

**AMPLITUDE SURGICAL**  
A French *société anonyme* with a share capital of € 478.048,41  
Registered office: 11, Cours Jacques Offenbach, 26000 Valence  
533 149 688 R.C.S Romans

**TEXT OF THE DRAFT RESOLUTIONS SUBMITTED TO THE ORDINARY AND  
EXTRAORDINARY SHAREHOLDERS' MEETING OF 20 DECEMBER 2018**

**I Resolutions submitted to the Ordinary Shareholders' Meeting**

**FIRST RESOLUTION**

*(Approval of the annual financial statements for the financial year ended 30 June 2018)*

The Shareholders' Meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the reports of the Board of Directors and of the statutory auditors on the annual financial statements for the financial year ended 30 June 2018,

Approved the annual financial statements, *i.e.*, the balance sheet, the income statement and the notes thereto, for the financial year ended 30 June 2018, as presented to it, as well as the transactions reflected in such financial statements and summarized in these reports.

The annual financial statements show a profit/loss of € 4,896,946.67.

For the financial year ending 30 June 2018, the Company did not incur any expenses referred under article 223 quinquies of the French General Tax Code.

**SECOND RESOLUTION**

*(Approval of the consolidated financial statements for the financial year ended 30 June 2018)*

The Shareholders' Meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the reports of the Board of Directors and of the statutory auditors on the consolidated financial statements for the financial year ended 30 June 2018,

Approved the consolidated financial statements, *i.e.*, the balance sheet, the income statement and the notes thereto, for the financial year ended 30 June 2018, as presented to it, as well as the transactions reflected in such financial statements and summarized in these reports.

The consolidated financial statements show a loss of € 9,592 thousands.

**THIRD RESOLUTION**

*(Allocation of profit for the financial year ended 30 June 2018)*

The Shareholders' Meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the report of the Board of Directors,

Decided to allocate the profits for the year ended 30 June 2018, which amounted a loss of € 4,896,946.67 as follows:

Origin of the amounts to be allocated:

Profits from the financial year 2018 loss ..... € 4,896,946.67

Previous carry forward at 30 June 2017..... € 29,474,927.50

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**Total.. ..... € 34,371,874.17**

Allocation:

The totality to the carry forward account (loss)..... € 34,371,874.17

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**Total..... € 34,371,874.17**

The Shareholders' Meeting decides that no dividend will be distributed for the financial year ended 30 June 2018 and acknowledge that no dividend has been paid in respect of the last three years.

**FOURTH RESOLUTION**

*(Authorization of related-party agreements referred to in articles L.225-38 and seq. of the French Commercial Code)*

The Shareholders' Meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the report of the Board of Directors and the statutory auditors' special report on related-party transactions governed by articles L.225-38 and seq. of the French Commercial Code,

Observed that no related party agreements have been entered into during the financial year ended 30 June 2018 and acknowledged the information relating to the agreement entered into and the commitment undertaken during the previous financial year and continued during the financial year ended 30 June 2018 and which are mentioned in the auditor's special report on related-party transactions governed by articles L. 225-38 and seq. of the French Commercial Code.

**FIFTH RESOLUTION**

*(Approval of the principles and criteria for determination, breakdown and allocation of the fixed, variable and exceptional elements of the total compensation and benefits of any kind attributable to the Chairman and the Chief Executive Officer for financial year 2018/2019)*

The Shareholders' Meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed Chapter 3 of the Company's *document de référence* for the financial year ended 30 June 2018, which constitutes the corporate governance report in accordance with Articles L. 225-37 and L. 225-37-2 of the French Commercial Code, and more particularly Section 3.2.3 "Compensation policy applicable to executive corporate officers for the 2018/2019 financial year subject to shareholder approval (Article L. 225-37-2 of the French Commercial Code)",

Approved the principles and criteria for determination, breakdown and allocation of the fixed, variable and exceptional elements of the total compensation and benefits of any kind attributable to the Chairman and the Chief Executive Officer for its term of office of the financial year 2018/2019, as detailed in the said *document de référence*.

## **SIXTH RESOLUTION**

***(Approval of the fixed, variable and exceptional elements of the total compensation and benefits of any kind due or granted to Mr. Olivier Jallabert, Chairman and Chief Executive Officer for financial year 2017/2018)***

The Shareholders' Meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed Chapter 3 of the Company's *document de référence* for the financial year ended 30 June 2018, which constitutes the corporate governance report in accordance with Articles L. 225-37 and L. 225-37-2 of the French Commercial Code, and more particularly Section 3.2.4 "Fixed, variable and exceptional elements of the total compensation and benefits of any kind due or granted to the Chairman and the Chief Executive Officer for the 2017/2018 financial year and submitted for shareholder approval (Article L. 225-100 of the French Commercial Code),

Approved the fixed, variable and exceptional elements of the total compensation and benefits of any kind due or granted for the financial year ended 30 June 2018 to Olivier Jallabert, Chairman and Chief Executive Officer, as presented in section 3 of the Company's *document de référence* for the financial year ended 30 June 2018 in Section 3.2.4 "Fixed, variable and exceptional elements of the total compensation and benefits of any kind due or granted to the Chairman and Chief Executive Officer for the 2017/2018 financial year and subject to shareholders approval (Article L. 225-100 of the French Commercial Code)".

## **SEVENTH RESOLUTION**

***(Approval of the commitment referred to in Article L. 225-42-1 of the French Commercial Code relating to the termination indemnity of Mr Olivier Jallabert, in his capacity of Chairman and Chief Executive Officer)***

The Shareholders' Meeting, deciding under the quorum and majority conditions required for ordinary shareholders' meetings,

After having reviewed the report of the Board of Directors and the special report of the statutory auditors with respect to the commitments referred to in Article L. 225-42-1 of the French Commercial Code, deciding on this special report:

1. acknowledged the decision of the Board of Directors of 16 October 2018 to renew the term of office of Olivier Jallabert as Chairman and Chief Executive Officer, in the event that his term of office as Director is renewed by this Shareholders' Meeting;
2. acknowledged the decision of the Board of Directors of 16 October 2018 to approve the party-related commitment referred to in Article L. 225-42-1 of the French Commercial Code, made by the Company to Olivier Jallabert upon the renewal of the term of office of Chairman and Chief Executive Officer of Olivier Jallabert; and
3. approved, in accordance with the provisions of Article L. 225-42-1 of the French Commercial Code, the commitment made by the Company to Olivier Jallabert, Chairman and Chief Executive Officer, corresponding to a severance payment.

## **EIGHTH RESOLUTION**

***(Approval of the party-related agreements establishing the basic pension plan (known as "Article 83") and the additional pension plan with contributions of Mr Olivier Jallabert, in his capacity as Chairman and Chief Executive Officer)***

The Shareholders' Meeting, deciding under the quorum and majority conditions required for ordinary shareholders' meetings,

After having reviewed the report of the Board of Directors and the special report of the statutory auditors on party-related agreements and commitments referred to in Articles L. 225-38 et seq. of the French Commercial Code:

1. acknowledged the decision of the Board of Directors of 16 October 2018 to renew the term of office of Olivier Jallabert as Chairman and Chief Executive Officer, in the event that his term of office as Director is renewed by this Shareholders' Meeting;
2. acknowledged the decision of the Board of Directors of 16 October to approve, in accordance with the provisions of Article L. 225-38 of the French Commercial Code, the party-related agreements relating to basic ("Article 83") and supplementary pension plans for the benefit of Olivier Jallabert on the occasion of the renewal of the term of office of Chairman and Chief Executive Officer of Olivier Jallabert; and
3. approved, in accordance with the provisions of Article L. 225-38 of the French Commercial Code, the commitments made by the Company to Olivier Jallabert, Chairman and Chief Executive Officer, corresponding to the basic ("Article 83") and additional pension plans.

#### **NINTH RESOLUTION**

##### ***(Renewal of the term of office of Mr. Olivier Jallabert as a director)***

The Shareholders' Meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the report of the Board of Directors, in accordance with Article L. 225-18 of the French Commercial Code:

1. acknowledged the end of Olivier Jallabert's term of office as director at the end of this Shareholders' Meeting; and
2. decided to renew, with effect from the end of this Shareholders' Meeting, the term of office of Olivier Jallabert as a director for a period of four years, which will expire at the end of the ordinary shareholders' meeting called to approve the financial statements for the financial year ending 30 June 2022.

Mr Oliver Jallabert has had indicated in advance that he would accept the renewal of his term of office and that he does not hold any office and is not subject to any measure likely to prevent him from exercising it.

#### **TENTH RESOLUTION**

##### ***(Renewal of the term of office of Apax Partners as a director)***

The Shareholders' Meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the report of the Board of Directors, in accordance with Article L. 225-18 of the French Commercial Code:

1. acknowledged the end of Apax Partners' term of office as director at the end of this Shareholders' Meeting; and
2. decided to renew, with effect from the end of this Shareholders' Meeting, the term of office of Apax Partner as a director for a period of four years, which will expire at the end of the ordinary shareholders' meeting called to approve the financial statements for the financial year ending 30 June 2022.

Apax Partners, represented by Mrs. Annick Bitoun, has had indicated in advance that he would accept the renewal of his term of office and that he does not hold any office and is not subject to any measure likely to prevent him from exercising it.

## **ELEVENTH RESOLUTION**

### ***(Renewal of the term of office of Mr. Bertrand Pivin as a director)***

The Shareholders' Meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the report of the Board of Directors, in accordance with Article L. 225-18 of the French Commercial Code:

1. acknowledged the end of Mr. Bertrand Pivin's term of office as director at the end of this Shareholders' Meeting; and
2. decided to renew, with effect from the end of this Shareholders' Meeting, the term of office of Mr. Bertrand Pivin as a director for a period of four years, which will expire at the end of the ordinary shareholders' meeting called to approve the financial statements for the financial year ending 30 June 2022.

Mr. Bertrand Pivin has had indicated in advance that he would accept the renewal of his term of office and that he does not hold any office and is not subject to any measure likely to prevent him from exercising it.

## **TWELFTH RESOLUTION**

### ***(Renewal of the term of office of Mr. Daniel Caille as a director)***

The Shareholders' Meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the report of the Board of Directors, in accordance with Article L. 225-18 of the French Commercial Code:

1. acknowledged the end of Mr. Daniel Caille term of office as director at the end of this Shareholders' Meeting; and
2. decided to renew, with effect from the end of this Shareholders' Meeting, the term of office of Mr. Daniel Caille as a director for a period of four years, which will expire at the end of the ordinary shareholders' meeting called to approve the financial statements for the financial year ending 30 June 2022.

Mr. Daniel Caille has had indicated in advance that he would accept the renewal of his term of office and that he does not hold any office and is not subject to any measure likely to prevent him from exercising it.

## **THIRTEENTH RESOLUTION**

### ***(Authorization to be granted to the Board of Directors to carry out transactions on the Company's shares)***

The Shareholders' Meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,

Having reviewed the report of the Board of Directors,

Decided to authorize the Board of Directors, with the option to sub-delegate such authorization, in accordance with the provisions of article L.225-209 of the French Commercial Code, of articles 241-1 to 241-7 of the General Regulations of the French financial markets authority (the "AMF") and of the European regulation relating to market abuse, to purchase or cause to be purchased shares of the Company, in order of highest to lowest priority, with a view to:

- ensuring liquidity and activity in the market for the shares of the Company through an investment services provider, acting independently within the framework of a liquidity agreement and in

accordance with a market ethics charter acknowledged by the AMF, pursuant to market practice accepted by the AMF;

- satisfying the obligations arising out of allocations of stock options, allocations of free shares or any other granting, allocation or sale of shares to the employees or the corporate officers of the Company or of an associated enterprise and carrying out any hedging operation relating to such transactions, in accordance with the conditions set forth by the market authorities and at such times that the Board of Directors or any person acting upon the authority of the Board of Directors implements such actions;
- ensuring the coverage of the undertakings of the Company under rights with a settlement in cash and relating to the positive evolution of the trading price of the share of the Company granted to the employees or the corporate officers of the Company or of an associated enterprise;
- retaining shares and delivering shares further to an exchange or as a consideration in the context of external growth transactions, in accordance with acknowledged market practices and applicable regulations;
- granting shares in connection with the exercise of rights attached to securities conferring access by any means, immediately or in the future, to shares of the Company;
- canceling all or part of the shares so repurchased, in accordance with applicable laws and subject to an authorization being granted by the extraordinary shareholders' meeting; and
- any other action that is or will become permitted by French law or the AMF or any purpose that may comply with the applicable regulations.

The acquisition, sale or transfer of the shares shall be carried out or paid by any means, on the market or over the counter, including through transactions involving blocks of securities or takeover bids, option mechanisms, derivatives, purchase of options or of securities in conformity with the applicable regulatory conditions. The portion of the plan carried out through transactions involving blocks of shares may reach the total amount of the share repurchase plan.

This authorization shall be implemented pursuant to the following conditions:

- the maximum number of shares that the Company may purchase under this resolution shall not exceed 10% of the shares making up the share capital as at the date of completion of the repurchase of the shares of the Company;
- the number of shares acquired by the Company in view of holding them for subsequent payment or exchange in a merger, spin-off or contribution may not exceed 5% of the Company's share capital;
- the total maximum amount allocated to the repurchase of the shares of the Company shall not exceed € 40 million;
- the maximum purchase price per share of the Company has been set at € 10, it being specified that in the event of transactions on the share capital, in particular by way of incorporation of reserves and allocation of free shares, division or grouping of shares, this maximum purchase price shall be adjusted accordingly by using a multiplying factor equal to the ratio between the number of shares making up the share capital prior to the relevant transaction, and the number of shares further to such transaction; and
- the shares owned by the Company shall not represent at any time more than 10% of its share capital.

The shares repurchased and retained by the Company will be deprived of voting rights and will not give right to the payment of dividends.

Full powers were granted to the Board of Directors, with the option to delegate such powers to any person so authorized in accordance with the legislative and regulatory provisions, to achieve this share repurchase program of the Company's shares, and in particular to give any stock exchange orders, enter into any agreement for the keeping of the purchase and sale registers, make any disclosures to the AMF and any other authorities,

prepare any documents, in particular information documentation, allocate and, as the case may be, reallocate, subject to the conditions provided by the law, the shares acquired for the various purposes envisaged, carry out any formalities and, more generally, do as necessary.

This authorization is granted for a term of 18 months as from the date of this Shareholders' Meeting.

This authorization shall cancel, to the extent of the unused portion, and supersede the authorization granted by the eighth resolution of the ordinary shareholders' meeting of the Company of 24 November 2018.

The Board of Directors will, every year, inform the shareholders' meeting of the operations carried out pursuant to this resolution, in compliance with article L. 225-211 of the French Commercial Code.

## **II. Resolutions submitted to the Extraordinary Shareholders' Meeting**

### **FOURTEENTH RESOLUTION**

*(Authorization to be granted to the Board of Directors to carry out a share capital decrease by cancellation of shares)*

The Shareholders' Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings,

Having reviewed the report of the Board of Directors and the Statutory Auditors' special report,

Authorized the Board of Directors to reduce the share capital, with the option to delegate such powers to any person so authorized in accordance with the legislative and regulatory provisions, in one or several occurrences, in the proportions and at the times that it shall deem appropriate, by cancellation of all or part of the Company's shares acquired pursuant to any share repurchase programs authorized by the shareholders' meeting, within the limits of 10% of the share capital of the Company as at the date of the cancellation per period of 24 months, in accordance with the provisions of articles L. 225-209 and seq. of the French Commercial Code.

This authorization is granted for a term of 18 months as from the date of this Shareholders' Meeting.

Full powers were granted to the Board of Directors, with the power to delegate such powers in accordance with the legislative and regulatory provisions, in order to:

- reduce the share capital by cancellation of shares;
- determine the final amount of the share capital decrease;
- determine the terms and conditions thereof and acknowledge its completion;
- deduct the difference between the book value of the cancelled shares and their nominal amount from any available reserve and premium accounts;
- and, in general, do as necessary for the proper performance of this authorization, amend the by-laws accordingly and carry out any required formalities.

This authorization shall cancel and supersede any prior authorization with the same purpose.

## **FIFTEENTH RESOLUTION**

*(Delegation of authority to be granted to the Board of Directors in order to decide upon the issuance, with upholding of the shareholders' preferential subscription right, of ordinary shares or of securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued)*

The Shareholders' Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings,

Having reviewed the report of the Board of Directors and the statutory auditors' special report, having acknowledged that the share capital has been fully paid-up, and deciding in accordance with the provisions of article L. 225-129 and seq. of the French Commercial Code, in particular articles L. 225-129-2, L. 225-132, L. 225-133 and L. 225-134, and the provisions of article L. 228-91 and seq. of the French Commercial Code:

1. Delegated its authority to the Board of Directors, with the option to delegate such powers to any duly empowered person in accordance with the legislative and regulatory provisions, to decide the issuance, in one or several occurrences, to the extent and at the times that it deems appropriate, both in France and abroad, in euros, foreign currencies or units determined by reference to several currencies, of (i) ordinary shares, or (ii) securities that are equity securities giving access, immediately or in the future, to other equity securities of the Company or of a company of which the Company holds, directly or indirectly, at least 50% of the share capital, or giving right, immediately or in the future, to the allocation of debt securities, or (iii) securities giving access, immediately or in the future, to equity securities to be issued of the Company or of a company of which the Company holds, directly or indirectly, at least 50% of the share capital, which may be subscribed in cash, including by offsetting due and payable receivables, or partly in cash and partly by capitalization of reserves, profits or issuance premiums;
2. Decided that this delegation of authority expressly excludes any issuance of preferred shares and of securities conferring access by any means, immediately or in the future, to preferred shares;
3. Decided that the maximum nominal amount of the share capital increases to be carried out, immediately or in the future, pursuant to this resolution shall be € 600,000, it being specified that:
  - the global maximum nominal amount of the share capital increases that may be carried out pursuant to this delegation, as well as under the sixteenth to twenty-second resolutions submitted to this Shareholders' Meeting, may not exceed this global amount of € 600,000; and
  - this global cap may be complemented, as the case may be, by the nominal amount of the ordinary shares to be issued in order to maintain the rights of the holders of securities or other rights giving access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions providing for other cases of adjustment;
4. Decided that the nominal amount of debt securities that may be issued pursuant to this delegation may not exceed € 300,000,000 or the equivalent value in euros as at the date of issuance, it being specified that:
  - the amount of all the debt securities, the issuance of which may be carried out pursuant to this resolution as well as under the sixteenth to twenty-second resolutions submitted to this Shareholders' Meeting may not exceed this global amount of € 300,000,000;
  - this cap does not apply to debt securities the issuance of which may be decided or authorized by the Board of Directors pursuant to article L. 228-40 of the French Commercial Code nor to the other debt securities referred to under articles L. 228-92 last paragraph, L. 228-93 last paragraph and L. 228-94 last paragraph of the French Commercial Code;
  - this cap shall be increased, if necessary, by any redemption premium in excess of the par value;
5. Decided that, in accordance with the legal and regulatory provisions and the conditions set by the Board of Directors, the shareholders shall have, in proportion to the number of shares they own, a



preferential subscription right on an irreducible basis in respect of the ordinary shares, of the securities that are equity securities giving access to other equity securities of the Company or giving right to the allocation of debt securities as well as of the securities giving access to equity securities to be issued, issued pursuant to this delegation of authority. The Board of Directors may establish a preferential subscription right on a reducible basis to the benefit of the shareholders, which shall be exercised in proportion to their rights and, in any case, to the extent of their applications.

If the subscriptions on an irreducible basis and, as the case may be, on a reducible basis, do not result in the full subscription of an issuance of shares, of securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, as well as of securities giving access to equity securities to be issued of the Company, decided pursuant to this delegation of authority, the Board of Directors may use, in the order that it deems appropriate, one or several of the options provided by article L. 225-134 of the French Commercial Code, i.e.:

- limit, as the case may be, the issuance to the amount subscribed, subject to the reaching by the said issuance of at least three-fourths of the issuance initially decided;
  - freely distribute all or part of the unsubscribed securities among any persons at its discretion; or
  - offer to the public all or part of the unsubscribed shares;
6. Acknowledged that this delegation of authority automatically implies cancellation by the shareholders, to the benefit of the holders of securities conferring access to the share capital of the Company, of their preferential subscription right in respect of the ordinary shares of the Company that such securities may be entitled to;
7. Decided that the issuances of share subscription warrants (*bons de souscription d'actions*) of the Company may be carried out either by subscription in cash under the terms set forth above, or by allocation free of charge to the owners of the existing shares;

In case of allocation free of charge of individual subscription warrants (*bons autonomes de souscription*), the Board of Directors will have the option to decide that the fractional allocation rights are not tradable, and that the relevant securities will be sold;

8. Decided that the Board of Directors will have full powers, with the option to sub-delegate such powers to any duly empowered person in accordance with the legislative and regulatory provisions, to perform this delegation of authority, *inter alia* for the purposes of:
- deciding the issuance of the securities and determining the terms and conditions of any issuance, including the amount, the dates, the issuance price, the way they shall be paid-up, their dividend entitlement date (with a retroactive dividend entitlement date, where applicable), the terms under which the securities issued pursuant to this delegation will give right to equity securities of the Company;
  - determining the nature, the number and the characteristics of the securities to be issued (including, where applicable, rights to conversion, exchange, redemption, including through the delivery of assets of the Company, attached to the shares or securities giving access to the share capital to be issued) and, if the securities to be issued consist in or are associated with debt securities, their term (fixed or open-ended), whether they are subordinated or not (and, where applicable, their subordination ranking), their remuneration, the compulsory or optional events of suspension or non-payment of interest, the ability to reduce or increase the nominal amount of the securities and other terms of issuance (including the fact of granting guarantees or security thereon) and of redemption (including redemption by delivery of assets of the Company); modifying, during the term of the relevant securities, the characteristics described above, in accordance with applicable formalities;
  - determining the terms under which the Company will have the option, as the case may be, to purchase or exchange on the market, at any time or during specific time periods, the securities issued or to be issued immediately or in the future, with the purpose of canceling such securities or not, taking into account the applicable legislative and regulatory provisions;

- provide for the ability to potentially suspend the exercise of the rights attached to these securities in accordance with legislative and regulatory provisions;
  - determining and implementing any adjustments aiming at taking into account the impact of transactions on the share capital of the Company, and determining any other modalities allowing to maintain, as the case may be, the rights of the holders of securities or other rights giving access to the share capital;
  - at its sole option, charging the expenses of the share capital increase against the amount of the relevant premiums and deducting from such amount the necessary amounts for the legal reserve; and
  - taking all appropriate actions and entering into any agreements in view of the performance of this delegation of powers, in particular in view of the proper performance of the contemplated issuances, acknowledging their completion and amend the by-laws accordingly, and carrying out any appropriate formalities and declarations for the issuance, listing and financial servicing of the securities issued pursuant to this delegation and for the exercise of the rights attached thereto, and applying for any necessary authorizations for the completion and proper performance of these issuances;
9. Decided that this delegation of powers is granted for a term of 26 months as from the date of this Shareholders' Meeting.
10. Decided that this delegation of powers shall cancel and supersede any previous delegation of powers having the same purpose, as regards the unused portion of these delegations

#### **SIXTEENTH RESOLUTION**

***(Delegation of authority to be granted to the Board of Directors in order to decide upon the issuance, with cancellation of the shareholders' preferential subscription right, by way of a public offering, of ordinary shares or of securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued)***

The Shareholders' Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings,

Having reviewed the report of the Board of Directors and the statutory auditors' special report, having acknowledged that the share capital has been fully paid-up, and deciding in accordance with the provisions of article L. 225-129 and seq. of the French Commercial Code, in particular articles L. 225-129-2, L. 225-135 and L. 225-136, the provisions of article L. 225-148 of the French Commercial Code, and the provisions of articles L. 228-91 and seq. of the French Commercial Code:

1. Delegated its authority to the Board of Directors, with the option to sub-delegate such powers to any duly empowered person in accordance with legislative and regulatory provisions, to decide the issuance, by way of public offering as defined at articles L.411-1 and seq. of the French Monetary and Financial Code, including by way of an offer including a public offering, in one or several stages, to the extent and at the times that it deems appropriate, both in France and abroad, in euros, foreign currencies or units determined by reference to several currencies, of (i) ordinary shares, or (ii) securities that are equity securities giving access, immediately or in the future, to other equity securities of the Company or of a company of which the Company holds, directly or indirectly, at least 50% of the share capital, or giving right, immediately or in the future, to the allocation of debt securities, or (iii) securities giving access, immediately or in the future, to equity securities to be issued of the Company or of a company of which the Company holds, directly or indirectly, at least 50% of the share capital, which may be subscribed in cash, including by offsetting due and payable receivables;
2. Decided that this delegation of authority expressly excludes any issuance of preferred shares and of securities conferring access by any means, immediately or in the future, to preferred shares;
3. Decided that the maximum nominal amount of the share capital increases to be carried out, immediately and/or in the future, pursuant to this resolution shall be € 250,000, it being specified that:

- the nominal amount of the share capital increases that may be carried out pursuant to this delegation shall be deducted from the global nominal cap of € 600,000 determined by the fifteenth resolution above;
  - the nominal amount of the share capital increases that may be carried out pursuant to this delegation and to the seventeenth, twentieth and twenty-first resolutions shall be deducted from this cap of € 250,000;
  - this global cap may be complemented, as the case may be, by the nominal amount of the ordinary shares to be issued in order to maintain the rights of the holders of securities or other rights conferring access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions providing for other cases of adjustment;
4. Decided that the nominal amount of debt securities that may be issued pursuant to this delegation may not exceed € 150,000,000 or the equivalent value in euros as at the date of issuance, it being specified that:
- this cap shall be increased, if necessary, by any redemption premium in excess of the par value;
  - this cap does not apply to debt securities the issuance of which may be decided or authorized by the Board of Directors pursuant to article L.228-40 of the French Commercial Code nor to the other debt securities referred to under articles L.228-92 last paragraph, L.228-93 last paragraph and L.228-94 last paragraph of the French Commercial Code; and
  - this amount shall be deducted from the global cap of € 300,000,000 for the issuance of debt securities determined by the fifteenth resolution above;
5. Decided to cancel the preferential subscription right of the shareholders in respect of the securities which may be issued pursuant to this delegation, and that the Board of Directors shall nevertheless be left with the option to establish, to the benefit of the shareholders, a right of priority on an irreducible basis and/or on a reducible basis which does not entitle to the creation of tradable rights, pursuant to the provisions of article L. 225-135 of the French Commercial Code;
6. Acknowledged that this delegation of powers implies a cancellation by the shareholders of their preferential right to subscribe for the equity securities of the Company to which the securities that may be issued pursuant to this delegation give right;
7. Decided that, without prejudice to the terms of the nineteenth resolution below:
- the issuance price of the new shares issued shall be determined in accordance with the applicable legal and regulatory provisions on the date of issuance (at the date of this meeting, the average weighted trading price of the Company's shares over the last three trading days on the regulated market of Euronext in Paris prior to the determination of such price, reduced, as the case may be, by a maximum discount of 5%);
  - the issuance price of the securities giving access to the share capital of the Company shall be determined so that the amount immediately received by the Company, plus, as the case may be, any amount that may be received by the Company in the future, be at least equal, for each share issued as a result of the issuance of such securities, to the issuance price determined in the paragraph above;
8. Decided that, if subscriptions of shareholders and of the public do not result in the full subscription of an issuance of shares or securities giving access to the share capital as defined above, the Board of Directors may use, in the order that it deems appropriate, one or more of the following options:
- limit, where appropriate, the issuance to the amount subscribed, subject to said issuance reaching at least three-fourths of the issuance initially decided;
  - freely allot all or part of the unsubscribed securities among any persons at its discretion; or

- offer to the public all or part of the unsubscribed shares;
9. Decided that the Board of Directors may use this delegation in consideration of the shares brought to a public exchange offer initiated by the Company on its own shares or the shares of another company, within the limits and under the conditions set forth under article L.225-148 of the French Commercial Code;
10. Decided that the Board of Directors shall have full powers, with the option to delegate such powers to any duly empowered person in accordance with the legal and regulatory provisions, to perform this delegation of authority, inter alia for the purposes of:
- deciding the issuance of the securities and determining the terms and conditions of any issuance, including the amount, the dates, the issuance price, the way they shall be paid-up, their dividend entitlement date (with a retroactive dividend entitlement date, where applicable), the terms under which the securities issued pursuant to this delegation will give right to equity securities of the Company;
  - determining the nature, the number and the characteristics of the securities to be issued (including, where applicable, rights to conversion, exchange, redemption, including through the delivery of assets of the Company, attached to the shares or securities giving access to the share capital to be issued) and, if the securities to be issued consist in or are associated with debt securities, their term (fixed or open-ended), whether they are subordinated or not (and, where applicable, their subordination ranking), their remuneration, the compulsory or optional events of suspension or non-payment of interest, the ability to reduce or increase the nominal amount of the securities and other terms of issuance (including the fact of granting guarantees or security thereon) and of redemption (including redemption by delivery of assets of the Company); modifying, during the term of the relevant securities, the characteristics described above, in accordance with applicable formalities;
  - determining the terms under which the Company will have the option, where applicable, to purchase or exchange on the market, at any time or during specific time periods, the securities issued or to be issued immediately or in the future, with the purpose of canceling such securities or not, taking into account the applicable legal and regulatory provisions;
  - provide for the ability to potentially suspend the exercise of the rights attached to these securities in accordance with legislative and regulatory provisions;
  - determining and implementing any adjustments aiming at taking into account the impact of transactions on the share capital of the Company, and determining any other modalities allowing to maintain, as the case may be, the rights of the holders of securities or other rights giving access to the share capital;
  - in case of issuance of securities in consideration of securities brought to a public exchange offer, determining the exchange ratio and, if applicable, the amount of the cash adjustment (*soulte*) to be paid, it being specified that the price determination modalities set for under paragraph 7 of this resolution shall not apply, acknowledging the number of shares contributed to the exchange, and determining the issuance modalities;
  - at its sole option, charging the expenses of the share capital increase against the amount of the relevant premiums and deducting from such amount the necessary amounts for the legal reserve; and
  - taking all appropriate actions and entering into any agreements in view of the performance of this delegation of powers, in particular in view of the proper performance of the contemplated issuances, acknowledging their completion and amend the by-laws accordingly, and carrying out any appropriate formalities and declarations for the issuance, listing and financial servicing of the securities issued pursuant to this delegation and for the exercise of the rights attached thereto, and applying for any necessary authorizations for the completion and proper performance of these issuances;

11. Decided that this delegation of powers is granted for a term of 26 months as from the date of this Shareholders' Meeting;
12. Decided that this delegation of powers shall cancel and supersede any previous delegation of powers having the same purpose, as regards the unused portion of these delegations.

#### **SEVENTEENTH RESOLUTION**

***(Delegation of authority to be granted to the Board of Directors in order to decide upon the issuance, with cancellation of the shareholders' preferential subscription right, by way of an offering as defined in article L. 411-2 II of the French Monetary and Financial Code, of ordinary shares or of securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued)***

The Shareholders' Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings,

Having reviewed the report of the Board of Directors and the statutory auditors' special report, having acknowledged that the share capital has been fully paid-up, and deciding in accordance with the provisions of article L. 225-129 and seq. of the French Commercial Code, in particular articles L. 225-129-2, L. 225-135, L. 225-136 and the provisions of articles L. 228-91 and seq. of the French Commercial Code:

1. Delegated its authority to the Board of Directors, with the option to delegate such powers to any duly empowered person in accordance with legislative and regulatory provisions, to decide upon the issuance, by way of an offering as defined in article L.411-2 II. of the French Monetary and Financial Code (meaning an offering exclusively to the benefit of (i) persons providing investment services consisting in portfolio management for third parties or (ii) qualified investors or a limited group of investors, to the extent that such investors are acting on their own behalf), in one or several occurrences, to the extent and at the time that it deems appropriate, both in France and abroad, in euros, foreign currencies or units determined by reference to several currencies, of (i) ordinary shares, or (ii) securities that are equity securities giving access, immediately or in the future, to other equity securities of the Company or of a company of which the Company holds, directly or indirectly, at least 50% of the share capital, or giving right, immediately or in the future, to the allocation of debt securities, or (iii) securities giving access, immediately or in the future, to equity securities to be issued of the Company or of a company of which the Company holds, directly or indirectly, at least 50% of the share capital, which may be subscribed in cash, including by offsetting due and payable receivables;
2. Decided that this delegation of authority expressly excludes any issuance of preferred shares and of securities conferring access by any means, immediately or in the future, to preferred shares;
3. Decided that the maximum nominal amount of the share capital increases to be carried out, immediately and/or in the future, pursuant to this resolution shall be € 250,000, it being specified that:
  - issuances of equity securities carried out under this delegation by an offer as defined in article L.411-2 II of the French Monetary and Financial Code may not exceed the caps set forth by applicable laws as of the date of the issuance (for illustration purposes, at the date of this Shareholders' Meeting, issuances of equity securities by way of an offering as described in article L.411-2 II of the French Monetary and Financial Code are limited to 20% of the share capital of the Company per year, with such share capital being considered on the date of the decision of the Board of Directors to use such delegation);
  - the nominal amount of the share capital increases that may be carried out pursuant to this delegation shall be deducted from the maximum nominal limit of € 250,000 determined by the sixteenth resolution above and from the global nominal limit of € 600,000 determined by the fifteenth resolution above;
  - this global cap may be complemented, as the case may be, by the nominal amount of the ordinary shares to be issued in order to maintain the rights of the holders of securities or other rights giving access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions providing for other cases of adjustment;

4. Decided that the nominal amount of debt securities that may be issued pursuant to this delegation may not exceed € 150,000,000 or the equivalent value in euros as at the date of issuance, it being specified that:
  - this cap shall be increased, if necessary, by any redemption premium in excess of the par value;
  - this cap does not apply to debt securities the issuance of which may be decided or authorized by the Board of Directors pursuant to article L. 228-40 of the French Commercial Code nor to the other debt securities referred to under articles L. 228-92 last paragraph, L.228-93 last paragraph and L. 228-94 last paragraph of the French Commercial Code; and
  - this amount shall be deducted from the global limit of € 300,000,000 for the issuance of debt securities determined by the fifteenth resolution above;
5. Decided to cancel the shareholders' preferential subscription right to the securities that may be issued in application of this delegation;
6. Acknowledged that this delegation of powers implies a cancellation by the shareholders of their preferential right to subscribe for the equity securities of the Company to which the securities that may be issued pursuant to this delegation give right;
7. Decided that, without prejudice to the terms of the fourteenth resolution below:
  - the issuance price of the new shares issued shall be determined in accordance with the applicable legal and regulatory provisions on the date of issuance (at the date of this meeting, the average weighted trading price of the Company's shares over the last three trading days on the regulated market of Euronext in Paris prior to the determination of such price, reduced, as the case may be, by a maximum discount of 5%);
  - the issuance price of the securities giving access to the share capital of the Company shall be determined so that the amount immediately received by the Company, plus, as the case may be, any amount that may be received by the Company in the future, be at least equal, for each share issued as a result of the issuance of such securities, to the issuance price determined in the paragraph above;
8. Decided that the Board of Directors shall have full powers, with the option to sub-delegate such powers to any duly empowered person in accordance with the legal and regulatory provisions, to perform this delegation of authority, *inter alia*, for the purposes of:
  - deciding the issuance of the securities and determining the terms and conditions of any issuance, including the amount, the dates, the issuance price, the way they shall be paid-up, their dividend entitlement date (with a retroactive dividend entitlement date, where applicable), the terms under which the securities issued pursuant to this delegation will give right to equity securities of the Company;
  - determining the nature, the number and the characteristics of the securities to be issued (including, where applicable, rights to conversion, exchange, redemption, including through the delivery of assets of the Company, attached to the shares or securities giving access to the share capital to be issued) and, if the securities to be issued consist in or are associated with debt securities, their term (fixed or open-ended), whether they are subordinated or not (and, where applicable, their subordination ranking), their remuneration, the compulsory or optional events of suspension or non-payment of interest, the ability to reduce or increase the nominal amount of the securities and other terms of issuance (including the fact of granting guarantees or security thereon) and of redemption (including redemption by delivery of assets of the Company); modifying, during the term of the relevant securities, the characteristics described above, in accordance with applicable formalities;
  - determining the terms under which the Company will have the option, where applicable, to purchase or exchange on the market, at any time or during specific time periods, the securities

issued or to be issued immediately or in the future, with the purpose of canceling such securities or not, taking into account the applicable legal and regulatory provisions;

- providing for the ability to potentially suspend the exercise of the rights attached to these securities in accordance with legislative and regulatory provisions;
  - determining and implementing any adjustments aiming at taking into account the impact of transactions on the share capital of the Company, and determining any other modalities allowing to maintain, as the case may be, the rights of the holders of securities or other rights giving access to the share capital;
  - at its sole option, charging the expenses of the share capital increase against the amount of the relevant premiums and deducting from such amount the necessary amounts for the legal reserve; and
  - taking all appropriate actions and entering into any agreements in view of the performance of this delegation of powers, in particular in view of the proper performance of the contemplated issuances, acknowledging their completion and amend the by-laws accordingly, and carrying out any appropriate formalities and declarations for the issuance, listing and financial servicing of the securities issued pursuant to this delegation and for the exercise of the rights attached thereto, and applying for any necessary authorizations for the completion and proper performance of these issuances;
9. Decided that this delegation of powers is granted for a term of 26 months as from the date of this Shareholders' Meeting;
10. Decided that this delegation of powers shall cancel and supersede any previous delegation of powers having the same purpose, as regards the unused portion of these delegations.

#### **EIGHTEENTH RESOLUTION**

***(Delegation of authority to be granted to the Board of Directors to increase the amount of issuances, with upholding or cancellation of the shareholders' preferential subscription right, pursuant to the fifteenth, sixteenth and seventeenth resolutions)***

The Shareholders' Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings,

Having reviewed the report of the Board of Directors and the statutory auditors' special report, and deciding in accordance with article L.225-135-1 of the French Commercial Code:

1. Delegated to the Board of Directors the authority, with the option to sub-delegate such powers to any duly empowered person in accordance with the legislative and regulatory provisions, to decide to increase the number of shares, of equity securities or of other securities to be issued in the context of any issuance undertaken pursuant to the fifteenth, sixteenth and seventeenth resolutions above, at the same price as that applied to the initial issuance, within a time period and subject to the limitations set forth by the applicable regulations at the date of the issuance (at the date of this Shareholders' Meeting, for a period of 30 days as from the closing of the subscription period and within a limit of 15% of the initial issuance);
2. Decided that the nominal amount of the issuances decided in application of this delegation shall be deducted from the cap applicable to the initial issuance and from the global nominal limit of € 600,000 set by the fifteenth resolution of this Shareholders' Meeting;
4. Decided that this delegation of powers is granted for a term of 26 months as from the date of this Shareholders' Meeting;
5. Decided that this delegation of powers shall cancel and supersede any previous delegation of powers having the same purpose, as regards the unused portion of this delegation.

## NINETEENTH RESOLUTION

*(Authorization to be granted to the Board of Directors to determine the price of issuances of ordinary shares or of securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued, by way of public offering as defined in article L. 411-2 II of the French Monetary and Financial Code, with cancellation of the shareholders' preferential subscription right, within the limit of 10% of share capital per year)*

The Shareholders' Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings,

Having reviewed the report of the Board of Directors and the statutory auditors' special report, and deciding in accordance with article L.225-136 of the French Commercial Code:

1. Authorized the Board of Directors, with the option to sub-delegate such authorization to any duly empowered person in accordance with the legislative and regulatory provisions, in respect of issuance of (i) ordinary shares, or (ii) securities that are equity securities giving access, immediately or in the future, to other equity securities of the Company or giving right, immediately or in the future, to the allocation of debt securities, or (iii) securities giving access, immediately or in the future, to equity securities to be issued of the Company, issued under the sixteenth and seventeenth resolutions of this Shareholders' Meeting, to derogate to the conditions relating to the determination of the price set forth in the abovementioned sixteenth and seventeenth resolutions, in accordance with the provisions of article L. 225-136 1° §2 of the French Commercial Code, and set such price in accordance with the following conditions:
  - the issuance price for shares will be at least equal to the weighted average price of the Company's shares on the regulated market of Euronext in Paris on the last trading day preceding the issuance, less, as the case may be, a discount of up to 5%;
  - for securities conferring access to the share capital of the Company, the issuance price shall be determined so that the amount received immediately by the Company increased by, as the case may be, any amount which may be received subsequently by the Company, for each Company share issued as a result of the issuance of these securities, be at least equal to the amount referred to above;
2. Decided that the maximum nominal amount of any share capital increase resulting from the implementation of this authorization may not exceed 10% of the share capital per year (such share capital to be considered on the day of the decision by the Board of Directors determining the price for the issuance) it being specified that this cap shall be deducted from the amount of the applicable limit determined in the sixteenth or the seventeenth resolution, as the case may be, and from the global nominal cap of € 600,000 set by the fifteenth resolution of this Shareholders' Meeting;
3. Decided that the Board of Directors shall have full powers, with the option to sub-delegate such powers to any duly empowered person in accordance with legislative and regulatory provisions, to implement this delegation of authority, *inter alia* for the purposes of entering into any agreements in such respect, in particular in view of the proper performance of any issuance, to acknowledge the completion thereof and amend the by-laws accordingly, as well as to carry out any formalities and declarations and apply for any necessary authorizations for the completion and proper performance of any issuance;
5. Decided that this authorization be granted for a term of 26 months, as from the date of this Shareholders' Meeting;
6. Decided that this authorization shall cancel and supersede any previous authorizations having the same purpose, as regards the unused portion of these authorizations.



## TWENTIETH RESOLUTION

*(Delegation of authority to be granted to the Board of Directors in order to decide upon the issuance, with cancellation of the shareholders' preferential subscription right to the benefit of natural or legal persons, including industrial or commercial companies, or French or foreign investment funds, which regularly invest in the field of the medical, biotechnological, pharmaceutical technologies sectors or to French or foreign investment service providers, or any foreign institution with an equivalent status, capable of guaranteeing the completion of such an operation and, in this context, to subscribe to the securities issued, of ordinary shares or of securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued)*

The Shareholders' Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings,

Having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with Articles L. 225-129 et seq. of the French Commercial Code, in particular L. 225-138, and to the provisions of articles L. 228-91 et seq. of the French Commercial Code:

1. Delegated to the Board of Directors its competence, with the power to sub-delegate to any empowered person in accordance with the legal and regulatory provisions, on one or several occurrences, to the extent and at the times that deems appropriate, both in France and abroad, to decide the issuance of (i) ordinary shares, or (ii) securities that are equity securities giving access, immediately or in the future, to other equity securities of the Company or of a company of which the Company holds, directly or indirectly, at least 50% of the share capital, or giving right, immediately or in the future, to the allocation of debt securities, or (iii) securities giving access, immediately or in the future, to equity securities to be issued of the Company or of a company of which the Company holds, directly or indirectly, at least 50% of the share capital, which may be subscribed in cash, including by offsetting due and payable receivables, for the benefit of the persons referred to in paragraph 5 below;
2. Decided that this delegation of authority expressly excludes any issuance of preferred shares and of securities conferring access by any means, immediately or in the future, to preferred shares;
3. Decided that the maximum nominal amount of the share capital increases to be carried out immediately and/or in the future pursuant to this resolution shall be € 250,000, it being specified that:
  - such maximum amount shall be set off against the maximum nominal amount of € 250,000 provided for in the sixteenth resolution and the global nominal cap of € 600,000 set at the fifteenth resolution of the present general meeting;
  - this global cap may be complemented, as the case may be, by the nominal amount of the ordinary shares to be issued in order to maintain the rights of the holders of securities or other rights giving access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions providing for other cases of adjustment;
4. Decided the nominal amount of debt securities that may be issued pursuant to this delegation may not exceed € 150,000,000, or the equivalent in euros of this amount on the date of issuance, it being specified that:
  - this cap shall be increased, if necessary, by any redemption premium in excess of the par value;
  - this cap does not apply to debt securities the issuance of which may be decided or authorized by the Board of Directors pursuant to article L. 228-40 of the French Commercial Code nor to the other debt securities referred to under articles L. 228-92 last paragraph, L. 228-93 last paragraph and L. 228-94 last paragraph of the French Commercial Code; and
  - this amount shall be deducted from the global limit of € 300,000,000 for the issuance of debt securities determined by the fifteenth resolution above;

5. Decided to cancel preferential subscription right of the shareholders to subscribe to the securities referred to in this resolution and to reserve the right to subscribe to the securities referred to in this resolution to natural or legal persons, including industrial or commercial companies, or French or foreign investment funds, which regularly invest in the medical, biotechnological or pharmaceutical technologies sectors or to French or foreign investment service providers, or any foreign institutions with an equivalent status, capable of guaranteeing the completion of such an operation and, in this context, to subscribe to the securities issued.

The Board of Directors shall determine the list of beneficiaries within the above-mentioned category of beneficiaries for which the preferential subscription right has been withdrawn and determine the number of securities to be issued for the benefit of each beneficiary;

6. Acknowledged that this delegation of powers implies a cancellation by the shareholders of their preferential right to subscribe for the equity securities of the Company to which the securities that may be issued pursuant to this delegation give right;
7. Decided that :
  - (i) the issue price of the shares issued pursuant to this delegation will be at least equal to the volume weighted average (in the central order book and excluding the off-market blocks) of the share price of the Company on the Euronext Paris regulated market over the 20 trading days preceding the fixing of the issue price, which may be adjusted if necessary to take account of differences in the dividend entitlement date and may be reduced by a maximum discount of 20%;
  - (ii) the issuance price of the securities giving access to the share capital of the Company shall be determined so that the amount immediately received by the Company, plus, as the case may be, any amount that may be received by the Company in the future, be at least equal, for each share issued as a result of the issuance of such securities, to the issuance price determined in the paragraph above;
8. Decided that the Board of Directors will have full powers, with the option to sub-delegate such powers to any duly empowered person in accordance with the legislative and regulatory provisions, to perform this delegation of authority, *inter alia* for the purposes of:
  - deciding the issuance of the securities and determining the terms and conditions of any issuance, including the amount, the dates, the issuance price, the way they shall be paid-up, their dividend entitlement date (with a retroactive dividend entitlement date, where applicable) the term under which the securities issued pursuant to this delegation will give right to equity securities of the Company;
  - determining the nature, the number and the characteristics of the securities to be issued (including, where applicable, rights to conversion, exchange, redemption, including through the delivery of assets of the Company, attached to the shares or securities giving access to the share capital to be issued) and, if the securities to be issued consist in or are associated with debt securities, their term (fixed or open-ended), whether they are subordinated or not (and, where applicable, their subordination ranking), their remuneration, the compulsory or optional events of suspension or non-payment of interest, the ability to reduce or increase the nominal amount of the securities and other terms of issuance (including the fact of granting guarantees or security thereon) of redemption (including redemption by delivery of assets of the Company); modifying, during the term of the relevant securities, the characteristics described above, in accordance with applicable formalities;
  - determining the terms under which the Company will have the option, as the case may be, to purchase or exchange on the market, at any time or during specific time periods, the securities issued or to be issued immediately or in the future, with the purpose of canceling such securities or not, taking into account the applicable legislative and regulatory provisions;

- providing for the ability to potentially suspend the exercise of the rights attached to these securities in accordance with legislative and regulatory provisions;
  - determining and implementing any adjustments aiming at taking into account the impact of transactions on the share capital of the Company, and determining any other modalities allowing to maintain, as the case may be, the rights of the holders of securities or other rights giving access to the share capital;
  - at its sole option, charging the expenses of the share capital increase against the amount of the relevant premiums and deducting from such amount the necessary amounts for the legal reserve; and
  - taking all appropriate actions and entering into any agreements in view of the performance of this delegation of powers, in particular in view of the proper performance of the contemplated issuances, acknowledging their completion and amend the by-laws accordingly, and carrying out any appropriate formalities and declarations for the issuance, listing and financial servicing of the securities issued pursuant to this delegation and for the exercise of the rights attached thereto, and applying for any necessary authorizations for the completion and proper performance of these issuances;
9. Decided that this delegation is given for a period of 18 months from the date of this Shareholders' Meeting.

#### **TWENTY-FIRST RESOLUTION**

*(Delegation of powers to be granted to the Board of Directors to decide to issue ordinary shares or securities giving access to the share capital of the Company within the limit of 10% of the share capital, with cancellation of the shareholders' preferential subscription rights, in consideration for contributions in kind granted to the Company)*

The Shareholders' Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings,

Having reviewed the report of the Board of Directors and the statutory auditors' special report and deciding in accordance with the provisions of articles L. 225-129 and seq. and L. 225-147 §6 of the French Commercial Code, L. 228-91 and L. 228-92 of the French Commercial Code:

1. Delegated its authority to the Board of Directors, when the provisions of article L.225-148 of the French Commercial Code are not applicable, with the option to sub-delegate such powers to any duly empowered person in accordance with legal and regulatory provisions, to decide, based on the report of the valuing auditor(s) (*commissaire(s) aux apports*) referred to in §2 of article L.225-147 of the French Commercial Code, upon the issuance of ordinary shares and/or securities giving access, immediately or in the future, to equity securities of the Company as a consideration for the contributions in kind granted to the Company and consisting of equity securities or securities giving access to the share capital;
2. Decided that the limit of the nominal amount of the share capital increase(s) that may be carried out, immediately or in the future, pursuant to this delegation may not exceed 10% of the share capital of the Company considered as at the date of the decision of the Board of Directors, it being specified that:
  - this cap shall be deducted from the maximum nominal cap of € 250,000 set by the sixteenth resolution and from the global nominal cap of € 600,000 set by the fifteenth resolution of this Shareholders' Meeting;
  - this cap does not include the nominal amount of the shares to be issued in order to maintain the rights of the holders of securities or other rights giving access to the share capital of the Company, in accordance with the legal and regulatory provisions and with any applicable contractual provisions providing for other cases of adjustment;

3. Decided to cancel, as necessary, the preferential subscription right of the shareholders in respect of these ordinary shares or securities at the benefit of the holders of equity securities or securities, subjects of the contribution in kind, and acknowledged that this delegation implies a *ca* by the shareholders of their preferential subscription right for the equity securities of the Company to which the securities that may be issued pursuant to this delegation may give right;
4. Decided that the Board of Directors will have full powers, with the option to delegate such powers to any duly empowered person in accordance with the legislative and regulatory provisions, to perform this delegation of authority, *inter alia* for the purposes of:
  - deciding, on the basis of the report of the valuing auditor(s) (*commissaire(s) aux apports*) referred to in §2 of article L. 225-147 of the French Commercial Code, on the valuation of the contributions in kind and, as the case may be, the granting of special benefits and their valuation;
  - determining the number of shares to be issued in consideration of the contributions as well as the dividend entitlement date of the shares to be issued;
  - deducting, if applicable and if it deems appropriate, from the relevant premiums, the expenses, costs and fees resulting from the issuances and charge against such amounts the amounts necessary to increase the legal reserve to one tenth of the new share capital;
  - acknowledging the final completion of the share capital increases carried out pursuant to this delegation of powers, amending the by-laws accordingly, carrying out any formalities and declarations and applying for any necessary authorizations for the completion of such contributions;
5. Decided that this delegation of powers is granted for a term of 26 months as from the date of this Shareholders' Meeting;
6. Decided that this delegation of powers shall cancel and supersede any previous delegation of powers having the same purpose, as regards the unused portion of these delegations.

## **TWENTY-SECOND RESOLUTION**

***(Authorization to be granted to the Board of Directors to increase the share capital through the issuance of equity securities or securities that are equity securities giving access to other equity securities or giving right to the allocation of debt securities, or of securities giving access to equity securities to be issued, with cancellation of the shareholders' preferential subscription right to the benefit of members of a company savings plan)***

The Shareholders' Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings,

Having reviewed the report of the Board of Directors and the statutory auditors' special report and deciding in accordance with, on the one hand, the provisions of articles L. 225-129-2, L. 225-129-6 and L. 225-138-1 of the French Commercial Code and, on the other hand, the provisions of articles L. 3332-1 and seq. of the French Labor Code:

1. Authorized the Board of Directors to increase, with the option to sub-delegate such authorization to any duly empowered person in accordance with legislative and regulatory provisions, in one or several occurrences, at its sole option, at the times and under the terms that it shall determine, the share capital of the Company by the issuance of (i) ordinary shares, or (ii) securities that are equity securities giving access, immediately or in the future, to other equity securities of the Company or giving right, immediately or in the future, to the allocation of debt securities, or (iii) securities giving access, immediately or in the future, to equity securities to be issued of the Company, reserved for members of one or several company savings plan(s) (*plan d'épargne entreprise*) or group savings plan(s) (*plan d'épargne de groupe*) established by the Company and the French or foreign companies that are linked to the Company within the meaning of article L.225-180 of the French Commercial Code and of article L.3344-1 of the French Labor Code;

2. Decided to cancel the shareholders' preferential subscription rights in respect of securities to be issued pursuant to this authorization for the benefit of the beneficiaries referred to in the first paragraph above;
3. Acknowledged that this delegation of powers implies a cancellation by the shareholders of their preferential right to subscribe for the equity securities of the Company to which the securities that may be issued pursuant to this delegation give right;
4. Decided that the issuance price(s) of the new shares or of the securities giving access to the share capital shall be determined in accordance with the provisions of articles L.3332-19 and seq. of the French Labor Code and decided that the maximum discount shall amount to 20% of the average of the first trading prices during the 20 trading days preceding the date of the Board of Directors decision determining the opening date of the subscription period. However, the Shareholders' Meetings expressly authorized the Board of Directors to reduce the discount or to grant no discount, in particular in order to take into account the regulations applicable in the countries where the offer will be implemented;
5. Decided that the maximum nominal amount of the share capital increase(s) which may be carried out pursuant to this authorization may not exceed 2% of the share capital of the Company considered as at the date of the decision of use of this authorization by the Board of Directors, it being specified that:
  - the maximum nominal amount of any share capital increase(s) that may be carried out pursuant to this authorization shall be deducted from the global cap of € 600,000 set by the fifteenth resolution of this Shareholders' Meeting or by any resolution of a same nature that would be substituted to this resolution; and
  - these amounts do not include the nominal amount of the additional ordinary shares to be issued in order to maintain the rights of the holders of securities or other rights giving access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions providing for other cases of adjustment;
6. Decided, pursuant to the provisions of article L. 3332-21 of the French Labor Code, that the Board of Directors may decide on the allocation to the beneficiaries referred to in the first paragraph above, free of charge, of shares to be issued or existing, or of other securities giving access to the share capital of the Company, issued or to be issued, in respect of (i) the contribution (*abondement*) that may be paid pursuant to the regulations of the employee savings plan of the Company or of the Group and/or (ii) if applicable, the discount;
7. Decided that, should the beneficiaries referred to in the first paragraph above not subscribe to the share capital increase in full within the allocated time period, such share capital increase would only be completed for the amount of subscribed shares and that unsubscribed shares may be offered again to such beneficiaries in the context of a subsequent share capital increase;
8. Granted full powers to the Board of Directors, with the option to delegate or sub delegate such powers, in accordance with the legislative and regulatory provisions, to carry out this authorization, and in particular, for the purposes of:
  - determining the eligibility criteria for companies whose employees may benefit from the share capital increases carried out pursuant to this authorization, establishing the list of such companies;
  - determining the terms and conditions of the transactions, the characteristics of the shares, and if applicable, of the other securities, determining the subscription price calculated in accordance with the method defined in this resolution, determine the dates of opening and of closing of the subscription and the dividend entitlement dates and determining the dates and terms and conditions of payment of the subscribed shares;
  - taking any necessary action for the admission to trading of the issued shares in any place where it shall deem appropriate;

- deducting from the "issuance premiums" account the amount of the expenses relating to these share capital increases and charging, if it deems fit, on this account the necessary amounts to increase the legal reserve to one tenth of the new share capital after each issuance, amending the by-laws accordingly and, in general, carrying out directly or indirectly, any transactions and formalities related to the share capital increases carried out pursuant to this authorization;
9. Decided that the authorization granted to the Board of Directors pursuant to this resolution shall be effective for a term of 26 months, as from the date of this Shareholders' Meeting;
  10. Decided that this authorization shall cancel and supersede any previous authorizations having the same purpose, as regards the unused portion of these authorizations.

### **TWENTY-THIRD RESOLUTION**

#### ***(Authorization to be granted to the Board of Directors to grant free performance shares to the employees and to the corporate officers of the Company and its subsidiaries)***

The Shareholders' Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings,

Having reviewed the report of the Board of Directors and of the Statutory Auditors' special report, in accordance with the provisions of articles L. 225-129 and seq. and L. 225-197-1 and seq. of the French Commercial Code:

1. Authorized the Board of Directors to carry out, with the option to sub-delegate to any duly empowered person in accordance with the legal and regulatory provisions, in one or several occurrences, the allocation of free existing and/or newly-issued shares of the Company to employees and/or the corporate officers of the Company and/or the companies or groups that are, directly or indirectly, linked to it under the conditions set forth in article L. 225-197-2 of the French Commercial Code;
2. Decided that the Board of Directors will determine the beneficiaries of the allocations and the number of shares granted to each of them, the terms of the allocation and the eligibility criteria for the allocation of the shares. The Board of Directors shall subordinate to presence and performance criteria the allocation of shares to the corporate officers and to the other salaried personnel members of the Company and/or the companies or groups that are, directly or indirectly, linked to it;
3. Decided that the number of shares that may be freely granted pursuant to this resolution may not exceed 3% of the share capital of the Company considered as at the date of the decision by the Board of Directors, it being specified that:
  - (i) this limit do not take into account the legislative, administrative or regulatory adjustments necessary to maintain the beneficiaries' rights;
  - (ii) this limit shall not be comprised in the overall limit of € 600,000 fixed in the fifteenth resolution of this Shareholders' Meeting; and
  - (iii) the total number of free performance shares allocated cannot exceed 10% of the share capital of the Company considered as at the date of the decision by the Board of Directors;
4. Decided that the shares allocated to their beneficiaries will become vested after a minimum period of acquisition of two years and that the beneficiaries will be required to retain such shares for an additional minimum period of two years as from the final allocation of the shares. Notwithstanding the above, the Shareholders' Meeting authorized the Board of Directors to decide that, when the allocation of said shares to their beneficiaries will be vested after a minimum vesting period of four years, the beneficiaries shall then be bound by no retention period;
5. Decided that the shares may become vested before the term of the period of acquisition in the event that the beneficiaries become invalid and that such invalidity correspond to the second or third category set forth under article L. 341-4 of the Social security Code (or equivalent provisions outside of France) and that the shares will immediately become freely transferable;

6. Authorized the Board of Directors to carry out, as the case may be, during the period of acquisition, adjustments relating to the numbers of free shares granted on the basis of the potential transactions affecting the share capital of the Company in order to maintain the rights of the beneficiaries;
7. In the event of free shares being issued, authorized the Board of Directors to carry out one or several increase(s) in the share capital by capitalization of reserves, profits or issuance premiums reserved for the beneficiaries of such free shares and acknowledged that this authorization includes the related a cancellation of the shareholders' preferential subscription rights with respect to such shares and to the portion of the reserves, profits and issuance premiums thus capitalized, to the benefit of the beneficiaries; the Board of Directors is granted a delegation of authority in respect of this transaction in accordance with article L. 225-129-2 of the French Commercial Code;
8. Decided that the Board of Directors will have full powers, with the option to delegate such powers to any duly empowered person in accordance with legislative and regulatory provisions, to implement this delegation of authority, in particular for the purposes of:
  - (i) determining whether the free performance shares shall be newly-issued shares or existing shares;
  - (ii) determining the beneficiaries and the number of free performance shares granted to each of them;
  - (iii) setting the dates on which free performance shares shall be allocated, in the conditions and limits of applicable law;
  - (iv) deciding upon the other terms and conditions of the allocation of shares, particularly the period of acquisition and the period of retention of the shares thus allocated, in rules for the allocation of free performance shares;
  - (v) deciding upon the conditions under which the number of free performance shares to be allocated shall be adjusted, in accordance with applicable provisions of the law and the by-laws;
  - (vi) more generally, entering into any agreements, executing any documents, acknowledging the share capital increases resulting from definitive allocations, changing the by-laws accordingly, and carrying out any formality or declaration with any organization;
9. Decided that this authorization is granted for a term of 38 months, as from the date of this Shareholders' Meeting; and
10. Decided that this authorization shall cancel and supersede any previous authorizations having the same purpose, as regards the unused portion of these authorizations.

#### **TWENTY-FOURTH RESOLUTION**

***(Delegation of authority to be granted to the Board of Directors to decide to increase the share capital by incorporation of premiums, reserves, profits or other items that may be capitalized)***

The Shareholders' Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings,

Having reviewed the report of the Board of Directors and deciding in accordance with the provisions of articles L. 225-129 and seq. and L. 225-130 of the French Commercial Code,

1. Delegated to the Board of Directors, with the option to sub-delegate such powers to any duly empowered person in accordance with the legal and regulatory provisions, the authority to decide make one or several increases to the share capital, in proportion to and at such times as it deems appropriate by successive or simultaneous incorporation of reserves, profits, issuance, contribution or merger premiums, or any other item that may be capitalized, in the form of an allocation of free shares and/or an increase in the nominal value of existing shares;

2. Decided that the nominal amount of the share capital increase that may be carried out pursuant to this delegation may not exceed € 250,000 it being specified that:
  - this cap may be complemented, as the case may be, by the additional amount of the ordinary shares to be issued in order to maintain the rights of the holders of securities or other rights conferring access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions providing for other cases of adjustment;
  - the nominal amount of the share capital increases which may be carried out pursuant to this resolution will not be deducted from the global cap determined by the fifteenth resolution of this Shareholders' Meeting;
3. Decided that in the event of a share capital increase in the form of an allocation of free shares and in accordance with the provisions of article L. 225-130 of the French Commercial Code, the Board of Directors may decide that the allocation rights on fractional shares will not be tradable and that the corresponding shares will be sold, with the proceeds of the sale being allocated to the holders of such rights in accordance with legal and regulatory requirements;
4. Decided that the Board of Directors shall have full powers, with the option to sub-delegate such powers to any duly empowered person in accordance with the legislative and regulatory provisions, to implement this delegation of authority, *inter alia* for the purposes of:
  - determining the amount and nature of the amounts to be capitalized;
  - determining the number of new shares to be issued and/or the nominal amount by which the amount of existing shares shall be increased, the date, including a retroactive date, as of which the new shares shall be entitled to dividend rights or the effective date of the increase in the nominal value of the shares;
  - acknowledging the completion of each share capital increase and in general, taking any action and carrying out any required formalities for the proper performance of each share capital increase and amending the by-laws accordingly;
5. Decided that this delegation of authority be granted for a period of 26 months, as from the date of this Shareholders' Meeting;
6. Decided that this delegation of powers shall cancel and supersede any previous delegation of powers having the same purpose, as regards the unused portion of these delegations.

#### **TWENTY-FIFTH RESOLUTION**

***(Update of the articles of association to take into account provisions that have become redundant and editorial amendment - corresponding amendment to Articles 18, 19, 29, 32 and 41 of the Articles of Association)***

The Shareholders' Meeting, deciding under the quorum and majority conditions required for extraordinary shareholders' meetings,

After having reviewed the report of the Board of Directors and the draft amended articles of association,

Decided to update the Company's articles of association to take into account the provisions of the articles of association that have become redundant and to make editorial amendments to the articles of association for better readability;

Decided to amend articles 18, 19, 29, 32 and 41 of the Company's articles of association accordingly.



**TWENTY-SIXTH RESOLUTION**

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

The Shareholders' Meeting, deciding under the quorum and majority requirements for extraordinary shareholders' meetings, conferred full powers to bearers of originals, copies or extracts of these minutes in order to carry out publication, filing and other necessary formalities.