



COMBINED GENERAL MEETING JUNE 26, 2024

Draft resolutions



VALNEVA

A European company (*Societas Europaea* or SE) with a Board of Directors

Share capital: €20,891,535.15

Registered office: 6 rue Alain Bombard, 44800 Saint-Herblain (France)

Nantes Companies Register (RCS) No. 422 497 560

DRAFT RESOLUTIONS COMBINED GENERAL MEETING OF JUNE 26, 2024

Ladies and gentlemen, the Shareholders of Valneva SE (“**the Company**”) are called to the Combined General Meeting of the Company of June 26, 2024, at 2 p.m. CEST, at the Sofitel Lyon Bellecour Hotel, 20 quai du Docteur Gailleton, 69002 Lyon (France).

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, 2023

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 Board of Directors and the Joint Statutory Auditors, hereby approve the parent entity financial statements for the fiscal year ended December 31, 2023 as presented, as well as the transactions reflected in these financial statements or summarized in these Reports, showing a loss of sixteen million eight hundred and sixty-seven thousand five hundred and forty-three euros and fifty-one cents (- €16,867,543.51).

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, 2023 do not take into account any expense that is non-tax-deductible under Articles 39.4 and 39.5 (10th paragraph) of said Code, with the exception of non-tax-deductible excess rental payments on passenger vehicles amounting to eight thousand two hundred and thirty-eight euros (€8,238). 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, 2023

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 Board of Directors and the Joint Statutory Auditors, hereby approve the consolidated financial statements for the fiscal year ended December 31, 2023 as presented, as well as the transactions reflected in these financial statements or summarized in these Reports, showing a loss of one hundred and one million four hundred and twenty-eight thousand seven hundred and thirty-six euros and seven cents (- €101,428,736.07).

Third resolution – Appropriation of earnings for the fiscal year ended December 31, 2023

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 sixteen million eight hundred and sixty-seven thousand five hundred and forty-three euros and fifty-one cents (- €16,867,543.51) for the fiscal year ended December 31, 2023. After appropriation of this amount, the "accumulated deficit" will be accordingly increased from minus €219,942,088.28 to minus €236,809,631.79.



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.

Fourth resolution – Approval of Management Agreements entered into in the year ended December 31, 2023, pursuant to Articles L. 225-38 *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. 225-38 *et seq.* of the French Commercial Code, approve the Management Agreements entered into between Mr. Franck Grimaud and the Company, and between Mr. Frédéric Jacotot and the Company, in the year ended December 31, 2023, as well as well as the information relating to these agreements as set out in the said Statutory Auditors' Special Report.

Fifth resolution – Approval of the Sale and Purchase Agreement entered into between Blink Biomedical SAS and Valneva SE in the year ended December 31, 2023, pursuant to Articles L. 225-38 *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. 225-38 *et seq.* of the French Commercial Code, approve the Sale and Purchase Agreement entered into between Blink Biomedical SAS and Valneva SE in the year ended December 31, 2023, and the information relating to this agreement as set out in in the said Statutory Auditors' Special Report.

Sixth resolution – Approval of the Amended and Restated Agreement between Vital Meat SAS and Valneva SE for the year ending December 31, 2023, pursuant to articles L. 225-38 *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. 225-38 *et seq.* of the French Commercial Code, approve the Amended and Restated Agreement entered into between Vital Meat SAS and Valneva SE in the year ended December 31, 2023, and the information relating to this agreement as set out in in the said Statutory Auditors' Special Report.

Seventh resolution – Approval of indemnification agreements entered into in favor of corporate officers in the year ended December 31, 2023, pursuant to Articles L. 225-38 *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. 225-38 *et seq.* of the French Commercial Code, approve the indemnification agreements entered into between the Company and Ms. Dipal Patel and between the Company and Ms. Kathrin Jansen in the year ended December 31, 2023, and the information relating to these agreements as set out in in the said Statutory Auditors' Special Report.

Eighth resolution – Appointment of Ms. Danièle Guyot-Caparros as Director

The Shareholders, acting in accordance with the quorum and majority requirements applicable to Ordinary General Meetings, after having reviewed the Board of Directors' Report, appoint Ms. Danièle Guyot-Caparros as a Director of the Company for a three-year (3) term expiring at the end of the General Meeting called in 2027 to approve the financial statements of the fiscal year ending on December 31, 2026.

Ms. Danièle Guyot-Caparros has already accepted this directorship and has declared that she holds no



office in any other company in France that would prevent her from accepting this term of office.

Ninth resolution – Appointment of Deloitte & Associés as Statutory Auditors in charge of certifying sustainability information

The Shareholders, acting in accordance with the quorum and majority requirements applicable to Ordinary General Meetings, after having reviewed the Board of Directors' Report, appoint Deloitte & Associés, headquartered at 6 Place de la Pyramide, 92908 Paris La Défense Cedex (France), as Statutory Auditors in charge of certifying sustainability information.

Notwithstanding the provisions of Article L. 821-44 of the French Commercial Code and in accordance with Article 38 of Ordinance no. 2023-1142 of December 6, 2023 relating to the publication and certification of sustainability information and the environmental, social and corporate governance obligations of commercial companies, Deloitte & Associés is hereby appointed for the remainder of its term of office as Statutory Auditor of the Company's financial statements, i.e. until the close of the General Meeting to be called in 2025 to approve the financial statements for the fiscal year ending December 31, 2024.

Tenth resolution – Appointment of PricewaterhouseCoopers Audit as Statutory Auditors in charge of certifying sustainability information

The Shareholders, acting in accordance with the quorum and majority requirements applicable to Ordinary General Meetings, after having reviewed the Board of Directors' Report, appoint PricewaterhouseCoopers Audit, headquartered at 63 Rue de Villiers, 92200 Neuilly-sur-Seine (France), as Statutory Auditors in charge of certifying sustainability information.

Notwithstanding the provisions of Article L. 821-44 of the French Commercial Code and in accordance with Article 38 of Ordinance no. 2023-1142 of December 6, 2023 relating to the publication and certification of sustainability information and the environmental, social and corporate governance obligations of commercial companies, the term of office will be three (3) years, expiring at the close of the General Meeting to be called in 2027 to approve the financial statements for the fiscal year ending December 31, 2026.

Eleventh resolution - Approval of the compensation policy applicable to Mr. Thomas Lingelbach, CEO, for the fiscal year 2024

The Shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, after considering the Report by the Board of Directors on Corporate Governance which includes, in particular, the compensation policy for corporate officers established in accordance with Article L. 22-10-8 of the French Commercial Code, approve the compensation policy applicable to Mr. Thomas Lingelbach, for the fiscal year 2024, as provided in Section 2.6.1.1. of the Company's 2023 Universal Registration Document (in which said Report by the Board of Directors is incorporated).

Twelfth resolution – Approval of the compensation policy applicable to Mr. Franck Grimaud, Associate Managing Officer, for the fiscal year 2024

The Shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, after considering the Report by the Board of Directors on Corporate Governance which includes, in particular, the compensation policy for corporate officers established in accordance with Article L. 22-10-8 of the French Commercial Code, approve the compensation policy applicable to Mr. Franck Grimaud, Associate Managing Officer, for the fiscal year 2024, as provided in Section 2.6.1.1. of the Company's 2023 Universal Registration Document (in which said Report by the Board of Directors is incorporated).



Thirteenth resolution – Approval of the compensation policy applicable to Mr. Frédéric Jacotot, Associate Managing Officer, for the fiscal year 2024

The Shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, after considering the Report by the Board of Directors on Corporate Governance which includes, in particular, the compensation policy for corporate officers established in accordance with Article L. 22-10-8 of the French Commercial Code, approve the compensation policy applicable to Mr. Frédéric Jacotot, Associate Managing Officer, for the fiscal year 2024, as provided in Section 2.6.1.1. of the Company's 2023 Universal Registration Document (in which said Report by the Board of Directors is incorporated).

Fourteenth resolution – Approval of the compensation policy applicable to Mr. Juan Carlos Jaramillo, Associate Managing Officer, for the fiscal year 2024

The Shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, after considering the Report by the Board of Directors on Corporate Governance which includes, in particular, the compensation policy for corporate officers established in accordance with Article L. 22-10-8 of the French Commercial Code, approve the compensation policy applicable to Mr. Juan Carlos Jaramillo, Associate Managing Officer, for the fiscal year 2024, as provided in Section 2.6.1.1. of the Company's 2023 Universal Registration Document (in which said Report by the Board of Directors is incorporated).

Fifteenth resolution – Approval of the compensation policy applicable to Mr. Peter Bühler, Associate Managing Officer, for the fiscal year 2024

The Shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, after considering the Report by the Board of Directors on Corporate Governance which includes, in particular, the compensation policy for corporate officers established in accordance with Article L. 22-10-8 of the French Commercial Code, approve the compensation policy applicable to Mr. Peter Bühler, Associate Managing Officer, for the fiscal year 2024, as provided in Section 2.6.1.1. of the Company's 2023 Universal Registration Document (in which said Report by the Board of Directors is incorporated).

Sixteenth resolution – Approval of the compensation policy applicable to Ms. Dipal Patel, Associate Managing Officer, for the fiscal year 2024

The Shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, after considering the Report by the Board of Directors on Corporate Governance which includes, in particular, the compensation policy for corporate officers established in accordance with Article L. 22-10-8 of the French Commercial Code, approve the compensation policy applicable to Ms. Dipal Patel, Associate Managing Officer, for the fiscal year 2024, as provided in Section 2.6.1.1. of the Company's 2023 Universal Registration Document (in which said Report by the Board of Directors is incorporated).

Seventeenth resolution – Approval of the compensation policy applicable to the members of the Board of Directors for the fiscal year 2024

The Shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, after considering the Report by the Board of Directors on Corporate Governance, which includes, in particular, the compensation policy for corporate officers established in accordance with Article L. 22-10-8 of the French Commercial Code, approve the compensation policy applicable to the members of the Board of Directors (including its Chair), for the fiscal year 2024, as provided in Section 2.6.1.2. of the Company's 2023 Universal Registration Document (in which said Report by the Board of Directors is incorporated).



Eighteenth 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 (i) the Report by the Board of Directors on Corporate Governance (as incorporated in the Company's 2023 Universal Registration Document) which includes, in particular, the information referred to in Article L. 22-10-9, I of the French Commercial Code, and (ii) the amendment to this Report, dated May 7, 2024, approve such information as provided in Section 2.6 of the Company's 2023 Universal Registration Document (and in particular in Sections 2.6.2 and 2.6.3) and in the above-mentioned amendment.

Nineteenth 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, 2023, to Ms. Anne-Marie Graffin, Chair of the Board of Directors

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 Board of Directors on Corporate Governance, 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, 2023, to Ms. Anne-Marie Graffin, Chair of the Board of Directors, as provided in Section 2.6.2.1 of the Company's 2023 Universal Registration Document (in which said Report by the Board of Directors is incorporated).

Twentieth 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, 2023, to Mr. Thomas Lingelbach, CEO and former 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 Board of Directors on Corporate Governance, 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, 2023, to Mr. Thomas Lingelbach, CEO since December 20, 2023 (former Chair of the Management Board), as provided in Section 2.6.2.1 of the Company's 2023 Universal Registration Document (in which said Report by the Board of Directors is incorporated).

Twenty-first 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, 2023, to Mr. Franck Grimaud, Associate Managing Officer and former Management Board member

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 Board of Directors on Corporate Governance, 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, 2023, to Mr. Franck Grimaud, Associate Managing Officer since December 20, 2023 (former member of the Management Board), as provided in Section 2.6.2.1 of the Company's 2023 Universal Registration Document (in which said Report by the Board of Directors is incorporated).



Twenty-second 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, 2023, to Mr. Frédéric Jacotot, Associate Managing Officer and former Management Board member

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 (i) the Report by the Board of Directors on Corporate Governance (as incorporated in the Company's 2023 Universal Registration Document), which includes, in particular, the components referred to in Article L. 22-10-9 of the French Commercial Code, and (ii) the amendment to this Report, dated May 7, 2024, 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, 2023, to Mr. Frédéric Jacotot, Associate Managing Officer since December 20, 2023 (former member of the Management Board), as provided in Section 2.6.2.1 of the Company's 2023 Universal Registration Document and in the above-mentioned amendment (including the termination indemnity referred to in this amendment).

Twenty-third 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, 2023, to Mr. Juan Carlos Jaramillo, Associate Managing Officer and former Management Board member

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 Board of Directors on Corporate Governance, 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, 2023, to Mr. Juan Carlos Jaramillo, Associate Managing Officer since December 20, 2023 (former member of the Management Board), as provided in Section 2.6.2.1 of the Company's 2023 Universal Registration Document (in which said Report by the Board of Directors is incorporated).

Twenty-fourth 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, 2023, to Mr. Peter Bühler, Associate Managing Officer and former Management Board member

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 Board of Directors on Corporate Governance, 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, 2023, to Mr. Peter Bühler, Associate Managing Officer since December 20, 2023 (former member of the Management Board), as provided in Section 2.6.2.1 of the Company's 2023 Universal Registration Document (in which said Report by the Board of Directors is incorporated).

Twenty-fifth 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, 2023, to Ms. Dipal Patel, Associate Managing Officer and former Management Board member

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 Board of Directors on Corporate Governance, 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, 2023, to Ms. Dipal Patel, Associate Managing Officer since December 20, 2023 (former member of the Management Board), as provided in Section 2.6.2.1 of the Company's 2023 Universal Registration Document (in which said Report by the Board of Directors is incorporated).

Twenty-sixth 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, 2023, to Mr. Frédéric Grimaud, former 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 having reviewed the amendment to the Board of Directors' Report on Corporate Governance, dated May 7, 2024, and the information referred to in the "Additional compensation" paragraph in Section 2.6.1.2 of the Company's 2023 Universal Registration Document, 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, 2023, or awarded in respect of the same year (including any additional compensation to be paid during the fiscal year 2024), to Mr. Frédéric Grimaud, former Chair of the Supervisory Board (until December 20, 2023).

Twenty-seventh resolution – Authorization and powers to be given to the Board of Directors 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 Board of Directors' Report, authorize the Board, for a period of eighteen (18) months from this Meeting, 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 Commission Delegated Regulation (EU) 2016/1052 of March 8, 2016 supplementing 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 on the date of purchase, as adjusted based on corporate actions that might affect the share capital after adoption of this resolution, less treasury shares, at a price per share not exceeding fifteen euros (€15). 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 corporate 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 28 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 share capital by capitalizing reserves or allocating free shares, or in case of 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. 2021-01 of June 22, 2021 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 Board of Directors or the person acting on the authority of the Board shall determine;
- + cancel all or part of the acquired shares, subject to the Extraordinary General Meeting of shareholders approving resolution 28 authorizing the Board of Directors 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 corporate 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 forty million euros (€40,000,000).

The Shareholders grant all powers to the Board of Directors, 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 December 20, 2023.

Extraordinary resolutions

Twenty-eighth resolution – Authorization granted to the Board of Directors to cancel treasury shares

The Shareholders, acting in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings, after having reviewed the Board of Directors' Report and the Statutory Auditors' Report, authorize the Board of Directors, 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 adoption of this resolution, 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 27 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 December 20, 2023.

Twenty-ninth resolution – Grant of authority to the Board of Directors 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 requirements applicable to Extraordinary General Meetings, after having reviewed the Board of Directors' Report and the Statutory Auditors' Special Report, and after duly noting that the capital has been fully paid up:

- + decide to delegate to the Board of Directors, in accordance with the provisions of Article L. 225-129-2 of the French Commercial Code, with the option of subdelegation under the conditions laid down by law, for a 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 Board of Directors 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 Board of Directors 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 30, 31, 32, 33, 34 and 36 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 (3rd paragraph), L. 228-93 (6th paragraph) and L. 228-94 (3rd 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 Board of Directors, 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 Board of Directors 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 Board of Directors 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.

Thirtieth resolution – Grant of authority to the Board of Directors 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 requirements applicable to Extraordinary General Meetings, after having reviewed the Board of Directors' 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 Board of Directors, with the option of subdelegation under the conditions laid down by law, for a 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
 - 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 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 Board of Directors, 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 Board of Directors 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 Board of Directors 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 (3rd paragraph), L. 228-93 (6th paragraph) and L. 228-94 (3rd 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 29 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 Board of Directors, with the option of sub-delegation under the conditions laid down by law:
 - i. the issue price for the ordinary shares directly issued 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 (or currently the volume-weighted average price for the last three (3) trading days on the Euronext Paris regulated market preceding the start of the public offering, that may be reduced by a maximum discount of ten percent (10%), at the discretion of the Board of Directors, taking into account, if applicable, the date of dividend eligibility, 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 shall be such that the amount immediately received by the Company, increased, as applicable, by amounts it may subsequently receive as a result of the issue or conversion of these securities, 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, if no further limit is set by law or regulation,
 - the issue price for the ordinary shares issued directly will be at least equal to the volume-weighted average of the prices quoted for the shares over the three (3) trading days preceding the determination of the issue price, that may be reduced by a maximum discount of fifteen percent (15%), at the discretion of the Board of Directors, taking into account, if applicable, the date of dividend eligibility, it being specified that the issue price may not in any event be less than the par value of a Company share on the issue date of the shares concerned; and
 - the issue price of securities giving access to the capital shall be such that the amount immediately received by the Company, increased, as applicable, by amounts it may subsequently receive as a result of the issue or conversion of these securities, will be, for each share issued as a result of the issue of said securities, at least equal to the issue price defined in the preceding paragraph.
- + 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 Board of Directors 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;
 - 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 any rights, shares, securities and warrants created;
 - o 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;
 - 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 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 Board of Directors 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 – Grant of authority to the Board of Directors 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 requirements applicable to Extraordinary General Meetings, after having reviewed the Board of Directors' 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 Board of Directors, with the option of subdelegation under the conditions laid down by law, for a 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:
 - 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,

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 on the date of implementation of the delegation (*i.e.* currently, and for information only, twenty percent (20%) of the share capital per year), 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 Board of Directors, 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 other 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 (3rd paragraph), L. 228-93 (6th paragraph) and L. 228-94 (3rd 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 29 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 Board of Directors under the following conditions:
 - i. the issue price for ordinary 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 the Euronext Paris regulated market 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%), at the discretion of the Board of Directors), taking into account, if applicable, the date of dividend eligibility; and
 - ii. the issue price of securities giving access to the Company's capital shall be such that the amount immediately received by the Company, increased, as applicable, by amounts it may subsequently receive as a result of the issue or conversion of these securities, will be, for each ordinary share issued pursuant to the issuance of these securities, at least equal to the price defined in paragraph "i." above.
- + resolve that, if no further limit is set by law or regulation,
 - the issue price for the ordinary shares issued directly will be at least equal to the volume-weighted average of the prices quoted for the shares over the three (3) trading days preceding the determination of the issue price, that may be reduced by a maximum discount of fifteen percent (15%), at the discretion of the Board of Directors, taking into account, if applicable, the date of dividend eligibility, it being specified that the issue price may not in any event be less than the par value of a Company share on the issue date of the shares concerned; and
 - the issue price of securities giving access to the capital shall be such that the amount immediately received by the Company, increased, as applicable, by amounts it may subsequently receive as a result of the issue or conversion of these securities, will be, for each share issued as a result of the issue of said securities, at least equal to the issue



price defined in the preceding paragraph.

- + 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 Board of Directors 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 Board of Directors 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;
 - 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 outside the European Economic Area, of any rights, shares, securities and warrants created;
 - o 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;
 - 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 Board of Directors 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-second resolution – Grant of authority to the Board of Directors 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 quorum and majority requirements applicable to Extraordinary General Meetings, after having reviewed the Board of Directors’ Report and the Statutory Auditors’ Special Report, in accordance with Article L. 22-10-52 of the French Commercial Code:

- + authorize the Board of Directors, for each of the issues decided pursuant to the authorizations granted under resolutions 30 and/or 31 above and up to a limit of ten percent (10%) of the share capital per year (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), 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 of ordinary shares directly issued may not be less than the weighted average share price on the Euronext Paris regulated market over a period chosen by the Board of Directors of between three (3) and ninety (90) consecutive trading days preceding the determination of the issue price, possibly reduced, at the discretion of the Board of Directors, by a maximum discount of fifteen percent (15%), taking into account, if applicable, the date of dividend eligibility; and
 - ii. the issue price of the securities shall be such that the amount immediately received by the Company, increased, as applicable, by amounts it may subsequently receive as a result of the issue or conversion of these securities, 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 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 30, or, as the case may be, resolution 31 of this General Meeting and the general limit provided for in resolution 37;
- + 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 29 proposed to this General Meeting;
- + resolve, under the conditions provided for in resolution 30 or, as the case may be, resolution 31, that the Board of Directors 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.

Thirty-third resolution – Grant of authority to the Board of Directors 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 requirements applicable to Extraordinary General Meetings, after having reviewed the Board of Directors' 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 Board of Directors, with the option of subdelegation under the conditions laid down by law, for a 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:
 - 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 and/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/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, 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 Board of Directors, 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 the shareholders' preferential subscription rights to shares and other securities giving access to the Company's share capital under this resolution, and reserve 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.
- + resolve that if take-up for shares should fail to account for the entire issue of shares or securities as referred to above, the Board of Directors 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 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 (3rd paragraph), L. 228-93 (6th paragraph) and L. 228-94 (3rd 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 29 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 Board of Directors, with the option of sub-delegation under the conditions laid down by law:
 - i. the issue price of ordinary shares directly issued may not be less than the weighted average share price on the Euronext Paris regulated market over a period chosen by the Board of Directors of between three (3) and



- ninety (90) consecutive trading days preceding the determination of the issue price, possibly reduced, at the discretion of the Board of Directors, by a maximum discount of fifteen percent (15%), taking into account, if applicable, the date of dividend eligibility; and
- ii. the issue price of the securities shall be such that the amount immediately received by the Company, increased, as applicable, by amounts it may subsequently receive as a result of the issue or conversion of these securities, 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.
- + give the Board of Directors 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:
- 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;
 - 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;
 - determine the nature of the 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, shares to be issued and, if applicable, the conditions of their redemption;
 - charge all issue expenses incurred to premium;
 - allot securities by conversion, exchange, redemption or presentation of a warrant;
 - determine the procedures for adjusting the conditions of future access to the capital of the securities thus issued (including warrants), and suspend, where applicable, the exercise of the 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;
 - set the conditions for the free allocation and exercise of stand-alone warrants, and determine the terms and conditions of stock market purchases or offers to purchase or exchange securities or warrants to subscribe for or allocate equity securities, as well as the redemption of such 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;

- + resolves that, without the prior authorization of the Shareholders, this delegation of authority will be ineffective from the date of filing by a third party of a proposed public tender offer for the Company's shares, until the end of the offer period;
- + 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 Board of Directors 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-fourth resolution – Grant of authority to the Board of Directors 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 quorum and majority requirements applicable to Extraordinary General Meetings, after having reviewed the Board of Directors' 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 Board of Directors, for a period of twenty-six (26) months as from this General Meeting (except in respect of resolution 33 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 29, 30, 31 and 33, 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 37 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.

Thirty-fifth resolution – Grant of authority to the Board of Directors in order to increase the share capital through the capitalization of reserves, earnings or premium

The Shareholders, in accordance with the quorum and majority requirements applicable to Ordinary General Meetings, after having reviewed the Board of Directors' 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 Board of Directors, for a period of 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 Board of Directors 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 Board of Directors 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-sixth resolution – Grant of authority to the Board of Directors 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 quorum and majority requirements applicable to Extraordinary General Meetings, having reviewed the Board of Directors' 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 Board of Directors the power to proceed with the issuance of the instruments set out below, on the Board of Directors' sole decision, in one or several steps, when the Board of Directors 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 the ceiling provided for in Article L. 22-10-53 of the French Commercial Code (currently and for information only, ten percent (10%) of the 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 29 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 Board of Directors, 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 Board of Directors 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.



Thirty-seventh resolution – Maximum aggregate amount of capital increases

The Shareholders, in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings, after having reviewed the Board of Directors 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 29 to 36, 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 Board of Directors under resolutions 29 to 36 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 December 20, 2023.

Thirty-eighth resolution – Grant of authority to the Board of Directors 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 Board of Directors' 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 Board of Directors, 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 37 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 Board of Directors 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 Board of Directors 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 Board of Directors 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-ninth resolution - Amendment to Article 16.2 of the Articles of Association, to delete the reference to the impossibility for Directors to take part in deliberations relating to the approval of accounts by videoconference or other means of telecommunication

The Shareholders, acting in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings, after having reviewed the Board of Directors' Report:

- + resolve, in anticipation of current legislative changes, to amend the Company's Articles of Association to delete the reference to the impossibility for Directors to take part in deliberations relating to the approval of accounts by videoconference or other means of telecommunication; and consequently,
- + resolve to replace the entire 6th paragraph of Article 16.2 of the Company's Articles of Association with the following:

"In addition, the Board of Directors shall set internal rules which may provide that Directors who take part in Board meetings by videoconference or telecommunication means enabling them to be identified and guaranteeing their effective participation, the nature and conditions of application of which are determined by the legislative and regulatory provisions in force, are deemed to be present for the purposes of calculating the quorum and majority. However, for as long as prohibited by law, the use of videoconferencing or other means of telecommunication will not be applicable for the approval of the annual financial statements and, where applicable, the consolidated financial statements, as well as for the approval of the management report (including, where applicable, the Group management report)."

Fortieth resolution - Amendment to Article 37 of the Articles of Association, entitled "Shareholders' equity less than half the share capital", to bring it into line with statutory provisions

The Shareholders, acting in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings, after having reviewed the Board of Directors' Report:

- + resolve to amend the Company's Articles of Association to bring them into line with statutory provisions concerning the procedures for reconstituting shareholders' equity in the event of a loss of half the share capital; and consequently,
- + resolve to replace in its entirety Article 37 of the Company's Articles of Association, entitled "Shareholders' equity below half the share capital", with the following:

"ARTICLE 37 - SHAREHOLDERS' EQUITY LESS THAN HALF THE SHARE CAPITAL

If, as a result of losses recorded in the accounting records, the Company's shareholder equity falls below half of the share capital, the Board of Directors is required, within four months of approval of the financial statements showing the loss, to convene an Extraordinary General Meeting to decide whether to dissolve the Company early.

If the Company is not dissolved, it is required, no later than the end of the second fiscal year following



the year in which the losses were recognized, to restore its shareholders' equity to a value at least equal to half of the share capital or, subject to Article L. 224-2 of the French Commercial Code, to reduce its share capital by the amount necessary to bring the value of its shareholders' equity to at least half of its amount.

In both cases, the resolution adopted by the General Meeting is published in accordance with regulatory requirements.

If, before the deadline referred to in the second paragraph of this article, shareholders' equity has not been reconstituted to a value at least equal to half of the share capital, even though the Company's share capital exceeds a threshold set by decree by the Conseil d'État in relation to the size of its balance sheet, the Company is required, no later than the end of the second fiscal year following this deadline, to reduce its share capital, subject to article L. 224-2 of the French Commercial Code, to a value less than or equal to this threshold.

When, in application of the fourth paragraph of this article, the Company has reduced its share capital without reconstituting its shareholders' equity, and subsequently carries out a capital increase, it must comply with the provisions of the same fourth paragraph before the end of the second fiscal year following the year in which the increase took place.

In the event of failure to convene a General Meeting, or if the Meeting is unable to deliberate validly on final notice, any interested party may apply to the courts for the Company to be wound up. The same applies if the provisions of the fourth paragraph have not been applied. In all cases, the court may grant the Company a maximum period of six months to regularize the situation. It may not order the dissolution of the Company if, on the day it rules on the merits of the case, the situation has been regularized.

The provisions of this article do not apply to companies in safeguard or receivership proceedings or benefiting from a safeguard or receivership plan."

Ordinary resolution

Forty-first resolution - Powers for formalities

The Shareholders, acting in accordance with the quorum and majority requirements applicable to Ordinary General Meetings, grant all powers to the holder of an original copy, an excerpt or a copy of the minutes of this General Meeting certified as authentic, to carry out all necessary processes, filings and formalities or as required by operation of law.