided that any settlement or</p>
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<p>compromise relating to a litigation of an amount exceeding EUR 250,000 will be reviewed by the audit committee of the Supervisory Board;</p> <p>(xvii) any material change in the business; and</p> <p>(xviii) any agreement or undertaking to do any of the foregoing.</p> <p>[...]</p>	<p>compromise relating to a litigation of an amount exceeding EUR <b>500,000</b> will be reviewed by the audit committee of the Supervisory Board;</p> <p>(xvii) any material change in the business; and</p> <p>(xviii) any agreement or undertaking to do any of the foregoing.</p> <p>[...]</p> <p><i>The other paragraphs remain unchanged.</i></p>
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<b>Article 28. Holding of the Meeting. Bureau. Minutes</b> <i>Former wording</i>	<b>Article 28. Holding of the Meeting. Bureau. Minutes</b> <i>New wording</i>
<p>[...]</p> <p>The deliberations of the meetings shall be recorded in minutes signed by the members of the bureau and drawn up in a special register, in accordance with the law. Copies and extracts of these minutes shall be certified under the conditions set by law.</p>	<p>[...]</p> <p>The deliberations of the meetings shall be recorded in minutes signed by the members of the bureau and drawn up in a special register, <b><u>possibly in electronic format</u></b>, in accordance with <del>the law</del> <b><u>applicable laws and regulations</u></b>. Copies and extracts of these minutes shall be certified under the conditions set by <del>law</del> <b><u>applicable laws and regulations, possibly in electronic format</u></b>.</p> <p><i>The other paragraphs remain unchanged.</i></p>

### **Nineteenth resolution - Authorization granted to the Management Board to cancel treasury shares**

The Shareholders, acting in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings, after having reviewed the Management Board Report and the Statutory Auditors' Report, authorize the Management Board, with powers of delegation under the conditions set by law, for a period of eighteen (18) months from this meeting, to:

- + reduce, at its sole discretion, on one or more occasions, the share capital, within the limit of ten percent (10%) of the share capital, adjusted for corporate actions that could affect the share capital after this decision, per twenty-four (24) month period, by canceling the shares, which the Company holds or might hold by any means, including by purchasing shares through buyback programs authorized by resolution 17 submitted to the Shareholders' vote, or through share buyback programs authorized previously or following the date of this meeting, or by any other means, by charging the difference between the buyback price of the canceled shares and their par value to additional paid-in capital and available reserves; and
- + duly acknowledge the completion of the capital decrease(s), modify the Articles of Association accordingly and carry out all necessary formalities.

This authorization supersedes and cancels the unexpired and unused part of any prior authorization having the same purpose, and notably resolution 12 of the Combined General Meeting of June 23, 2021.

### **Twentieth resolution - Grant of authority to the Management Board to increase the share capital by issuing ordinary shares or any securities giving access to the capital while maintaining the preferential subscription right of the shareholders**

The Shareholders, acting in accordance with the quorum and majority conditions required for Extraordinary General Meetings, after having reviewed the Management Board Report and the Statutory Auditors' Special Report, and after duly noting that the capital has been fully paid up:



- + decide to delegate to the Management Board, in accordance with the provisions of Article 225-129-2 of the French Commercial Code, with the option of subdelegation under the conditions laid down by law, for a maximum period of twenty-six (26) months from the present Meeting, their power to decide to carry out one or more immediate or future increases in capital by issuing any of the following:
  - o ordinary shares of the Company, and/or
  - o any capital securities of the Company giving access by any means, immediately or in the future, to other existing or future capital securities of the Company or giving the right to receive debt instruments from the Company, and/or
  - o any securities, whether hybrid or not, giving access by any means, immediately or in the future, to capital securities to be issued by the Company, and possibly giving access to existing capital securities and/or giving the right to receive debt instruments from the Company,it being specified that these shares and securities may be subscribed for in cash or by set-off against certain, due and payable claims;
- + resolve that the issuing of any preferred shares or securities giving access, immediately or in the future, to preferred shares is excluded from this delegation;
- + resolve that the total nominal amount of increases in share capital which can be carried out, immediately or in the future, by virtue of powers delegated by the General Meeting through this resolution may not under any circumstances exceed a maximum overall amount of five million one hundred seventy-five thousand euros (€5,175,000) or the equivalent value in a foreign currency, to which amount will be added, if applicable, the supplementary nominal amount of shares or securities to be issued for the purposes of any adjustments to be made in accordance with applicable legislative or regulatory provisions and, if applicable, with contractual stipulations providing for other forms of adjustment, in order to preserve the rights of the holders of securities giving access to capital;
- + decide that the shareholders may exercise in accordance with the applicable laws and regulations, their preferential right to subscribe for ordinary shares or securities issued under this resolution on the basis of irrevocable entitlement (*à titre irréductible*) in proportion to their rights and within the limit of their demand. In addition, the Management Board may establish for the benefit of shareholders a right to apply for excess shares subject to reduction (*à titre réductible*) exercisable in proportion to their rights and within the limit of their demand;
- + decide that if take-up for shares on the basis of irrevocable entitlement (*à titre irréductible*) with respect to exact rights and, when applicable, for excess shares subject to reduction (*à titre réductible*), should fail to account for the entire issue of the shares or securities as defined above, the Management Board may, as it chooses, and in the order it decides, in accordance with Article L. 225-134 of the French Commercial Code, proceed with one or more of the following options: (i) freely allocate all or part of the unsubscribed securities to any persons of its choosing, (ii) offer these securities to the public and/or (iii) restrict the amount of the issuance to the subscriptions received, provided that these amount to not less than three quarters of the intended issuance;
- + resolve that the securities that may be issued pursuant to this delegation may notably consist of debt securities, including securities giving the right to receive debt securities, whether or not governed by Articles L. 228-91 *et seq.* of the French Commercial Code, or warrants, or may be associated with the issue of such securities, or enable the issue thereof as intermediate securities. These debt securities may or may not be for an unlimited term, may or may not be subordinate, and may be issued in France or abroad, either in euros or in another currency, or in any other monetary units established by reference to several currencies. The maximal nominal amount of debt securities issued under this delegation and resolutions 21, 22, 23, 25



and 27 of this General Meeting may not exceed one hundred forty-three million seven hundred fifty thousand euros (€143,750,000) or the equivalent value at the exchange rate prevailing on the date of the issue decision, but will be independent of the amount of any debt securities referred to in Articles L. 228-38, L. 228-92 (3<sup>rd</sup> paragraph), L. 228-93 (6<sup>th</sup> paragraph) and L. 228-94 (3<sup>rd</sup> paragraph) of the French Commercial Code, for which the issue may otherwise be authorized or decided, in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code and the Company's Articles of Association. They may be subject to a fixed or variable interest rate, with or without capitalization, and be the subject of redemption, with or without a premium, or amortization, of any kind, with the possibility for the securities to be bought on the stock market or offered for sale or exchange by the Company;

- + resolve that, except subject to prior authorization by the General Meeting, this delegation of authority shall be suspended as from the date of the filing by a third-party of a proposed public offering to acquire the Company's shares and until the end of this offering period;
- + delegate all powers to the Management Board, that it may in turn delegate as permitted by law, to set the issue price and conditions, set the amount of the issue, determine the issue procedures and the form of securities to be created, set the date of dividend eligibility of the securities to be issued, including on a retroactive basis, make all adjustments required in accordance with legal and regulatory provisions to protect the rights of holders of securities giving access to the capital of the Company, list the securities to be issued, and generally allow for all measures, enter into all agreements and carry out all formalities necessary to ensure the successful completion of the proposed issues, formally record the capital increases resulting therefrom and amend the Articles of Association in consequence;
- + give the Management Board the authority (that it may further delegate as permitted by law) to charge, on its own initiative, fees for increases in capital to total premiums and to deduct from this amount the sums required to keep the legal reserve at one tenth (1/10) of the new capital after each issue;
- + note that the present delegation of power automatically entails, in favor of the owners of securities giving access, immediately or in the future, to the capital of the Company, which may be issued by virtue of this delegation, renunciation by the shareholders of their preferential right to subscribe for shares to which these securities could give a right; and
- + duly note that, if the Management Board uses this power of authority, it will report to the next Ordinary General Meeting, as required by law and regulations, on the uses made of authorizations granted under this resolution.

**Twenty-first resolution - Grant of authority to the Management Board to increase the capital by issuing ordinary shares or any securities giving access to the capital through a public offering (other than those referred to in Article L. 411-2, 1° of the French Monetary and Financial Code), canceling preferential subscription rights of the shareholders though including an option for a priority period**

The Shareholders, acting in accordance with the quorum and majority conditions required for Extraordinary General Meetings, after having reviewed the Management Board Report and the Statutory Auditors' Special Report, and after duly noting that the capital has been fully paid up:

- + resolve, in accordance with the provisions of the French Commercial Code and in particular Articles L. 225-129-2, L. 225-135, L. 22-10-51 and L. 22-10-52 of said Code, to delegate to the Management Board, with the option of subdelegation under the conditions laid down by law, for a maximum period of twenty-six (26) months from the present Meeting, its power to decide to carry out one or more immediate or future increases in capital by issuing, in France or abroad, any of the following:
  - o ordinary shares of the Company, and/or



- any capital securities of the Company giving access by any means, immediately or in the future, to other existing or future capital securities of the Company or giving the right to receive debt instruments from the Company, and/or
- any securities, whether hybrid or not, giving access by any means, immediately or in the future, to capital securities to be issued by the Company, and possibly giving access to existing capital securities and/or giving the right to receive debt instruments from the Company,

it being specified that these shares and securities may be subscribed for in cash or by set-off against certain, due and payable claims;

- + resolve that the issuance of any preferred shares or securities giving access, immediately or in the future, to preferred shares is excluded from this delegation;
- + resolve that the total maximum nominal amount of increases in share capital which can be carried out, immediately or in the future, may not under any circumstances exceed a maximum overall amount of four million six hundred thousand euros (€4,600,000) or the equivalent value in a foreign currency, to which amount will be added, if applicable, the additional nominal amount of shares or securities to be issued for the purposes of any adjustments to be made in accordance with applicable laws and regulations and, if applicable, with contractual provisions providing for other forms of adjustment, in order to preserve the rights of the holders of securities giving access to the capital;
- + resolve that the Company may carry out the capital increases through a public offering of securities (other than one of those referred to in Article L. 411-2, 1° of the French Monetary and Financial Code), and note that any public offerings decided under this delegation may be combined with public offerings referred to in Article L. 411-2, 1° of the French Monetary and Financial Code, within the same issue or through several simultaneous issues;
- + resolve that the Management Board, will have all powers, with a right of subdelegation upon the conditions provided for by law, to implement, if it so decides, the present delegation of authority on one or more occasions, in proportions and at times that it sees fit, and to amend the Articles of Association accordingly;
- + decide that if take-up for shares should fail to account for the entire issue of the shares or securities as defined above, the Management Board may, as it chooses, and in the order it decides, use one or more of the options granted under Article L. 225-134 of the French Commercial Code, including the one restricting the amount of the issuance to the subscriptions received, provided that these amount to not less than three quarters of the initial intended issuance;
- + resolve to cancel shareholders' preferential subscription rights to shares and other securities giving access to the capital of the Company under this resolution. The Management Board may nevertheless grant the shareholders, pursuant to Article L. 22-10-51 of the French Commercial Code, a priority subscription period for a time period and according to procedure that it will establish in accordance with applicable laws and regulations and for all or part of the issue. This priority subscription period shall not result in the creation of negotiable rights and must be exercised in proportion to the number of shares owned by each shareholder;
- + resolve that the securities that may be issued pursuant to this delegation may notably consist of debt securities, including securities giving the right to receive debt securities representing a right to debt securities, whether or not governed by Articles L. 228-91 *et seq.* of the French Commercial Code, or warrants, or may be associated with the issue of such securities, or enable the issue thereof as intermediate securities. These debt securities may or may not be for an unlimited term, may or may not be subordinate, and may be issued in France or abroad, either in euros or in another currency, or in any other monetary units established by reference to several currencies. The maximal nominal amount of debt securities thereby issued may not



exceed one hundred forty-three million seven hundred fifty thousand euros (€143,750,000) or the equivalent value at the exchange rate prevailing on the date of the issue decision, but will be independent of the amount of any debt securities referred to in Articles L. 228-38, L. 228-92 (3<sup>rd</sup> paragraph), L. 228-93 (6<sup>th</sup> paragraph) and L. 228-94 (3<sup>rd</sup> paragraph) of the French Commercial Code, for which the issue may otherwise be authorized or decided, in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code and the Company's Articles of Association. They may be subject to a fixed or variable interest rate, with or without capitalization, and be the subject of redemption, with or without a premium, or amortization, of any kind, with the possibility for the securities to be bought on the stock market or offered for sale or exchange by the Company;

- + resolve that the par value of the debt securities that may be issued under this delegation will be credited against the maximum nominal amount of debt securities as set out in resolution 20 of this General Meeting;
- + resolve that the issue price of new shares that may be issued under this delegation of authority, will be determined by the Management Board, with the option of sub-delegation under the conditions laid down by law:
  - i. the issue price for the ordinary shares shall at least equal the minimum amount provided for by the laws and regulations in force at the time this delegation of authority is used, after adjusting, if applicable, this amount to take into account the difference in the date of dividend eligibility (or currently the volume-weighted average price for the last three (3) trading days on Euronext Paris preceding the start of the public offering, that may be reduced by a maximum discount of ten percent (10%), as applicable, in accordance with Article L. 22-10-52 and Article R. 22-10-32 of the French Commercial Code); and
  - ii. the issue price of the securities will be such that the amount immediately received by the Company, increased, as applicable, by amounts it may subsequently receive, will be for each ordinary share issued pursuant to the issuance of these securities at least equal to the amount defined in paragraph "i." above, after adjustment, if applicable, in order to take into account the difference in the date of dividend eligibility.
- + resolve that, except subject to prior authorization by the General Meeting, this delegation of authority shall be suspended as from the date of the filing by a third-party of a proposed public offering to acquire the Company's shares and until the end of this offering period;
- + give the Management Board the power, with the option of subdelegation under the conditions laid down by law, at its own initiative, to implement the present delegation, and in particular to:
  - o charge fees for increases in capital to total premiums and deduct from this amount the sums required to keep the legal reserve at 1/10 of the new capital after each increase;
  - o decide on kind of securities to be created, their characteristics, their price and the terms and conditions of their issue;
  - o decide on the method for paying up, including by offsetting due and payable debts, securities to be issued and, if applicable, the conditions for their redemption;
  - o charge all issue expenses incurred to premium;
  - o make all allotments of securities by conversion, exchange, redemption or presentation of a warrant;
  - o determine procedures for adjusting the conditions for future access to the capital of securities thereby issued (including warrants), and suspend, if applicable, the exercise of rights attached to these securities and warrants for a maximum period



- of three (3) months;
  - execute all underwriting agreements and any other agreement required in connection with any issuance carried out under this resolution;
  - take all measures and ensure compliance with all formalities required for admission to trading on a regulated market and/or any other financial market located outside the European Economic Area, of any rights, shares, securities and warrants created;
  - lay down the conditions for free allotment and the exercising of autonomous equity warrants, and determine the terms of stock exchange purchase or offer for purchase or exchange of securities or equity warrants or allotment of shares, and the redemption of these securities or warrants;
  - record the capital increase(s) resulting therefrom;
  - make any amendments to the Articles of Association in relation to the amount of share capital and the number of shares involved;
  - and, generally, decide and carry out all formalities, lay down all conditions useful for ensuring the execution and proper completion of any issues that may be carried out by virtue of this resolution and, as the case may be, suspend it.
- + decide that a special report by the Statutory Auditors will be drawn up on share issues decided by virtue of this delegation of authority, in accordance with Article L. 225-135 of the French Commercial Code and in accordance with regulatory provisions;
  - + note that the present delegation of authority automatically entails by operation of law, in favor of the owners of securities giving access, immediately or in the future, to the capital of the Company, which may be issued by virtue of this delegation, renunciation by the shareholders of their preferential right to subscribe for shares to which these securities could give a right; and
  - + duly note that, if the Management Board uses this power of authority, it will report to the next Ordinary General Meeting, as required by law and regulations, on the uses made of authorizations granted under this resolution.

**Twenty-second resolution - Grant of authority to the Management Board to increase the share capital by issuing shares and/or securities giving immediate and/or future access to the Company's share capital, with cancellation of preferential subscription rights of the shareholders, through a public offering referred to in Article L. 411-2, 1° of the French Monetary and Financial Code**

The Shareholders, acting in accordance with the quorum and majority conditions required for Extraordinary General Meetings, after having reviewed the Management Board Report and the Statutory Auditors' Special Report, and after duly noting that the capital has been fully paid up:

- + resolve, in accordance with the provisions of the French Commercial Code and in particular Articles L. 225-129-2, L. 225-135, L. 225-136 and L. 22-10-52 of said Code, to delegate to the Management Board, with the option of subdelegation under the conditions laid down by law, for a maximum period of twenty-six (26) months from the present Meeting, its power to decide to carry out one or more immediate or future increases in capital by issuing:
  - ordinary shares of the Company, and/or
  - any capital securities of the Company giving access by any means, immediately or in the future, to other existing or future capital securities of the Company or giving the right to receive debt instruments from the Company, and/or
  - any securities, whether hybrid or not, giving access by any means, immediately or in the future, to capital securities to be issued by the Company, and possibly giving access



to existing capital securities and/or giving the right to receive debt instruments from the Company,

through a public offering referred to in Article L. 411-2, 1° of the French Monetary and Financial Code, it being specified that these shares and securities may be subscribed for in cash or by offsetting due and payable debts;

- + resolve that the total amount of capital increases that may be carried out under this resolution, immediately and/or in the future, may not exceed the maximum amount provided for by applicable regulation, *i.e.* currently twenty percent (20%) of the share capital per year on the date of implementation of the delegation, it being specified that to this maximum amount will be added, as applicable, the additional nominal amount of shares to be issued in accordance with the provisions of the law and contractual provisions to preserve the rights of holders of securities giving access to the capital;
- + resolve that the Management Board, will have all powers, with a right of subdelegation upon the conditions provided for by law, to implement, if it so decides, the present delegation of authority on one or more occasions, in proportions and at times that it sees fit, and to amend the Articles of Association accordingly;
- + decides to cancel shareholders' preferential right to subscribe for shares and securities giving access to the capital of the Company to which the present resolution relates;
- + resolve that the securities that may be issued pursuant to this delegation may notably consist of debt securities, including securities giving the right to receive debt securities representing a right to debt securities, whether or not governed by Articles L. 228-91 *et seq.* of the French Commercial Code, or warrants, or may be associated with the issue of such securities, or enable the issue thereof as intermediate securities. These debt securities may or may not be for an unlimited term, may or may not be subordinate, and may be issued in France or abroad, either in euros or in another currency, or in any other monetary units established by reference to several currencies. The maximal nominal amount of debt securities thereby issued may not exceed one hundred forty-three million seven hundred fifty thousand euros (€143,750,000) or the equivalent value at the exchange rate prevailing on the date of the issue decision, but will be independent of the amount of any debt securities referred to in Articles L. 228-38, L. 228-92 (3<sup>rd</sup> paragraph), L. 228-93 (6<sup>th</sup> paragraph) and L. 228-94 (3<sup>rd</sup> paragraph) of the French Commercial Code, for which the issue may otherwise be authorized or decided, in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code and the Company's Articles of Association. They may be subject to a fixed or variable interest rate, with or without capitalization, and be the subject of redemption, with or without a premium, or amortization, of any kind, with the possibility for the securities to be bought on the stock market or offered for sale or exchange by the Company;
- + resolve that the par value of the debt securities that may be issued under this delegation will be credited against the maximum nominal amount of debt securities as set out in resolution 20 proposed to this General Meeting;
- + resolve that the issue price of new shares that may be issued under this delegation, in accordance with Articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code, will be set by the Management Board under the following conditions:
  - i. the issue price for shares directly issued shall at least equal the minimum provided by applicable legal and regulatory provisions on the issue date (*i.e.* on this date, the volume-weighted average price of the share on Euronext Paris calculated over a period of three (3) trading days preceding the start of the public offering, that may be reduced by a maximum discount of ten percent (10%)); and
  - ii. the issue price of securities giving access to the share capital will be such that the amount immediately received by the Company, increased, as applicable, by





amounts it may subsequently receive, will be for each ordinary share issued pursuant to the issuance of these securities at least equal to the minimum subscription price as defined in paragraph “ i.” above.

- + resolve that, except subject to prior authorization by the General Meeting, this delegation of authority shall be suspended as from the date of the filing by a third-party of a proposed public offering to acquire the Company's shares and until the end of this offering period;
- + decide that if take-up for shares should fail to account for the entire issue of the shares or securities as defined above, the Management Board may, as it chooses, and in the order it decides, use one or more of the options granted under Article L. 225-134 of the French Commercial Code, including the one restricting the amount of the issuance to the subscriptions received, provided that these amount to not less than three quarters of the initial intended issuance;
- + give the Management Board the power, with the option of subdelegation under the conditions laid down by law, at its own initiative, to implement the present delegation, and in particular to:
  - charge fees for increases in capital to total premiums and deduct from this amount the sums required to keep the legal reserve at 1/10 of the new capital after each increase;
  - decide on kind of securities to be created, their characteristics, their price and the terms and conditions of their issue;
  - decide on the method for paying up, including by offsetting due and payable debts, securities to be issued and, if applicable, the conditions for their redemption;
  - charge all issue expenses incurred to premium;
  - make all allotments of securities by conversion, exchange, redemption or presentation of a warrant;
  - determine procedures for adjusting the conditions for future access to the capital of securities thereby issued (including warrants), and suspend, if applicable, the exercise of rights attached to these securities and warrants for a maximum period of three (3) months;
  - execute all underwriting agreements and any other agreement required in connection with any issuance carried out under this resolution;
  - take all measures and ensure compliance with all formalities required for admission to trading on a regulated market of any rights, shares, securities and warrants created;
  - lay down the conditions for free allotment and the exercising of autonomous equity warrants, and determine the terms of stock exchange purchase or offer for purchase or exchange of securities or equity warrants or allotment of shares, and the redemption of these securities or warrants;
  - record the capital increase(s) resulting therefrom;
  - make any amendments to the Articles of Association in relation to the amount of share capital and the number of shares involved;
  - and, generally, decide and carry out all formalities, lay down all conditions useful for ensuring the execution and proper completion of any issues that may be carried out by virtue of this resolution and, as the case may be, suspend it.
- + decide that a special report by the Statutory Auditors will be drawn up on share issues decided by virtue of this delegation of authority, in accordance with Article L. 225-135 of the French Commercial Code and in accordance with regulatory provisions;



- + note that the present delegation of authority automatically entails, in favor of the owners of securities giving access, immediately or in the future, to the capital of the Company, which may be issued by virtue of this delegation, renunciation by the shareholders of their preferential right to subscribe for shares to which these securities could give a right; and
- + duly note that, if the Management Board uses this power of authority, it will report to the next Ordinary General Meeting, as required by law and regulations, on the uses made of authorizations granted under this resolution.

**Twenty-third resolution - Grant of authority to the Management Board in the event of an issue of the Company's ordinary shares and/or securities giving immediate and/or future access to the Company's share capital, with cancellation of preferential subscription rights of the shareholders, to set the issue price, up to a limit of 10% of the share capital per year**

The Shareholders, acting in accordance with the conditions of quorum and majority that apply at Extraordinary General Meetings, after having reviewed the Management Board Report and the Statutory Auditors' Special Report, in accordance with Article L. 22-10-52 of the French Commercial Code:

- + authorize the Management Board, for each of the issues decided pursuant to the authorizations granted under resolutions 21 and/or 22 above and up to a limit of ten percent (10%) of the Company's share capital (this limit being assessed as of the date of implementation of this delegation, it being specified that to this limit shall be added, where applicable, the additional nominal amount of the shares to be issued to preserve, in accordance with the law and, where applicable, to contractual stipulations providing for other cases of adjustment, the rights of holders of securities giving access to a portion of the Company's share capital) per year, to depart from the conditions for setting the price provided for in the aforementioned resolutions and to set the issue price of the shares and/or securities giving immediate or later access to the share capital issued, in accordance with the following terms and conditions:
  - i. the issue price may not be less than the weighted average share price on the Euronext Paris over a period chosen by the Management Board of between three (3) and ninety (90) consecutive trading days preceding the determination of the issue price, possibly reduced, at the discretion of the Management Board, by a maximum discount of fifteen percent (15%); and
  - ii. the issue price of the securities will be such that the amount immediately received by the Company, plus, if applicable, the amount that may be subsequently received by the Company, will be for each ordinary share issued as a consequence of the issuance of these securities at least equal to the amount referred to in paragraph "i." above, after correction, if applicable, of this amount to take into account the difference in the date of dividend eligibility.
- + resolve that the maximum nominal amount of the capital increases that may be carried out, immediately or at a later time, pursuant to this authorization, may not exceed ten percent (10%) of the Company's share capital (this limit being assessed as of the date of implementation of this delegation, it being specified that to this limit shall be added, where applicable, the additional nominal amount of the shares to be issued to preserve, in accordance with the law and, as the case may be, with the contractual stipulations providing for other cases of adjustments, the rights of holders of securities giving access to a portion of the Company's share capital), within the limit of the capital increase ceiling provided for in resolution 21, or, as the case may be, resolution 22 of this General Meeting and the general limit provided for in resolution 28;
- + resolve that the nominal amount of the debt securities that may be issued pursuant to this authorization shall be deducted from the total nominal amount of debt securities set forth in resolution 20 proposed to this General Meeting;
- + resolve, under the conditions provided for in resolution 21 or, as the case may be, resolution 22,



that the Management Board shall have full powers to implement this authorization;

- + resolve that, except subject to prior authorization by the General Meeting, this delegation of authority shall be suspended as from the date of the filing by a third-party of a proposed public offering to acquire the Company's shares and until the end of this offering period; and
- + resolves that this authorization is valid for a period of twenty-six (26) months from the date of this General Meeting.

**Twenty-fourth resolution - Grant of authority to the Management Board to increase the share capital by issuing shares and/or securities giving immediate and/or future access to the Company's share capital, with cancellation of preferential subscription rights of the shareholders for the benefit of certain categories of persons meeting specified characteristics**

The Shareholders, acting in accordance with the quorum and majority conditions required for Extraordinary General Meetings, after having reviewed the Management Board Report and the Statutory Auditors' Special Report, and after duly noting that the capital has been fully paid up:

- + resolve, in accordance with the provisions of the French Commercial Code and in particular Articles L. 225-129-2, L. 225-135 and L. 225-138 of said Code, to delegate to the Management Board, with the option of subdelegation under the conditions laid down by law, for a maximum period of eighteen (18) months from the present Meeting, its power to decide to carry out one or more immediate or future increases in capital, by issuing, with cancellation of preferential subscription rights of the shareholders for the benefit of certain categories of persons meeting specified characteristics, in France or abroad, either in euros, or in any other currency, or in any monetary unit established by reference to several currencies, ordinary shares of the Company and/or securities giving access, immediately and/or in the future, to the capital of the Company, it being specified that these shares and/or securities giving access, immediately or in the future, to the capital of the Company, may be subscribed for in cash or by set-off against certain, due and payable claims;
- + resolve that the issuance of any preferred shares or securities giving access, immediately or in the future, to preferred shares is excluded from this delegation;
- + resolve that the total maximum nominal amount of increases in share capital which can be carried out, may not under any circumstances exceed a maximum overall amount of four million six hundred thousand euros (€4,600,000) or the equivalent value in a foreign currency, to which amount will be added, if applicable, the additional nominal amount of shares or securities to be issued for the purposes of any adjustments to be made in accordance with applicable laws and regulations and, if applicable, with contractual provisions providing for other forms of adjustment, in order to preserve the rights of the holders of securities giving access to the capital;
- + resolve that the Management Board, will have all powers, with a right of subdelegation upon the conditions provided for by law, to implement, if it so decides, the present delegation of authority on one or more occasions, in proportions and at times that it sees fit, and to amend the Articles of Association accordingly;
- + resolve to cancel shareholders' preferential subscription rights to shares under this resolution, and accord the right to subscribe to:
  - (i) natural persons and legal entities, including companies, trusts or investment funds, organized under French or foreign law, that routinely invest in the pharmaceutical, biotechnological or medical technology sector; and/or
  - (ii) companies, institutions or entities of any type, French or foreign, that do a significant part of their business in the pharmaceutical, cosmetic, chemical or medical devices and/or technologies or research in these sectors; and/or
  - (iii) French or foreign investment services companies, or any foreign establishment with an



equivalent status, that could guarantee to carry out an issue to be placed with the persons described in (i) and/or (ii) above, in this context, to subscribe for securities that are issued; and/or

- (iv) credit institutions, service providers, investment funds or companies undertaking to subscribe for or guarantee the completion of the share capital increase or of any issue of securities likely to result in a capital increase (including, in particular, through the exercise of share subscription warrants) that could be carried out by virtue of this delegation in the context of the implementation of an equity or bond financing agreement, including in particular any "At-the-market (ATM)" financing program.
- + decide that if take-up for shares should fail to account for the entire issue, the Management Board may, as it chooses, and in the order it decides, use one or more of the options granted under Article L. 225-134 of the French Commercial Code, including the one restricting the amount of the issuance to the subscriptions received, provided that these amount to not less than three quarters of the initial intended issuance;
- + resolve that the issue price of the shares that may be issued under this delegation will be set by the Management Board, with the option of subdelegation, under the following conditions: the issue price for the shares may not be less than the weighted average share price on the Euronext Paris over a period chosen by the Management Board of between three (3) and ninety (90) consecutive trading days preceding the determination of the issue price, possibly reduced, at the discretion of the Management Board, by a maximum discount of fifteen percent (15%);
- + give the Management Board the power, with the option of subdelegation under the conditions laid down by law, at its own initiative, to implement the present delegation, and in particular to:
  - o determine the list of beneficiaries within the aforementioned category(ies) of investors to whom the waiver of preferential subscription rights of the shareholders will benefit, and the number of shares to be allocated to each of them;
  - o charge fees for increases in capital to total premiums and deduct from this amount the sums required to keep the legal reserve at 1/10 of the new capital after each increase;
  - o decide on the method for paying up, including by offsetting due and payable debts, shares to be issued;
  - o charge all issue expenses incurred to premium;
  - o execute all underwriting agreements and any other agreement required in connection with any issuance carried out under this resolution;
  - o take all measures and ensure compliance with all formalities required for admission to trading, on a regulated market and/or any other financial market located outside the European Economic Area, of the shares created;
  - o record the capital increase(s) resulting therefrom;
  - o make any amendments to the Articles of Association in relation to the amount of share capital and the number of shares involved;
  - o and, generally, decide and carry out all formalities, lay down all conditions useful for ensuring the execution and proper completion of any issues that may be carried out by virtue of this resolution and, as the case may be, suspend it.
- + decide that a special report by the Statutory Auditors will be drawn up on share issues decided by virtue of this delegation of authority, in accordance with Article L. 225-135 of the French Commercial Code and in accordance with regulatory provisions;
- + note that the present delegation of authority automatically entails, in favor of the owners of securities giving access, immediately or in the future, to the capital of the Company, which may



be issued by virtue of this delegation, renunciation by the shareholders of their preferential right to subscribe for shares to which these securities could give a right; and

- + duly note that, if the Management Board uses this power of authority, it will report to the next Ordinary General Meeting, as required by law and regulations, on the uses made of authorizations granted under this resolution.

**Twenty-fifth resolution - Grant of authority to the Management Board to increase the number of shares to be issued in the case of a capital increase, with or without preferential subscription rights for existing shareholders, within the limit of 15% of the initial issue amount**

The Shareholders, in accordance with the conditions of quorum and majority that apply at Extraordinary General Meetings, after having reviewed the Management Board Report and the Statutory Auditors' Special Report, and after duly noting that the capital has been fully paid up:

- + decide, in accordance with provisions of Articles L. 225-135-1 and R. 225-118 of the French Commercial Code, to delegate to the Management Board, for a maximum period of twenty-six (26) months as from this General Meeting (except in respect of resolution 24 for which the delegation is granted for eighteen (18) months), its authority to increase the number of shares to be issued, for each issue carried out under the terms of the above resolutions 20, 21, 22 and 24, within thirty (30) days before the end of the close of the subscription period, within the limit of fifteen percent (15%) of the initial issue, and at the same price as for the initial issue;
- + resolve that, except subject to prior authorization by the General Meeting, this delegation of authority shall be suspended as from the date of the filing by a third-party of a proposed public offering to acquire the Company's shares and until the end of this offering period; and
- + decide that the nominal amount of capital increases that may be carried out under this delegation shall be deducted from the ceiling provided for in the resolution pursuant to which the issue is decided, as well as from the overall nominal ceiling for share capital increases provided for in resolution 28 of this General Meeting, it being specified that to this amount will be added, if applicable, the additional nominal amount of shares to be issued, in accordance with applicable laws and contractual provisions, for the purposes of preserving the rights of the holders of securities giving access to the capital.

**Twenty-sixth resolution - Grant of authority to the Management Board in order to increase the share capital through the capitalization of reserves, earnings or premium**

The Shareholders, in accordance with the conditions of quorum and majority that apply at Ordinary General Meetings, after having reviewed the Management Board Report, in accordance with Articles L. 225-129, L. 225-130 and L. 22-10-50 of the French Commercial Code and after duly noting that the capital has been fully paid up:

- + resolve, in accordance with the provisions of Article L. 225-129-2 of the French Commercial Code, to grant the Management Board, for a period not exceeding twenty-six (26) months from the date of this General Meeting, authority to proceed with one or more capital increases, by simultaneously or successively capitalizing all or part of the Company's reserves, earnings, additional paid-in capital or other eligible amounts, whether in the form of the grant of new free shares to be issued or by increasing the par value of existing shares, or a combination thereof;
- + resolve that the total nominal amount of increases in share capital carried out immediately or in the future pursuant to this resolution may not under any circumstances exceed a total of five million one hundred seventy-five thousand euros (€5,175,000). In accordance with applicable law and possible contractual requirements, this maximum amount will not include the par value of any ordinary shares to be issued in accordance with the provisions of the law and contractual provisions to preserve the rights of the holders of securities giving access to the Company's share capital;



- + resolve that, as applicable, in accordance with the provisions of Article L. 225-130 and L. 22-10-50 of the French Commercial Code, the resulting fractional rights shall not be negotiable and the corresponding securities shall be sold. The proceeds from the sale will be allocated to rights holders within the time frame imposed by applicable regulations;
- + resolve that, except subject to prior authorization by the General Meeting, this delegation of authority shall be suspended as from the date of the filing by a third-party of a proposed public offering to acquire the Company's shares and until the end of this offering period;
- + resolve that the Management Board shall have all powers to implement, if it so decides, this authorization through one or more transactions, in proportions and at times that it seems fit and to amend the Articles of Association accordingly; and
- + duly note that, if the Management Board uses this power of authority, it will report to the next Ordinary General Meeting, as required by law and regulations, on the uses made of authorizations granted under this resolution.

**Twenty-seventh resolution - Grant of authority to the Management Board to increase the share capital by issuing shares and/or securities giving immediate and/or future access to the Company's share capital, with cancellation of preferential subscription rights of the shareholders, in consideration for contributions in kind for equity securities or other securities giving access to the capital**

The Shareholders, in accordance with the conditions of quorum and majority that apply at Extraordinary General Meetings, having reviewed the Management Board Report and the Statutory Auditors' Special Report, in accordance with Articles L. 225-129, L. 225-129-2, L. 225-135, L. 22-10-51 and L. 22-10-53 of the French Commercial Code:

- + decide to delegate to the Management Board the power to proceed with the issuance of the instruments set out below, on the Management Board's sole decision, in one or several steps, when the Management Board so decides and pursuant to the report of the Contribution Auditors:
  - o shares of the Company, and/or
  - o any capital securities of the Company giving access by any means, immediately or in the future, to other existing or future capital securities of the Company or giving the right to receive debt instruments from the Company, and/or
  - o any securities, whether hybrid or not, giving access by any means, immediately or in the future, to capital securities to be issued by the Company, and possibly giving access to existing capital securities and/or giving the right to receive debt instruments from the Company,

as consideration for contributions in kind granted to the Company and consisting of equity securities or other securities giving access to the share capital of other companies, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable;

- + decide, as necessary, to cancel, in favor of the holders of the shares or securities that are the subject of the contributions in kind, the shareholders' preferential subscription rights to the shares or securities that may be issued pursuant to this delegation, and notes that in the event of an issue by the Company of securities giving access to new shares of the Company, this authorization entails a waiver by the shareholders, in favor of the holders of these securities, of their preferential subscription rights to the shares to which these securities will give immediate or future entitlement;
- + resolve that the securities that may be issued pursuant to this delegation may notably consist of debt securities, including securities giving the right to receive debt securities, whether or not governed by Articles L. 228-91 *et seq.* of the French Commercial Code, or of warrants, or may be associated with the issue of such securities, or enable the issue thereof as intermediate



securities. These securities may or may not be for a limited term, may or may not be subordinated, and may be issued in euros or in a foreign currency, or in any other monetary units established by reference to several currencies;

- + resolve that the maximum nominal amount of capital increases which may be carried out immediately or in the future, under this delegation may not exceed ten percent (10%) of the Company's share capital at any time, as this share capital may have been adjusted after this General Meeting, it being specified that to this maximum amount will be added, as applicable, the additional nominal amount of shares to be issued to preserve (in accordance with the law and, as applicable, contractual provisions providing for other cases for adjustments), the rights of holders of securities or other rights giving access to the Company's share capital;
- + resolve that the maximum nominal amount of the debt securities that may be issued under this delegation will not exceed, and will be credited against, the maximum total amount of debt securities set out in resolution 20 proposed to this General Meeting;
- + resolve that, except subject to prior authorization by the General Meeting, this delegation of authority shall be suspended as from the date of the filing by a third-party of a proposed public offering to acquire the Company's shares and until the end of this offering period;
- + set the duration of the authorization provided for under this resolution at twenty-six (26) months from the date of this resolution;
- + grant all powers to the Management Board, that it may further delegate under the conditions provided for by law, to implement this delegation and in particular to:
  - o establish the list of equity shares or securities tendered and determine the amount, characteristics, terms and conditions of the issue, the share exchange rate, and when applicable, the balance to be paid in cash;
  - o set the terms on which the rights of holders of securities giving access to the Company's share capital, immediately or in the future, may be exercised, and the terms on which such securities will give access to Company shares, and modify any such terms, in accordance with applicable formal requirements, while such securities are in effect;
  - o recognize the completion of the contribution and charge all costs, expenses and fees to the premium;
  - o duly record completion of each capital increase and make the corresponding amendments to the Articles of Association; and
  - o in general, conclude all agreements, undertake all measures and formalities useful for the issue, listing and financial services relating to the shares issued under this authorization and the exercise of the corresponding rights, or undertake all formalities resulting from capital increases thus completed.
- + duly note that the Management Board will report to the next Ordinary General Meeting, as required by law and regulation, on the uses made of the delegation granted under this resolution.

### **Twenty-eighth resolution - Maximum aggregate amount of capital increases**

The Shareholders, in accordance with the conditions of quorum and majority that apply at Extraordinary General Meetings, after having reviewed the Management Board Report and the Statutory Auditors' Special Report:

- + resolve that the maximum aggregate amount of capital increases that may be carried out, with immediate effect or in the future, under resolutions 20 to 27, may not exceed five million one hundred seventy-five thousand euros (€5,175,000), it being specified that to this maximum aggregate amount will be added the additional nominal amount of shares or securities to be issued in accordance with applicable legal or regulatory provisions and, if applicable, with



contractual provisions providing for other forms of adjustment, in order to preserve the rights of the holders of securities or other rights giving immediate and/or future access to the capital of the Company;

- + duly note for the record that, in accordance with the provisions of Article L. 225-129-2, paragraph 2 of the French Commercial Code, the delegations of authority granted to the Management Board under resolutions 20 to 27 of this General Meeting shall replace and render null and void, only for the future and for the portion not yet used, the authority having the same purpose granted by resolutions 13 to 20 of the Company's Combined General Meeting of June 23, 2021.

**Twenty-ninth resolution - Grant of authority to the Management Board for the purpose of granting stock options, through one or more issues, for the benefit of employees and/or corporate officers of the Company and its affiliates, entailing waiver by shareholders of their preferential subscription right**

The Shareholders, ruling based on the quorum and majority voting requirements applicable to Extraordinary General Meetings, after having reviewed the Management Board Report and the Statutory Auditors' Special Report:

- + authorize the Management Board, with the option of subdelegation, to grant employees and officers of the Company and its affiliates, as provided for in Article L. 225-180 of the French Commercial Code, stock options conferring a right to subscribe for ordinary shares of the Company, in accordance with the statutory and regulatory provisions in effect at the time the options are granted, in particular Articles L. 225-129 *et seq.* and Articles L. 225-177 to L. 225-186-1 and L. 22-10-56 to L. 22-10-58 of the French Commercial Code;
- + decide that the maximal total number of stock options to be granted further this resolution shall represent a maximum of shares to be subscribed of four percent (4%) of the Company's share capital at the date the options are granted, it being specified that this maximum amount does not include possible adjustments to protect the rights of stock option holders in accordance with applicable statutory and regulatory provisions. This maximum amount is an independent maximum for all options granted under this resolution;
- + decide that the strike price of the shares will be the higher of (i) one hundred percent (100%) of the volume-weighted average price quoted for the Company's shares during the last twenty (20) trading days on Euronext Paris preceding the day the options are granted, and (ii) one hundred percent (100%) of the average of the last prices quoted for the Company's shares on Euronext Paris during the last twenty (20) trading days preceding the day the options are granted. The strike price may not be modified unless the Company, in the option period, makes any of the financial transactions that require decisions to protect the rights of stock option holders pursuant to applicable legislation;
- + decides that the exercise period(s) as well as the duration of the exercise of the Company's stock options will be set by the Management Board, but may not exceed a maximum duration of ten (10) years;
- + note that this authorization entails the express waiver in favour of the recipients of the options by the shareholders of their preferential subscription rights to shares that will be issued as options are exercised;
- + decide that the Management Board shall report to the shareholders on any use of this authorization in the immediately following Ordinary General Meeting, in accordance with applicable legal and regulatory provisions;
- + decide that the Management Board shall establish the stock option plan included notably the conditions according to which options may be granted, that may include restrictions prohibiting their immediate resale applicable to all or part of the shares, the subscription price of shares





and the criteria for qualifying for the plan; thus the Shareholders grant the Management Board, with the ability to subdelegate pursuant to the law and the Company's Articles of Association, all powers to (i) determine the terms and conditions for allocating and exercising stock options, (ii) designate the beneficiaries, by name or category, and determine the number of shares that may be subscribed for or purchased by each of them, (iii) set the date on which stock options may be exercised and the periods for exercising options and selling the resulting shares, (iv) decide that the options granted to the persons referred to in Article L. 225-180, subsection 4 of the French Commercial Code should not be exercised prior to the end of their duties, or alternatively set the amount of ordinary shares resulting from exercise of the options which these persons have to keep until the end of their duties, (v) allow possible suspension of option exercise in case of financial transactions involving the use of share-related rights, for the maximum period set out by applicable statutory and regulatory provisions, and (vi) adjust, as necessary, the price, the number of options or the number of shares resulting from option exercise, as needed to protect the rights of option holders and in accordance with applicable law, depending on any financial transactions involving the Company's shareholders equity or share capital;

- + also decide that the Management Board will have all authority, with the option of subdelegation on the conditions laid down by the law and the Company's Articles of Association, to (i) increase the Company's share capital as a result of the new shares subscribed for by exercising options, (ii) change the Company's Articles of Association accordingly and, if it considers it appropriate, credit the amount of capital increase expenses against any premiums arising from these transactions and take from this amount all monies that need to be put into statutory reserves, (iii) carry out all formalities necessary to issue the securities created under this resolution and to get the same listed and traded, and file all required statements and declarations with all relevant organizations, do whatever will be needed or useful to implement this resolution; and
- + sets at thirty-eight (38) months, as from the date hereof, the period of validity of the authorization granted under this resolution and deprives of effect and replaces, for the unused portion and for the unexpired period, the authorization granted under resolution 25 of the General Meeting dated June 17, 2020.

### **Thirtieth resolution - Grant of authority to the Management Board for the purpose of deciding to carry out a capital increase reserved for employees**

The Shareholders, acting in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings, after having reviewed the Management Board Report and the Statutory Auditors' Special report, resolve, in accordance with the provisions of Article L. 225-129-6 of the French Commercial Code, to reserve for the benefit of employees of the Company a capital increase through the issue of shares in accordance with the provisions of Articles L. 3332-18 *et seq.* of the French Labor Code, and in consequence:

- + authorize the Management Board, if it deems appropriate, to proceed within a maximum period of twenty-six (26) months from the date of the General Meeting, with a capital increase for a maximum nominal amount of one hundred thousand euros (€100,000), in one or more tranches, through the issue of cash shares reserved for employees participating in a company savings plan to be established by the Company, such capital increase being carried out in accordance with the provisions of Articles L. 3332-18 *et seq.* of the French Labor Code;
- + resolve that the above-mentioned maximum amount is independent of, and will not be credited against, the maximum amount of capital increases set out in resolution 28 of this General Meeting. To this amount will be added, as applicable, the additional nominal amount of ordinary shares to be issued for the purposes of any adjustments to be made in accordance with applicable legal or regulatory provisions and, if applicable, with contractual provisions in order to preserve the rights of holders of securities giving access to the Company's share capital;



- + resolve to cancel shareholders' preferential subscription rights to such new shares to be issued, in favor of employees of the Company or companies and groups affiliated thereto, within the meaning of Article L. 225-180 of the French Commercial Code;
- + resolve that the Management Board shall determine the shares' issue price in accordance with Article L. 3332-19 of the French Labor Code;
- + resolve that, except subject to prior authorization by the General Meeting, this delegation of authority shall be suspended as from the date of the filing by a third-party of a proposed public offering to acquire the Company's shares and until the end of this offering period;
- + grant all powers to the Company's Management Board to implement this authorization and carry out the capital increase, and to that end, to establish the list of beneficiaries and the number of shares to be awarded to each employee, set the number of new shares to be issued and their date of dividend eligibility, set, within the legal limits, the conditions for issuing the new shares and the periods given to employees to exercise their rights and the periods and terms for paying up the new shares, record the capital increase based on the number of shares subscribed and amend the Articles of Association accordingly, and take all steps and carry out all formalities necessary to complete the capital increase; and
- + duly note that, if the Management Board uses this power of authority, it will report to the next Ordinary General Meeting, as required by law and regulations, on the uses made of authorizations granted under this resolution.

**Thirty-first resolution - Amendments to Article 13.3 of the Company's Articles of Association**

The Shareholders, acting in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings, after considering the Management Board Report, resolves, subject to the condition of approval by the Special Meeting of holders of preferred shares convertible into ordinary shares (the "**Convertible Preferred Shares**"), acting in accordance with Article 32 of the Company's Articles of Association, to amend the Company's Articles of Association to, notably, amend the procedures for the repurchase of Convertible Preferred Shares, and accordingly, amend Article 13.3 of the Company's Articles of Association as follows, the other provisions of the Company's Articles of Association remaining unchanged:

<p><b>Article 13.3. Stipulations specific to Convertible Preferred Shares</b></p> <p><i>Former wording</i></p>	<p><b>Article 13.3. Stipulations specific to Convertible Preferred Shares.</b></p> <p><i>New wording</i></p>
<p>[...]</p> <p><i>(iv) Repurchase of Convertible Preferred Shares</i></p> <p>If the functions of a holder of Convertible Preferred Shares within the company or its subsidiaries is terminated for one of the following reasons:</p> <ul style="list-style-type: none"> <li>• dismissal for gross or wilful misconduct or the removal as corporate officer or employee of the Company or one of its subsidiaries in similar circumstances;</li> <li>• voluntary early retirement with full pension benefits, in the absence of priori written approval from the Company;</li> <li>• resignation in the absence of priori written approval from the Company,</li> </ul>	<p>[...]</p> <p><i>(iv) Repurchase of Convertible Preferred Shares</i></p> <p>If the functions of a holder of Convertible Preferred Shares within the company or its subsidiaries is terminated for one of the following reasons:</p> <ul style="list-style-type: none"> <li>• dismissal for gross or wilful misconduct or the removal as corporate officer or employee of the Company or one of its subsidiaries in similar circumstances;</li> <li>• voluntary early retirement with full pension benefits, in the absence of priori written approval from the Company;</li> <li>• resignation in the absence of priori written approval from the Company,</li> </ul>



<p>the company will buy back the Convertible Preferred Shares for the purpose of their cancellation.</p> <p>The Convertible Preferred Shares will be repurchased at a price corresponding to their nominal value per share.</p> <p>The Company will inform the holder of Convertible Preferred Shares concerned of the repurchase to be carried out by any means before the actual date of the repurchase.</p> <p>All Convertible Preferred Shares repurchased on this basis will be definitively cancelled as from that repurchase date and the capital of the company will be reduced by the corresponding amount, with the creditors possessing a right of objection.</p> <p>The Management Board must take note for the record, as applicable, the number of Convertible Preferred Shares repurchased and cancelled by the company and make the necessary modifications to the Articles of Association with respect to the with respect to the share capital and the number of shares making up the capital.</p>	<p>the company will buy back the Convertible Preferred Shares for the purpose of their cancellation.</p> <p><u>The Company may also, at the request of holders of Convertible Preferred Shares representing not less than 75% of the Convertible Preferred Shares comprised in the share capital of the Company as at such date, buy back all or part of the Convertible Preferred Shares which, in view of the applicable conditions for converting pursuant to these Articles of Association, would no longer give right to conversion, for the purpose of their cancellation as part of a capital decrease made in accordance with applicable laws and regulations.</u></p> <p>The Convertible Preferred Shares will be repurchased at a price corresponding to their nominal value per share.</p> <p>The Company will inform the holder of Convertible Preferred Shares concerned of the repurchase to be carried out by any means before the actual date of the repurchase.</p> <p>All Convertible Preferred Shares repurchased on this basis will be definitively cancelled as from that repurchase date and the capital of the company will be reduced by the corresponding amount, <u>with the creditors possessing a right of objection.</u></p> <p>The Management Board must take note for the record, as applicable, the number of Convertible Preferred Shares repurchased and cancelled by the company and make the necessary modifications to the Articles of Association with respect to the with respect to the share capital and the number of shares making up the capital.</p> <p><i>The other paragraphs remain unchanged.</i></p>
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### Thirty-second resolution - Share capital reduction, not due to losses, by an amount of 3,077.10 euros, by means of the repurchase, by the Company, of preferred shares convertible into ordinary shares for the purpose of their cancellation

The Shareholders, acting in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings, after considering the Management Board Report:

- + resolve, in application of the provisions of Articles L. 228-12, L. 228-12-1 and L. 225-207 of the French Commercial Code, and subject to the fulfilment of the following conditions:
  - o approval by the Special Meeting of holders of Convertible Preferred Shares; and
  - o approval, by this General Meeting, of resolution 31 above relating to the amendment of Article 13.3 of the Company's Articles of Association,

to reduce the share capital of the Company by an amount of three thousand seventy-seven euros and ten cents (€3,077.10), through the repurchase of twenty thousand five hundred fourteen (20,514) Convertible Preferred Shares which, in view of the applicable conditions for converting pursuant to the Company's Articles of Association, no longer give right to conversion at the date of this General Meeting (hereinafter, the "**Eligible Convertible Preferred Shares**"), for the purpose of their cancellation;

- + note that, pursuant to the Company's Articles of Association, the repurchase price of each of the aforementioned Eligible Convertible Preferred Shares is set at their nominal value per share,



*i.e.*, 0.15 euro, representing an aggregate purchase price of three thousand seventy-seven euros and ten cents (€3,077.10) to be paid by the Company for the repurchase of twenty thousand five hundred fourteen (20,514) Eligible Convertible Preferred Shares;

- + resolves to grant the Management Board all powers necessary to implement the above-mentioned capital reduction, in particular to acknowledge the completion or non-completion of the above-mentioned conditions, and in the event of all the above-mentioned conditions being fulfilled, to implement the repurchase of Eligible Convertible Preferred Shares from the holders of the Eligible Convertible Preferred Shares concerned, pursuant to the procedures outlined above, and to this end:
  - o to acquire the Eligible Convertible Preferred Shares offered for purchase under the conditions set out above;
  - o to pay all the amounts resulting from the repurchase of the aforementioned Eligible Convertible Preferred Shares under the conditions set out above;
  - o to proceed with the cancellation of the Eligible Convertible Preferred Shares under the conditions set out above;
  - o to acknowledge the definitive nature of the completion of the capital reduction and to make the consequential amendments to the Articles of Association; and
  - o more broadly, to take all actions necessary in view of the definitive completion of the capital reduction;
- + resolves, subject to the condition precedent of the definitive completion of the share capital reduction and its confirmation by the Management Board, to amend the Articles of Association accordingly and grant all powers to the Management Board for this purpose; and
- + note that this authorization is independent of the authorization granted by resolution 19 of this General Meeting.

### **Thirty-third resolution - Powers for formalities**

The Shareholders grant all powers to the holder of an original copy, an excerpt or a copy of these minutes certified as authentic to carry out all necessary processes, filings and formalities or as required by operation of law.