

EUTELSAT COMMUNICATIONS

A public limited company (*société anonyme*) with a capital of 232,774,635 Euros

Registered office: 70, rue Balard, 75015 Paris

481 043 040 RCS Paris

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING
OF NOVEMBER 7, 2019**

**AGENDA
AND DRAFT RESOLUTIONS**

AGENDA

A°/ Ordinary Resolutions

- Approval of the annual reports and financial statements for the financial year ended June 30, 2019 (1st resolution)
- Approval of the reports and consolidated financial statements for the financial year ended June 30, 2019 (2nd resolution)
- Approval of the agreements referred to in Article L. 225-38 of the Commercial Code (3rd resolution)
- Allocation of profits for the financial year ended June 30, 2019 (4th resolution)
- Appointment of Ms. Cynthia Gordon as director (5th resolution)
- Renewal of Ms. Ana Garcia Fau as director (6th resolution)
- Approval of the total fixed elements of remuneration paid for the year ended June 30, 2019 to Mr. Dominique D'Hinnin, Chairman of the Board of Directors (7th resolution)
- Approval of the total fixed, variable and exceptional elements of remuneration paid for the year ended June 30, 2019 to Mr. Rodolphe Belmer, Chief Executive Officer (8th resolution)
- Approval of the total fixed, variable and exceptional elements of remuneration paid for the year ended June 30, 2019 to Mr. Michel Azibert, Deputy Chief Executive Officer (9th resolution)
- Approval of the total fixed, variable and exceptional elements of remuneration paid for the year ended June 30, 2019 to Mr. Yohann Leroy, Deputy Chief Executive Officer (10th resolution)
- Approval of the principles and criteria for the determination, distribution and allocation of fixed elements comprising the total remuneration of the Chairman of the Board of Directors (11th resolution)
- Approval of the principles and criteria for the determination, distribution and allocation of fixed, variable and exceptional elements comprising the total remuneration and benefits of any nature attributable to the Managing Director (12th resolution)
- Approval of the principles and criteria for the determination, distribution and allocation of fixed, variable and exceptional elements comprising the total remuneration and benefits of any nature attributable to the Deputy Managing Directors (13th resolution)
- Authorisation to be granted to the Board of Directors to purchase the Company's own shares (14th resolution)

B°/ Extraordinary Resolutions

- Authorisation granted to the Board of Directors to reduce the share capital through the cancellation of shares acquired by the Company in connection with its share buy-back programme (15th resolution)
- Delegation of authority to the Board of Directors to increase the share capital by capitalization of reserves, profits, premiums or other sums whose capitalization is permitted (16th resolution)
- Delegation of authority to the Board of Directors to issue ordinary shares and/or securities conferring access to ordinary shares of the Company, immediately or in the future, subject to the preferential subscription right of the shareholders (17th resolution)
- Delegation of authority to the Board of Directors to issue ordinary shares and/or securities conferring access to ordinary shares of the Company, immediately or in the future, with cancellation of the preferential subscription right of the shareholders, as part of a public offering (18th resolution)
- Delegation of authority to the Board of Directors to issue ordinary shares of the Company and/or securities conferring access to ordinary shares of the Company, immediately or in the future, with cancellation of the preferential subscription right of the shareholders, as part of a private placement as contemplated in II of Article L.411-2 of the Monetary and Financial Code (19th resolution)
- Authorisation given to the Board of Directors, in the event of an issue of ordinary shares of the Company conferring access to ordinary shares of the Company, immediately or in the future, without preferential subscription rights, to set the issue price in accordance with the terms determined by the General Shareholders' Meeting, up to 10% of the share capital per year (20th resolution)
- Authorisation given to the Board of Directors to increase the number of securities to be issued in the event of a share capital of the Company increase with or without preferential subscription rights, decided pursuant to the 17th to 19th resolutions (21st resolution)
- Delegation of authority to the Board of Directors to issue ordinary shares and/or securities conferring access to ordinary shares of the Company, immediately or in the future, with cancellation of the preferential subscription right of the shareholders in the event of an exchange offer initiated by the Company (22nd resolution)
- Delegation of power to the Board of Directors to increase the share capital through the issue of ordinary shares and/or securities conferring access to ordinary shares of the Company, immediately or in the future, with cancellation of the preferential subscription right of the shareholders as consideration for contributions-in-kind, up to 10% of the share capital of the Company, not including the case of an exchange offer initiated by the Company (23rd resolution)
- Delegation of authority to the Board of Directors to issue common shares with cancellation of the preferential subscription right of the shareholders further to the issue, by the Company's subsidiaries, of securities conferring access to ordinary shares of the Company, immediately or in the future (24th resolution)
- Delegation of authority to the Board of Directors to increase the share capital through the issue of ordinary shares and/or securities conferring access, immediately or in the future, to the share capital of the Company with cancellation of the preferential subscription right of the shareholders reserved for the members of the Company or Group savings plan (25th resolution)

C°/ Ordinary Resolutions

- Powers to carry out formalities (26th resolution)

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The text of the draft resolutions presented by the Board of Directors attached to this agenda is presented below:

**RESOLUTIONS FALLING WITHIN THE SCOPE OF THE ORDINARY SHAREHOLDERS'
MEETING**

1st resolution - Approval of the annual reports and financial statements for the financial year ended June 30, 2019

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the Board of Directors' management report for the year ended June 30, 2019, the annual financial statements and the report of the Statutory Auditors on the financial statements of the financial year ended June 30, 2019:

- **approves** the annual financial statements for the financial year ended June 30, 2019, which show a profit of € 303 795 288,35, as presented to it as well as the transactions reflected in these financial statements and summarised in these reports,
- **approves** the aggregate amount of non-deductible expenses and charges referred to in Article 39-4 of the General Tax Code, totalling € 30 540,28 and the related corporate income tax charge in the amount of € 10 511,96.

2nd resolution - Approval of the reports and consolidated financial statements for the financial year ended June 30, 2019

The General Shareholders' Meeting, voting in accordance with the required quorum and majority conditions for ordinary meetings of shareholders, having read the group management report of the Board of Directors, the consolidated financial statements as well as the report of the Statutory auditors on the consolidated financial statements for the financial year ended June 30, 2019, **approves** the consolidated financial statements for the financial year ended June 30, 2019, as presented to it, and which show a consolidated net income of € 357 035 000, as well as the transactions reflected in said financial statements and summarized in said reports

3rd resolution - Approval of the agreements referred to in Article L. 225-38 of the Commercial Code

The General Shareholders' Meeting, voting in accordance with the required quorum and majority conditions for ordinary meetings of shareholders, having read the special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 et seq. of the Commercial Code, takes note of the conclusions of this report and agreements previously approved by the General Shareholders' Meeting which continued during the financial year ended June 30, 2019.

4th resolution - Allocation of profits for the financial year ended June 30, 2019

The General Shareholders' Meeting, voting in accordance with the required quorum and majority conditions for ordinary meetings of shareholders, on proposal of the Board of Directors, **allocates** the profit for the financial year ended June 30, 2019, which stands at 303 795 288,35 €, as a dividend distribution of € 1,27 per share, i.e. an amount of 295 623 786,45 € on the basis of the number of shares as of June 30, 2019 including treasury shares held by the Company and that do not carry dividend rights, the remaining amount of € 8 171 501,90 being recorded in "Retained earnings"; the amount of "Retained earnings" after the allocation shall stand at € 823 964 100,03.

The dividend shall be paid out on November 25th, 2019, it being specified that if the Company holds treasury shares on the dividend payment date, the amount corresponding to the dividend on these shares shall be allocated to "Retained earnings".

For natural persons domiciled for tax purposes in France, this dividend is subject to the single flat-rate withholding tax provided for in Article 200-A-1 of the French Tax Code (*Code general des impôts*), except where the taxpayer has opted, on an overall and express basis, for the progressive income tax schedule. If the progressive schedule is elected, the dividend is eligible for the 40% allowance provided for in Article 158-3-2° of the French Tax Code.

In accordance with the legal provisions, and as mentioned in the management report, the General Shareholders' Meeting acknowledges the following dividend distributions over the last three (3) financial years:

	Income eligible for the tax deduction (<i>in</i> €)		Income not eligible for the 40% tax reduction* (<i>in</i> €)
	Dividends	Other distributed income	
FY 2015 - 2016	€ 256,052,098.50 (i.e. € 1.10 per share)	-	-
FY 2016 - 2017	€ 281,657,308.35 (i.e. € 1.21 per share)	-	-
FY 2017 - 2018	€ 295,623,786.45 (i.e. € 1.27 per share)	-	-

*Reduction referred to in Article 158.3-2° of the General Tax Code

5th resolution – Appointment of Ms. Cynthia Gordon as a director

The General Shareholders' Meeting, voting in accordance with the required quorum and majority conditions for ordinary meetings of shareholders, having read the report of the Board of Directors, **appoints** Ms. Cynthia Gordon as a director for a term of four (4) years, i.e. until the end of the Annual Ordinary General Shareholders' Meeting held to examine the accounts for the financial year ending June 30, 2023.

6th resolution - Renewal of the term of office of Ms. Ana Garcia Fau as a director

The General Shareholders' Meeting, voting in accordance with the required quorum and majority conditions for ordinary meetings of shareholders, having read the report of the Board of Directors, **renews** Ms. Ana Garcia Fau as a director for a term of four (4) years, i.e. until the end of the Annual Ordinary General Shareholders' Meeting held to examine the accounts for the financial year ending June 30, 2023.

7th resolution - Approval of the total fixed elements of remuneration paid for the year ended June 30, 2019 to Mr. Dominique D'Hinnin, Chairman of the Board of Directors

The General Shareholders' Meeting, voting in accordance with the required quorum and majority conditions for ordinary meetings of shareholders, in accordance with II of Article L. 225-100 of the Commercial Code, having read the section on corporate governance established pursuant to the provisions of Articles L. 225-37 et seq. of the Commercial Code contained in the management report prepared by the Board of Directors, **approves** the fixed elements composing the remuneration paid for the financial year ended June 30, 2019 to Mr. Dominique D'Hinnin, Chairman of the Board of Directors, and notes that he does not receive any variable or exceptional remuneration or benefits in kind as presented in the management report - Chapter 9 "Corporate governance" - Section 9.14 "Information concerning the remuneration elements due or granted to the corporate officers".

8th resolution - Approval of the fixed, variable and exceptional items comprising the total remuneration and benefits of any kind paid or granted in respect of the financial year ended June 30, 2019 to Mr. Rodolphe Belmer, Chief Executive Officer

The General Shareholders' Meeting, voting in accordance with the required quorum and majority conditions for ordinary meetings of shareholders, in accordance with II of Article L. 225-100 of the Commercial Code, having read the section on corporate governance established pursuant to the provisions of Articles L. 225-37 et seq. of the Commercial Code contained in the management report prepared by the Board of Directors, **approves** the fixed elements composing the remuneration and benefits in kind paid or granted for the financial year ended June 30, 2019 to Mr. Rodolphe Belmer, Chief Executive Officer, as well as the variable and exceptional elements granted subject to approval by this shareholders' meeting for the financial year ended June 30, 2019, as presented in the management report - Chapter 9 "Corporate Governance" - Section 9.14 "Information concerning the remuneration elements due or granted to the corporate officers".

9th resolution - Approval of the fixed, variable and exceptional items comprising the total remuneration and benefits of any kind paid or granted in respect of the financial year ended June 30, 2019 to Mr. Michel Azibert, Deputy Chief Executive Officer

The General Shareholders' Meeting, voting in accordance with the required quorum and majority conditions for ordinary meetings of shareholders, in accordance with II of Article L. 225-100 of the Commercial Code, having read the section on corporate governance established pursuant to the provisions of Articles L.225-37 et seq. of the Commercial Code contained in the management report prepared by the Board of Directors, **approves** the fixed elements composing the remuneration and benefits in kind paid or granted for the financial year ended June 30, 2019 to Mr Michel Azibert, Deputy Managing Director, as well as the variable and exceptional elements granted subject to approval by this shareholders' meeting for the financial year ended June 30, 2019, as presented in the management report - Chapter 9 "Corporate Governance" - Section 9.14 "Information concerning the remuneration elements due or granted to the corporate officers".

10th resolution - Approval of the fixed, variable and exceptional items comprising the total remuneration and benefits of any kind paid or granted in respect of the financial year ended June 30, 2019 to Mr. Yohann Leroy, Deputy Chief Executive Officer

The General Shareholders' Meeting, voting in accordance with the required quorum and majority conditions for ordinary meetings of shareholders, in accordance with II of Article L. 225-100 of the Commercial Code, having read the section on corporate governance established pursuant to the provisions of Articles L. 225-37 et seq. of the Commercial Code contained in the management report prepared by the Board of Directors, **approves** the fixed elements composing the remuneration and benefits in kind paid or granted for the financial year ended June 30, 2019 to Mr. Yohann Leroy, Deputy Managing Director, as well as the variable and exceptional elements granted subject to approval by this shareholders' meeting for the financial year ended June 30, 2019, as presented in the management report - Chapter 9 "Corporate Governance" - Section 9.14 "Information concerning the remuneration elements due or granted to the corporate officers".

11th resolution – Approval of the principles and criteria for the determination, distribution and allocation of fixed elements comprising the total remuneration of the Chairman of the Board of Directors

The General Meeting, voting in accordance with the required quorum and majority conditions for ordinary meetings of shareholders, having read the section on corporate governance established pursuant to the provisions of Articles L. 225-37 et seq. of the Commercial Code contained in the management report prepared by the Board of Directors, **approves** the principles and criteria for determining, distributing and allocating the fixed elements making up the total remuneration of the Chairman of the Board of Directors, by virtue of his mandate, as presented in the Management Report - Chapter 9 "Corporate Governance" - Section 9.13 "Information concerning the remuneration policy for corporate officers", it being specified that the total remuneration of the Chairman does not include any variable and exceptional elements or any benefits of any nature.

12th resolution - Approval of the principles and criteria for the determination, distribution and allocation of fixed, variable and exceptional elements comprising the total remuneration and benefits of any nature attributable to the Managing Director

The General Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary general meetings, having read the section on corporate governance established pursuant to the provisions of Articles L. 225-37 et seq. of the Commercial Code contained in the management report prepared by the Board of Directors, **approves** the principles and criteria for the determination, distribution and allocation of fixed, variable and exceptional elements comprising the total remuneration and benefits of any nature attributable to the Managing Director, for his term of office, as presented in the management report - Chapter 9 "Corporate governance" – Section 9.13 "Information on the remuneration policy for corporate officers".

13th resolution - Approval of the principles and criteria for the determination, distribution and allocation of fixed, variable and exceptional elements comprising the total remuneration and benefits of any nature attributable to the Deputy Managing Directors

The General Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report established pursuant to Article L.225-37-2 of the Commercial Code, **approves** the principles and criteria for the determination, distribution and allocation of fixed, variable and exceptional elements comprising the total remuneration and benefits of any nature attributable to the Deputy Managing Director, for their term of office, as presented in the management report - Chapter 9 "Corporate governance" – Section 9.13 "Information on the remuneration policy for corporate officers".

14th resolution – Authorisation to be granted to the Board of Directors to purchase the Company's own shares

The General Shareholders' Meeting, voting in accordance with the required quorum and majority conditions for ordinary meetings of shareholders, having read the report of the Board of Directors and deciding in accordance (i) with the applicable laws, particularly the provisions of Articles L. 225-209 et seq. of the Commercial Code, (ii) the General Regulation of the French Financial Markets Authority ("AMF") and the market practices accepted by the AMF, and (iii) Regulation (EU) no. 596/2014 of 16 April 2014 on market abuse, in Articles 5 and 13:

- 1° **Terminates** the unused portion of the authorisation granted by the General Shareholders' Meeting of November 8, 2018 pursuant to its 14th resolution with immediate effect;
- 2° **Authorises** the Board of Directors, with the possibility of sub-delegation in accordance with the legal and regulatory requirements, taking into account the shares that may otherwise be held by the Company, directly or indirectly, to buy or cause to be bought the shares of the Company within the limit of 10% of the total number of shares making up the share capital (adjusted, if necessary, to take account of any capital increase or reduction that may occur during the programme) under the conditions set out in Articles L. 225-209 and seq. of the Commercial Code, and in particular:
 - the maximum purchase price per share shall not exceed 30 Euros (excluding purchasing fees). In the event of a transaction resulting in either an increase of the par value of the shares, or in the creation and free allotment of shares, or in the event of a stock split or reverse stock split or any other transaction in relation to the shareholders' equity, the Board of Directors shall be authorised to adjust the aforementioned purchase price in order to take account of the relevant transaction on the value of the shares,
 - the maximum amount of funds allocated to the purchase of shares pursuant to this resolution shall not exceed 250 million Euros,
 - the number of shares purchased by the Company pursuant to this resolution shall not in any event result in the Company holding more than 10% of the shares comprising the share capital of the Company, directly or indirectly,
 - the acquisition, sale, exchange or transfer of these shares may be carried out (i) at any time, except during a public offer period, even if paid in full in cash, for the Company's shares (ii) under the conditions and within the limits, in particular of volumes and prices, provided for by the laws in force on the date of the transactions in question, and (iii) by any means, in particular on the market or by private agreement, including the acquisition or sale of blocks, through the use of optional mechanisms, such as purchases and sales of call or put options, derivative financial instruments traded on a regulated or over-the-counter market, or warrants or securities giving access to the Company's share capital under the conditions provided for by the market authorities, in compliance with the laws and regulations in force and at such times as the Board of Directors, or the person acting on the Board of Directors' delegation, may determine,
 - the shares bought back and held by the Company shall be deprived of voting rights and shall not carry dividend rights;
- 3° **Decides** that the aforementioned share purchases may be carried out with a view to:
 - purchasing shares of the Company for retention and subsequent delivery for exchange or payment in connection with any external growth, merger, demerger or contribution operations, within the limit of 5% of its capital as provided for in Article L. 225-209 paragraph 6 of the Commercial Code,
 - purchasing or selling shares with a view to ensuring secondary market activity or the liquidity of the Company share under a liquidity contract with an investment services provider that complies with the good practices charter recognised by the AMF,
 - to retain shares and, if necessary, to deliver them subsequent to the exercise of rights attached to securities giving access by any means, immediately or in the future, to shares of the Company by redemption, conversion, exchange, presentation of a warrant or in any other way, and to carry out and hedging transaction in respect of the obligations of the

Company (or any of its subsidiaries) related to these securities, under the conditions laid down by the market authorities and at such times decided by the Board of Directors, or the person acting on the delegation of the Board of Directors,

- to allocate or to transfer shares of the Company to employees or corporate officers of the Company or the companies or groups related to it within the meaning of the regulations in force, under the conditions and in the manner provided for by law, in particular within the framework (i) of free share allocations as provided for in Articles L. 225-197-1 et seq. of the Commercial Code, (ii) participation in the proceeds of the expansion of the business, (iii) allocations of stock options granted under the conditions laid down in Articles L. 225-177 et seq. of the Commercial Code, or (iv) any employee savings plan,
 - to cancel some or all of the purchased shares and implement the resulting reduction in the share capital, subject to the authorisation of the Extraordinary General Shareholders' Meeting and in accordance with the terms of such authorisation or of any subsequent authorisation,
 - implement any market practice which may be admitted by the AMF,
 - and more generally to carry out any transaction that complies with applicable law;
- 4° **Grants** full powers to the Board of Directors, with the option to sub-delegate such powers in accordance with the provisions of the laws and regulations, to implement this authorisation and in particular to place all on-market or off-market orders, allocate or reallocate the shares purchased to the various objectives pursued, in accordance with applicable laws and regulations, enter into any agreements, draw up and amend any documents in particular with a view to keeping registers of share purchases and sales, draw up any documents, make all declarations and formalities to the AMF and to any other authority, carry out all formalities and, in general, do whatever may be necessary;
- 5° **Acknowledges** that the Board of Directors shall report on the transactions carried out by virtue of this authorisation in its report to the Annual Ordinary General Shareholders' Meeting;
- 6° **Decides** that this authorisation is granted to the Board of Directors for a maximum period of eighteen (18) months as from the date of this General Shareholders' Meeting.

RESOLUTIONS FALLING WITHIN THE SCOPE OF THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

15th resolution - Authorisation granted to the Board of Directors to reduce the share capital through the cancellation of shares acquired by the Company in connection with its buy-back programme

The General Shareholders' Meeting, voting in accordance with the required quorum and majority conditions for extraordinary meetings of shareholders, having read the report of the Board of Directors and the special report of the Statutory auditors and voting in accordance with the applicable legal provisions, in particular the provisions of Article L.225-209 of the Commercial Code:

- 1° **Terminates** the unused portion of the authorisation granted by the General Shareholders' Meeting of November 8, 2018 pursuant to its 15th resolution with immediate effect;
- 2° **Authorises** the Board of Directors, with the option to sub-delegate such authority in accordance with the provisions of the laws and regulations, to reduce the share capital by cancelling all or a part of the shares of the Company held by the Company in connection with the buy back-programme authorized pursuant to the 14th resolution of this General Shareholders' Meeting or with any other buy-back programmes authorized prior or subsequent to this General

Shareholders' Meeting, on one or several occasions, up to 10% of the share capital of the Company (as adjusted, if applicable, to take account of transactions having an impact on the share capital carried out after the date of this General Shareholders' Meeting) in any given 24-month period;

- 3° **Decides** that the excess amount of the ordinary share purchase price as compared to their nominal value shall be allocated to the "Share Premium" account or to any available reserve account;
- 4° **Grants** full powers to the Board of Directors to proceed with the share capital reduction resulting from the cancellation of the shares and the aforementioned allocation, in particular to decide the final amount and determine the terms of the share capital reduction, to acknowledge the completion of the share capital reduction and to amend the Articles of Association accordingly;
- 5° **Grants** full powers to the Board of Directors, with the option to sub-delegate such powers in accordance with the provisions of the laws and regulations, to carry out all formalities, take all steps and make all declarations to the AMF and to any other authority, carry out all formalities and, in general, do whatever may be necessary;
- 6° **Acknowledges** that, in the event that the Board of Directors should make use of this authorisation, the Board shall report to the next Annual Ordinary General Shareholders' Meeting on the transactions carried out pursuant to this authorisation, in accordance with applicable laws and regulations;
- 7° **Decides** that this authorisation is granted to the Board of Directors for a maximum period of eighteen (18) months as from the date of this General Shareholders' Meeting.

16th resolution - Delegation of authority to the Board of Directors to increase the share capital by capitalization of reserves, profits, premiums or other sums whose capitalization is permitted

The General Shareholders' Meeting, voting in accordance with the required quorum and majority conditions for ordinary meetings of shareholders, having read the report of the Board of Directors, having acknowledged that the share capital has been fully paid-up, and deciding in accordance with the applicable provisions of the law, particularly the provisions of Articles L.225-129-2 and L.225-130 of the Commercial Code:

- 1° **Terminates** the unused portion of the delegation granted by the General Shareholders' Meeting of November 8, 2017 pursuant to its 21st resolution with immediate effect;
- 2° **Delegates** its authority to the Board of Directors, with the power to sub-delegate such authority in accordance with the provisions of the laws and regulations, to decide to increase the share capital, on one or more occasions at such times and on such terms as it shall determine and in such proportions as it shall deem fit, by capitalizing reserves, profits, premiums or any other sum whose capitalization is permitted by law and the Company's Articles of Association, in the form of a free allocation of shares or an increase in the par value of the existing shares, or a combination of both;
- 3° **Decides** that the **maximum nominal amount** of the share capital increase resulting from all issues carried out pursuant to this delegation, immediately or in the future, is set at **44 million Euros**, it being specified that such amount is unrelated to and separate from the Overall Maximum Share Capital Increase Amount referred to and defined in the 17th resolution. It is specified that such maximum amount shall be supplemented, as the case may be, by the nominal amount of the additional shares to be issued in order to maintain the rights of the holders or securities or other rights conferring access to the share capital, in accordance with the provisions of the applicable laws and regulations and, as the case may be, any contractual provisions providing for other cases of adjustment;
- 4° Grants the Board of Directors full powers, with the power to sub-delegate such powers in accordance with legal and regulatory requirements, to implement this delegation, and in particular:
 - to determine the terms and conditions of the authorised transactions, and in particular to determine the amount and nature of the reserves and premium amounts to be capitalized, to determine the number of new shares to be issued in Euros, or the nominal amount by which

the amount of existing shares shall be increased, the date, which may be retroactive, as of which the new shares shall carry dividend rights or the effective date of the increase in the nominal value of the shares and, as the case may be, to charge any and all amounts to the issue premiums, including the expenses incurred by the completion of the issues,

- to decide that, in accordance with the provisions of Article L. 225-130 of the Commercial Code, rights forming fractional shares will not be tradable or transferable and that the corresponding securities will be sold; the proceeds of the sale will be allocated to the holders of the rights within the period prescribed by the regulations,
 - to take all measures in order to protect the rights of the holders of securities conferring access to the share capital of the Company, in accordance with the provisions of the laws and regulations, and with any contractual provisions,
 - and to take all measures required for the completion of the issues and, as the case may be, to suspend any issues, to enter into any agreements and, in general, to take all necessary steps to ensure the proper completion of the proposed issues, to acknowledge the share capital increase(s) resulting from any issue carried out pursuant to this delegation and to amend the Articles of Association accordingly;
- 5° **Acknowledges** that the Board of Directors, in the event that it should make use of this delegation, shall report on the transactions completed pursuant to such delegation to the next Ordinary Meeting of Shareholders, in accordance with applicable laws and regulations;
- 6° **Decides** that this delegation is granted for a maximum period of twenty-six (26) months as from the date of this General Shareholders' Meeting;
- 7° **Decides** that the Board of Directors may not, without the prior authorisation of the General Shareholders' Meeting, use this delegation of power following the filing by a third party of a proposed public takeover offer for the Company's securities, until the end of the offer period.

17th resolution - Delegation of authority to the Board of Directors to issue ordinary shares and/or securities conferring access to ordinary shares of the Company, immediately or in the future, subject to the preferential subscription right of the shareholders

The General Shareholders' Meeting, voting in accordance with the required quorum and majority conditions for extraordinary meetings of shareholders, having read the report of the Board of Directors and the special report of the Statutory Auditors, having acknowledged that the share capital has been fully paid-up, and deciding in accordance with the applicable laws and regulations, particularly the provisions of Articles L.225-129-2, L.225-132 to L.225-134, L.228-91 and L.228-92 of the Commercial Code:

- 1° **Terminates** the unused portion of the delegation granted by the General Shareholders' Meeting of November 8, 2017 pursuant to its 22nd resolution with immediate effect;
- 2° **Delegates** its authority to the Board of Directors, with the power to sub-delegate such authority in accordance with the provisions of the laws and regulations, to decide to issue ordinary shares of the Company and/or securities conferring access by any means, immediately and/or in the future, at any time or on a given date, to newly-issued ordinary shares of the Company, on one or more occasions and at such times as it shall determine and in such proportions as it shall deem fit, in France and/or abroad, subject to the shareholders' preferential subscription right, to be subscribed to in cash, or by the offsetting of claims; the shares to be issued shall confer the same rights as the existing shares, subject to their dividend entitlement date;
- 3° **Decides** that issues of preferred shares and securities conferring access to preferred shares are expressly excluded from the scope of this delegation;
- 4° **Decides** that the nominal amount of the share capital increases resulting from issues carried out pursuant to this delegation, immediately or in the future, may not exceed **a maximum nominal amount of 44 million Euros**, and shall be deducted from the overall maximum nominal amount of all share capital increases resulting from this resolution and from resolutions 18 and 19, 22 to 25 submitted to this General Shareholders' Meeting, which totals and may not exceed 44 million Euros (the "**Overall Maximum Share Capital Increase Amount**"). It is specified that such maximum amounts shall be supplemented, as the case may be, by the nominal amount of the

additional shares to be issued in order to maintain the rights of the holders or securities or other rights conferring access to the share capital, in accordance with the provisions of the applicable laws and regulations and, as the case may be, any contractual provisions providing for other cases of adjustment;

- 5° Decides that the securities conferring access to the share capital of the Company issued pursuant to this resolution may, inter alia, consist in share warrants or debt securities or be attached to issues of warrants or debts securities, or permit the issue of the same as interim securities; they may take the form of subordinated or unsubordinated securities with a fixed or indefinite term, and may be issued in Euros, or in currencies or monetary units established by reference to several currencies; the nominal amount of any debt securities issued pursuant to this delegation may not exceed a **maximum nominal amount of one (1) billion Euros** or their equivalent value in Euros on their issue decision date, and shall be deducted from the overall maximum nominal amount of all debt securities issued pursuant to this resolution and to resolutions 18 and 19 and 22 and 23 submitted to this General Shareholders' Meeting, which totals and may not exceed one (1) billion Euros (the "**Overall Maximum Debt Securities Issue Amount**"); it is independent of the amount of debt securities whose issue may be decided or authorised by the Board of Directors in accordance with Articles L.228-40, L.228-92 last paragraph and L. 228-93 last paragraph of the Commercial Code or under the conditions set out in Article L. 228-36-A of the Commercial Code;
- 6° **Decides** to authorise the Board of Directors to take all measures required to protect the rights of the holders of securities conferring access to the share capital and of other rights conferring access to the outstanding share capital on the date of implementation of this delegation;
- 7° **Acknowledges** that the shareholders shall be entitled, in accordance with the provisions of the law, to exercise their preferential right to subscribe to any ordinary shares of the Company and securities conferring access to the share capital of the Company issued pursuant to this resolution on an irreducible basis; the Board of Directors may in addition grant the shareholders of the Company a preferential right to subscribe to any excess securities on a reducible basis, which the shareholders may exercise in proportion to the subscription rights they hold and in any event up the amounts stated in their requests;
- 8° **Acknowledges** that if the irreducible and, as the case may be, reducible subscriptions do not absorb the full amount of an issue of ordinary shares of the Company or of securities conferring access to the share capital of the Company, the Board of Directors may elect to use one or more of the following options, in any order it deems appropriate:
- limit the amount of the issue to the number of subscriptions received, provided that the same amounts to at least three quarters of the issue decided,
 - freely allocate all or a part of the unsubscribed securities,
 - offer all or part of the unsubscribed securities to the public, on the French market or abroad, or offer such securities by means of a private placement in or outside France;
- 9° **Acknowledges** that in accordance with the provisions of Article L. 225-132 of the Commercial Code, this resolution shall automatically act as a waiver by the shareholders of the Company of their preferential right to subscribe to the ordinary shares conferred by virtue of any securities issued on the basis of this delegation, in favour of the holders of securities issued pursuant to this resolution;
- 10° **Decides** that the issues of Company share warrants may be carried out by means of a subscription offer or by means of a free allocation to the holders of existing shares, and that in the event of a free allotment of share warrants, the Board of Directors shall be entitled to decide that the fractional allocation rights shall not be negotiable and that the related securities shall be sold;
- 11° **Decides** that the price of the securities conferring access to the share capital of the Company shall be such that the amount immediately received plus, as the case may be, any amount subsequently received, is at least equal, for each ordinary share of the Company issued pursuant to this delegation, to the nominal value of the ordinary share of the Company on the date of issue of such securities;

12° Grants the Board of Directors full powers, with the power to sub-delegate such powers in accordance with legal and regulatory requirements, to implement this delegation, and in particular:

- to determine the amounts, dates and terms of the issues as well as the form and features of the securities to be created,
- to determine the price and terms of issue, the terms of access to the share capital of the Company (the Board of Directors may, in particular, decide to issue securities giving access in the future to shares that exist and/or to be issued), set the amounts to be issued in Euros, in foreign currencies or in account units determined by reference to several currencies, as the case may be, in accordance with applicable laws,
- in the event of an issue of debt securities, to decide whether such securities shall be subordinated or unsubordinated, to determine their interest rates (fixed and/or variable or with capitalization), the issue currency, their term, the redemption price (fixed or variable, with or without premium), the terms and conditions of redemption of the securities depending on market conditions and the terms and conditions under which such securities shall confer access to shares of the Company, it being specified that such securities may in addition be repurchased on the market or be the subject of a purchase or exchange offer by the Company,
- to determine the dividend entitlement date of the securities to be issued, with or without retroactive effect, and, as the case may be, the buy-back terms of the securities,
- to suspend, as the case may be, the exercise of the share allotment rights attached to the existing securities, for a period not to exceed three (3) months,
- to determine the terms for the protection, as the case may be, of the rights of the holders or securities or other rights conferring access to the share capital, in accordance with the provisions of the laws and regulations and, as the case may be, any contractual provisions providing for other cases of adjustment,
- as the case may be, to charge any and all expenses against the relevant premiums, particularly the expenses associated with the completion of the issues,
- and to take all measures required for the completion of the issues and, as the case may be, to suspend any issues, to enter into any agreements and, in general, to take all necessary steps to ensure the proper completion of the proposed issues, to acknowledge the share capital increase(s) resulting from any issue carried out pursuant to this delegation and to amend the Articles of Association accordingly;

13° Acknowledges that the Board of Directors, in the event that it should make use of this delegation, shall report on the transactions completed pursuant to such delegation to the next Ordinary Meeting of Shareholders, in accordance with applicable laws and regulations;

14° Decides that this delegation is granted to the Board of Directors for a maximum period of twenty-six (26) months as from the date of this General Shareholders' Meeting;

15° Decides that the Board of Directors may not, without the prior authorisation of the General Shareholders' Meeting, use this delegation of power following the filing by a third party of a proposed public takeover offer for the Company's securities, until the end of the offer period.

18th resolution - Delegation of authority to the Board of Directors to issue ordinary shares and/or securities conferring access to ordinary shares of the Company, immediately or in the future, with cancellation of the preferential subscription right of the shareholders, as part of a public offering

The General Shareholders' Meeting, voting in accordance with the required quorum and majority conditions for extraordinary meetings of shareholders, having read the report of the Board of Directors and the special report of the Statutory Auditors, having acknowledged that the share capital has been fully paid-up, and deciding in accordance with the applicable laws and regulations, particularly the provisions of Articles L.225-129-2, L.225-135, L.225-136, L.228-91 and L.228-92 of the Commercial Code:

- 1° **Terminates** the unused portion of the delegation granted by the General Shareholders' Meeting of November 8, 2017 pursuant to its 23rd resolution with immediate effect;
- 2° **Delegates** its authority to the Board of Directors, with the power to sub-delegate such authority in accordance with the provisions of the laws and regulations, to decide to issue common shares of the Company and/or securities conferring access by any means, immediately and/or in the future, at any time or on a given date, to newly-issued common shares of the Company, by means of a public offering, on one or more occasions and at such times as it shall determine and in such proportions as it shall deem fit, in France and/or abroad, with cancellation of the shareholders' preferential subscription right, to be subscribed to in cash, or by the offsetting of claims; the shares to be issued shall confer the same rights as the existing shares, subject to their dividend entitlement date;
- 3° **Decides** that issues of preferred shares and securities conferring access to preferred shares are expressly excluded from the scope of this delegation;
- 4° **Decides** that the nominal amount of the share capital increases resulting from issues carried out pursuant to this delegation, immediately or in the future, may not exceed a **maximum nominal amount of 22 million Euros**, shall be deducted from the sub-maximum nominal amount of share capital increases with cancellation of the preferential subscription right carried out under this resolution, and resolutions 19, 22 to 25 submitted to this General Shareholders' Meeting, which stands at and may not exceed 22 million Euros (the "**Sub-maximum Amount of Share Capital Increases with Cancellation of the Preferential Subscription Right**") and shall be deducted from the Overall Maximum Share Capital Increase Amount. It is specified that such maximum amounts shall be supplemented, as the case may be, by the nominal amount of the additional shares to be issued in order to maintain the rights of the holders or securities or other rights conferring access to the share capital, in accordance with the provisions of the applicable laws and regulations and, as the case may be, any contractual provisions providing for other cases of adjustment;
- 5° **Decides** that the securities conferring access to the share capital of the Company issued pursuant to this resolution may, inter alia, consist in share warrants or debt securities or be attached to issues of warrants or debts securities, or permit the issue of the same as interim securities; they may take the form of subordinated or unsubordinated securities with a fixed or indefinite term, and may be issued in Euros, or in currencies or monetary units established by reference to several currencies; the nominal amount of any debt securities issued pursuant to this delegation may not exceed a **maximum nominal amount of one (1) billion Euros** or their equivalent value in Euros on their issue decision date, and shall be deducted from the Overall Maximum Debt Securities Issue Amount; it is independent of the amount of debt securities whose issue may be decided or authorised by the Board of Directors in accordance with Articles L.228-40, L.228-92 last paragraph and L. 228-93 last paragraph of the Commercial Code or under the conditions set out in Article L. 228-36-A of the Commercial Code;
- 6° **Decides** to cancel the shareholders' preferential right to subscribe to the ordinary shares of the Company and to the securities conferring access to the share capital of the Company issued pursuant to this resolution, and to offer such securities as part of a public offering; the Board of Directors shall however be entitled, in accordance with the provisions of the laws and regulations, to grant the Company shareholders an irreducible priority right and, as the case may be, a reducible priority right, to subscribe to all or a part of the issue, during such period and on such terms as it shall determine, and which shall be exercised in proportion to the number of common shares of the Company held by each holder of the Company's ordinary shares; such priority right shall not give rise to the creation of negotiable rights;

- 7° **Acknowledges** that if the subscriptions do not absorb the full amount of an issue of ordinary shares of the Company or of securities conferring access to the share capital of the Company, the Board of Directors may elect to use one or more of the following options, in any order it deems appropriate:
- limit the amount of the issue to the number of subscriptions received, provided that the same amounts to at least three quarters of the issue decided,
 - freely allocate all or a part of the unsubscribed securities,
 - offer all or a part of the unsubscribed securities to the public;
- 8° **Acknowledges** that this delegation shall automatically act as a waiver by the shareholders of the Company of their preferential right to subscribe to the ordinary shares conferred by virtue of any securities issued on the basis of this delegation;
- 9° **Decides** that:
- the price of the ordinary shares of the Company shall be at least equal to the minimum amount provided under the laws and regulations in force at the time of implementation of this delegation, as adjusted, as the case may be, to take account of the difference in dividend entitlement date,
 - the price of the securities conferring access to the share capital of the Company shall be such that the amount immediately received plus, as the case may be, any amount subsequently received, is at least equal, for each ordinary share of the Company issued as a result of the issue of such securities, to the minimum price defined in the preceding paragraph, as adjusted, as the case may be, to take account of the difference in dividend entitlement date;
- 10° **Acknowledges** that the issue(s) authorised by this resolution may be decided simultaneously with one or more issue(s) decided pursuant to the 19th resolution;
- 11° **Grants** the Board of Directors full powers, with the power to sub-delegate such powers in accordance with legal and regulatory requirements, to implement this delegation, and in particular:
- to determine the amounts, dates and terms of the issues as well as the form and features of the securities to be created,
 - to determine the price and terms of issue, the terms of access to the share capital of the Company (the Board of Directors may, in particular, decide to issue securities giving access in the future to shares that exist and/or to be issued), set the amounts to be issued in Euros, in foreign currencies or in account units determined by reference to several currencies, as the case may be, in accordance with applicable laws,
 - in the event of an issue of debt securities, to decide whether such securities shall be subordinated or unsubordinated, to determine their interest rates (fixed and/or variable or with capitalization), the issue currency, their term, the redemption price (fixed or variable, with or without premium), the terms and conditions of redemption of the securities depending on market conditions and the terms and conditions under which such securities shall confer access to shares of the Company, it being specified that such securities may in addition be repurchased on the market or be the subject of a purchase or exchange offer by the Company,
 - to determine the dividend entitlement date of the securities to be issued, with or without retroactive effect, and, as the case may be, the buy-back terms of the securities,
 - to suspend, as the case may be, the exercise of the share allotment rights attached to the existing securities, for a period not to exceed three (3) months,
 - to determine the terms for the protection, as the case may be, of the rights of the holders or securities or other rights conferring access to the share capital, in accordance with the provisions of the laws and regulations and, as the case may be, any contractual provisions providing for other cases of adjustment,

- as the case may be, to charge any and all expenses against the relevant premiums, particularly the expenses associated with the completion of the issues,
 - to take all measures required for the completion of the issues and, as the case may be, to suspend any issues, to enter into any agreements and, in general, to take all necessary steps to ensure the proper completion of the proposed issues, to acknowledge the share capital increase(s) resulting from any issue carried out pursuant to this delegation and to amend the Articles of Association accordingly;
- 12° Acknowledges** that the Board of Directors, in the event that it should make use of this delegation, shall report on the transactions completed pursuant to such delegation to the next Ordinary Meeting of Shareholders, in accordance with applicable laws and regulations;
- 13° Decides** that this delegation is granted to the Board of Directors for a period of twenty-six (26) months as from the date of this General Shareholders' Meeting;
- 14° Decides** that the Board of Directors may not, without the prior authorisation of the General Shareholders' Meeting, use this delegation of power following the filing by a third party of a proposed public takeover offer for the Company's securities, until the end of the offer period.

19th resolution - Delegation of authority to the Board of Directors to issue ordinary shares and/or securities conferring access to ordinary shares of the Company, immediately or in the future, with cancellation of the preferential subscription right of the shareholders, as part of a private placement as contemplated in II of Article L. 411-18-2 of the Monetary and Financial Code

The General Shareholders' Meeting, voting in accordance with the required quorum and majority conditions for extraordinary meetings of shareholders, having read the report of the Board of Directors and the special report of the Statutory Auditors, having acknowledged that the share capital has been fully paid-up, and deciding in accordance with the applicable laws and regulations, particularly the provisions of Articles L.225-129-2, L.225-135, L.225-136, L.228-91 and L.228-92 of the Commercial Code and Article L. 411-2 of the Monetary and Financial Code:

- 1° Terminates** the unused portion of the delegation granted by the General Meeting of November 8, 2017 by its 24th resolution, with immediate effect;
- 2° Delegates** to the Board of Directors, with the option to sub-delegate in accordance with the legal and regulatory conditions, its authority to decide on the issue, with cancellation of shareholders' preferential subscription rights, of an offer by private placement referred to in II of Article L.411-2 of the Monetary and Financial Code, on one or more occasions and at such times as it shall determine and in such proportions as it shall deem fit, in France and/or abroad, of ordinary shares of the Company and/or securities giving access by any means, immediately and/or in the future, at any time or on a given date, to newly-issued ordinary shares of the Company, which can be subscribed to either in cash, or by the offsetting of claims; the shares to be issued shall confer the same rights as the existing shares, subject to their dividend entitlement date;
- 3° Decides** that issues of preferred shares and securities conferring access to preferred shares are expressly excluded from the scope of this delegation;
- 4° Decides** that the nominal amount of the share capital increases resulting from issues carried out pursuant to this delegation, immediately or in the future, may not exceed a **maximum nominal amount of 22 million Euros**, and shall be deducted from the Sub-maximum Amount of Share Capital Increases with Cancellation of the Preferential Subscription Right and from the Overall Maximum Share Capital Increase Amount. It is specified that such maximum amounts shall be supplemented, as the case may be, by the nominal amount of the additional shares to be issued in order to maintain the rights of the holders or securities or other rights conferring access to the share capital, in accordance with the provisions of the applicable laws and regulations and, as the case may be, any contractual provisions providing for other cases of adjustment;
- 5° Decides** that the securities conferring access to the share capital of the Company issued pursuant to this resolution may, inter alia, consist in share warrants or debt securities or be attached to issues of warrants or debts securities, or permit the issue of the same as interim securities; they may take the form of subordinated or unsubordinated securities with a fixed or indefinite term, and may be issued in Euros, or in currencies or monetary units established by

reference to several currencies; the nominal amount of any debt securities issued pursuant to this delegation may not exceed a **maximum nominal amount of one (1) billion Euros** or their equivalent value in Euros on their issue decision date, and shall be deducted from the Overall Maximum Debt Securities Issue Amount; it is independent of the amount of debt securities whose issue may be decided or authorised by the Board of Directors in accordance with Articles L.228-40, L.228-92 last paragraph and L. 228-93 last paragraph of the Commercial Code or under the conditions set out in Article L. 228-36-A of the Commercial Code;

- 6° **Decides** to cancel the shareholders' preferential right to subscribe to the ordinary shares of the Company and to the securities conferring access to the share capital of the Company issued pursuant to this resolution, and to offer such securities as part of an offer by private placement referred to in II of Article L. 411-2 of the Monetary and Financial Code, subject to the terms and maximum statutory limits provided by the laws and regulations;
- 7° **Decides** that if the subscriptions do not absorb the full amount of an issue of ordinary shares of the Company or of securities conferring access to the share capital of the Company, the Board of Directors may elect to use one or more of the following options, in any order it deems appropriate:
- limit the amount of the issue to the number of subscriptions received, provided that the same amounts to at least three quarters of the issue decided,
 - freely distribute all or a part of the unsubscribed securities;
- 8° **Acknowledges** that this delegation shall automatically act as a waiver by the shareholders of the Company of their preferential right to subscribe to the ordinary shares conferred by virtue of any securities issued on the basis of this delegation;
- 9° **Decides** that:
- the price of the ordinary shares of the Company shall be at least equal to the minimum amount provided under the laws and regulations in force at the time of implementation of this delegation, as adjusted, as the case may be, to take account of the difference in dividend entitlement date,
 - the price of the securities conferring access to the share capital of the Company shall be such that the amount immediately received plus, as the case may be, any amount subsequently received, is at least equal, for each ordinary share of the Company issued as a result of the issue of such securities, to the minimum price defined in the preceding paragraph, as adjusted, as the case may be, to take account of the difference in dividend entitlement date;
- 10° **Acknowledges** that the issue(s) authorised by this resolution may be decided simultaneously with one or more issue(s) decided pursuant to the 18th resolution;
- 11° **Grants** full powers to the Board of Directors, with the power to sub-delegate such powers in accordance with the provisions of the laws and regulations, to implement this delegation and in particular:
- to determine the amounts, dates and terms of the issues as well as the form and features of the securities to be created,
 - to determine the price and terms of issue, the terms of access to the share capital of the Company (the Board of Directors may, in particular, decide to issue securities giving access in the future to shares that exist and/or to be issued), set the amounts to be issued in Euros, in foreign currencies or in account units determined by reference to several currencies, as the case may be, in accordance with applicable laws,
 - in the event of an issue of debt securities, to decide whether such securities shall be subordinated or unsubordinated, to determine their interest rates (fixed and/or variable or with capitalization), the issue currency, their term, the redemption price (fixed or variable, with or without premium), the terms and conditions of redemption of the securities depending on market conditions and the terms and conditions under which such securities shall confer access to shares of the Company, it being specified that such securities may in addition be repurchased on the market or be the subject of a purchase or exchange offer by the Company,

- to determine the dividend entitlement date of the securities to be issued, with or without retroactive effect, and, as the case may be, the buy-back terms of the securities,
- to suspend, as the case may be, the exercise of the share allotment rights attached to the existing securities, for a period not to exceed three months,
- to determine the terms for the protection, as the case may be, of the rights of the holders or securities or other rights conferring access to the share capital, in accordance with the provisions of the laws and regulations and, as the case may be, any contractual provisions providing for other cases of adjustment,
- as the case may be, to charge any and all expenses against the relevant premiums, particularly the expenses associated with the completion of the issues,
- to take all measures required for the completion of the issues and, as the case may be, to suspend any issues, to enter into any agreements and, in general, to take all necessary steps to ensure the proper completion of the proposed issues, to acknowledge the share capital increase(s) resulting from any issue carried out pursuant to this delegation and to amend the Articles of Association accordingly;

12° Acknowledges that the Board of Directors, in the event that it should make use of this delegation, shall report on the transactions completed pursuant to such delegation to the next Ordinary Meeting of Shareholders, in accordance with applicable laws and regulations;

13° Decides that this delegation is granted to the Board of Directors for a period of twenty-six (26) months as from the date of this General Shareholders' Meeting;

14° Decides that the Board of Directors may not, without the prior authorisation of the General Shareholders' Meeting, use this delegation of power following the filing by a third party of a proposed public takeover offer for the Company's securities, until the end of the offer period.

20th resolution - Authorisation given to the Board of Directors, in the event of an issue of ordinary shares of the Company conferring access to ordinary shares of the Company, immediately or in the future, without preferential subscription rights, to set the issue price in accordance with the terms determined by the General Shareholders' Meeting, up to 10% of the share capital per year

The General Shareholders' Meeting, voting in accordance with the required quorum and majority conditions for extraordinary meetings of shareholders, having read the report of the Board of Directors and the special report of the Statutory Auditors and deciding in accordance with the provisions of Articles L. 225-136 of the Commercial Code:

1° Terminates the unused portion of the delegation granted by the General Meeting of November 8, 2017 by its 25th resolution, with immediate effect;

2° Authorises the Board of Directors, up to a maximum amount of 10% of the share capital of the Company (as it stands on the date of this General Shareholders' Meeting) over a period of twelve (12) months, (i) in the event of an issue of common shares and/or securities conferring access by any means, immediately and/or in the future, to newly-issued common shares of the Company, without preferential subscription rights, in accordance with the terms provided under resolutions 18 and 19, or, (ii) in the event of an issue of common shares without preferential subscription right of the shareholders further to the issue by the Company's subsidiaries of securities conferring access, by any means, immediately and/or in the future, to common shares of the Company in accordance with the terms provided under resolution 24, to depart from the price fixing conditions and to fix the issue price at an amount which shall be at least equal, at the Board of Directors' option, (a) to the average price weighted by the trade volume of the share during the trading day preceding the setting of the issue price or (b) the average price weighted by the trade volume of the share during the trading day at the time the issue price is set, in both cases reduced, as the case may be, by a maximum discount of 5%.

It is specified that the aforementioned maximum amount of 10% of the share capital over a period of twelve (12) months applies to all issues implemented pursuant to resolutions 18, 19 and 24 submitted to this General Shareholders' Meeting.

In respect of deferred issues of equity securities, the issue price shall be such that the amount immediately received by the Company, plus, as the case may be, the amount subsequently received by the Company, is at least equal, for each share, to the aforementioned amounts;

- 3° **Acknowledges** that, in the event that the Board of Directors should make use of this authorisation, the Board shall report to the next Annual Ordinary General Shareholders' Meeting on the transactions carried out pursuant to this authorisation, in accordance with applicable laws and regulations;
- 4° **Decides** that this authorisation is granted to the Board of Directors for a maximum period of twenty-six (26) months as from the date of this General Shareholders' Meeting;
- 5° **Decides** that the Board of Directors may not, without the prior authorisation of the General Shareholders' Meeting, use this delegation of power following the filing by a third party of a proposed public takeover offer for the Company's securities, until the end of the offer period.

21st resolution - Authorisation given to the Board of Directors to increase the number of securities to be issued in the event of a share capital of the Company increase with or without preferential subscription rights, decided pursuant to the 17th to 19th resolutions

The General Shareholders' Meeting, voting in accordance with the required quorum and majority conditions for extraordinary meetings of shareholders, having read the report of the Board of Directors and the special report of the Statutory Auditors, having acknowledged that the share capital has been fully paid-up, and deciding in accordance with the applicable laws and regulations, particularly the provisions of Articles L.225-135-1 and R. 225-118 of the Commercial Code:

- 1° **Terminates** the authorisation granted by the General Shareholders' Meeting of November 8, 2017 pursuant to its 26th resolution, with immediate effect;
- 2° **Authorises** the Board of Directors to decide, within a period of thirty (30) days as from the close of the subscription period of the initial issue, for each of the issues decided pursuant to resolutions 17 to 19 of this General Shareholders' Meeting, to increase the number of securities to be issued, up to 15% of the initial issue, subject to the maximum amount provided in the resolution pursuant to which the initial issue was decided and at the same price as the initial issue price;
- 3° **Authorises** the Board of Directors to sub-delegate such powers in accordance with the provisions of the law and subject to the limitations determined by the Board of Directors;
- 4° **Acknowledges** that, in the event that the Board of Directors should make use of this authorisation, the Board shall report to the next Annual Ordinary General Shareholders' Meeting on the transactions carried out pursuant to this authorisation, in accordance with applicable laws and regulations;
- 5° **Decides** that this delegation is granted to the Board of Directors for a period of twenty-six (26) months as from the date of this General Shareholders' Meeting;
- 6° **Decides** that the Board of Directors may not, without the prior authorisation of the General Shareholders' Meeting, use this delegation of power following the filing by a third party of a proposed public takeover offer for the Company's securities, until the end of the offer period.

22nd resolution - Delegation of authority to the Board of Directors to issue ordinary shares and/or securities conferring access to ordinary shares of the Company, immediately or in the future, with cancellation of the preferential subscription right, in the event of an exchange offer initiated by the Company

The General Shareholders' Meeting, voting in accordance with the required quorum and majority conditions for extraordinary meetings of shareholders, having read the report of the Board of Directors and the special report of the Statutory auditors and voting in accordance with the applicable legal provisions, in particular the provisions of Article L.225-129 to L.225-129-6, L.225-148 and L.228-91 et seq. of the Commercial Code:

- 1° **Terminates** the unused portion of the delegation granted by the General Shareholders' Meeting of November 8, 2017 pursuant to its 27th resolution, with immediate effect;

- 2° **Delegates** its authority to the Board of Directors, with the power to sub-delegate such authority in accordance with the provisions of the laws and regulations, to decide to issue ordinary shares of the Company and/or securities conferring access by any means, immediately or in the future, to ordinary shares of the Company, as consideration for the securities tendered in connection with an exchange offer initiated by the Company in France and/or abroad, in accordance with the local rules, for the securities of a company whose shares are listed on a regulated market of an EEA or OECD Member State;
- 3° **Decides**, to the extent necessary, to cancel the preferential right of the shareholders to subscribe to such ordinary shares and/or newly-issued securities, in favour of the holders of such securities;
- 4° **Acknowledges** that this delegation shall automatically act as a waiver by the shareholders of their preferential right to subscribe to the ordinary shares conferred by any securities issued on the basis of this delegation;
- 5° **Decides** that the maximum nominal amount of the share capital increases carried out pursuant to this delegation, immediately and/or in the future, may not exceed a **maximum nominal amount of 22 million Euros** and shall be deducted from the Sub-maximum Amount of Share Capital Increases with Cancellation of the Preferential Subscription Right and from the Overall Maximum Share Capital Increase Amount. It is specified that such maximum amounts shall be supplemented, as the case may be, by the nominal amount of the additional shares to be issued in order to maintain the rights of the holders or securities or other rights conferring access to the share capital, in accordance with the provisions of the applicable laws and regulations and, as the case may be, any contractual provisions providing for other cases of adjustment;
- 6° **Decides** that the securities conferring access to the share capital of the Company issued pursuant to this resolution may, inter alia, consist in share warrants or debt securities or be attached to issues of warrants or debts securities, or permit the issue of the same as interim securities; they may take the form of subordinated or unsubordinated securities with a fixed or indefinite term, and may be issued in Euros, or in currencies or monetary units established by reference to several currencies; the nominal amount of any debt securities issued pursuant to this delegation may not exceed a **maximum nominal amount of one (1) billion Euros** or their equivalent value in Euros on their issue decision date, and shall be deducted from the Overall Maximum Debt Securities Issue Amount; it is independent of the amount of debt securities whose issue may be decided or authorised by the Board of Directors in accordance with Articles L.228-40, L.228-92 last paragraph and L. 228-93 last paragraph of the Commercial Code or under the conditions set out in Article L. 228-36-A of the Commercial Code;
- 7° **Grants** the Board of Directors full powers, with the right to sub-delegate such powers in accordance with the provisions of the laws and regulations, to implement this delegation and in particular:
- to determine the exchange ratio and, as the case may be, the amount of the cash adjustment to be paid,
 - to record the number of shares contributed to the exchange,
 - to determine the dates, issue conditions, in particular the price and dividend entitlement date, which may be retroactive, of the new ordinary shares, as well as, where applicable, those of the securities giving immediate and/or future access to the Company's ordinary shares,
 - to suspend, if necessary, the exercise of the rights attached to these shares for a maximum period of three (3) months under the conditions provided for by legal and regulatory provisions,
 - to take all necessary measures to protect the rights of the holders of securities or other rights conferring access to the share capital, in accordance with the applicable laws and regulations, and with any contractual provisions providing for other cases of adjustment;
 - to enter on the liabilities side of the balance sheet in a "Contribution premium" account, to which all shareholders' rights will apply, the difference between the issue price of the new ordinary shares and their nominal value,
 - to charge, if necessary, to the said "Contribution Premium" account all the costs and duties incurred by the authorised transaction,

- to take all useful steps and enter into any agreements in order to ensure the proper completion of the authorised transaction, to acknowledge the resulting share capital increase(s) and to amend the Articles of Association accordingly;
- 8° **Acknowledges** that the Board of Directors, in the event that it should make use of this delegation, shall report on the transactions completed pursuant to such delegation to the next Ordinary Meeting of Shareholders, in accordance with applicable laws and regulations;
- 9° **Decides** that this delegation is granted to the Board of Directors for a period of twenty-six (26) months as from the date of this General Shareholders' Meeting;
- 10° **Decides** that the Board of Directors may not, without the prior authorisation of the General Shareholders' Meeting, use this delegation of power following the filing by a third party of a proposed public takeover offer for the Company's securities, until the end of the offer period.

23rd resolution - Delegation of power to the Board of Directors to increase the share capital through the issue of ordinary shares and/or securities conferring access to ordinary shares of the Company, immediately or in the future, with cancellation of the preferential subscription right of the shareholders as consideration for contributions-in-kind, up to 10% of the share capital of the Company, not including the case of an exchange offer initiated by the Company

The General Shareholders' Meeting, voting in accordance with the required quorum and majority conditions for extraordinary meetings of shareholders, having read the report of the Board of Directors and the special report of the Statutory auditors and voting in accordance with the applicable legal provisions, in particular the provisions of Article L.225-129 to L.225-129-6, L.225-147 and L.228-91 et seq. of the Commercial Code:

- 1° **Terminates** the unused portion of the delegation granted by the General Shareholders' Meeting of November 8, 2017 pursuant to its 28th resolution, with immediate effect;
- 2° **Delegates** to the Board of Directors, with the possibility to sub-delegate, under the legal and regulatory conditions, to decide, on the report of the Statutory Auditor referred to in the 1st and 2nd paragraphs of Article L.225-147 of the Commercial Code (subject to the provisions of Article L. 225-147-1 of the Commercial Code), the issuance of ordinary shares of the Company and/or securities giving access by any means, immediately and/or in the future, to shares of the Company to remunerate the contributions in kind granted to the Company and consisting of equity securities or shares giving access to the capital, when the provisions of Article L.225-148 of the Commercial Code do not apply;
- 3° **Decides** that the maximum nominal amount of any share capital increases carried out pursuant to this delegation, immediately and/or in the future, is set at 10% of the share capital of the Company (as it stands on the date of utilisation of this delegation by the Board of Directors) and shall be deducted from the Sub-maximum Amount of Share Capital Increases with Cancellation of the Preferential Subscription Right and from the Overall Maximum Share Capital Increase Amount;
- 4° **Decides** that the securities conferring access to the share capital of the Company issued pursuant to this resolution may, inter alia, consist in share warrants or debt securities or be attached to issues of warrants or debts securities, or permit the issue of the same as interim securities; they may take the form of subordinated or unsubordinated securities with a fixed or indefinite term, and may be issued in Euros, or in currencies or monetary units established by reference to several currencies; the nominal amount of any debt securities issued pursuant to this delegation may not exceed a **maximum nominal amount of one (1) billion Euros** or their equivalent value in Euros on their issue decision date, and shall be deducted from the Overall Maximum Debt Securities Issue Amount; it is independent of the amount of debt securities whose issue may be decided or authorised by the Board of Directors in accordance with Articles L.228-40, L.228-92 last paragraph and L. 228-93 last paragraph of the Commercial Code or under the conditions set out in Article L. 228-36-A of the Commercial Code;
- 5° **Decides**, to the extent necessary, to cancel the preferential right of the shareholders to subscribe to such ordinary shares and/or newly-issued securities, in favour of the holders of the contributed shares or securities;

- 6° **Acknowledges** that this delegation shall automatically act as a waiver by the shareholders of their preferential right to subscribe to the ordinary shares conferred by any securities issued on the basis of this delegation;
- 7° **Grants** the Board of Directors full powers, with the power to sub-delegate such powers in accordance with legal and regulatory requirements, to implement this delegation, and in particular:
- to decide, on the report of the Statutory Auditor(s) referred to in the 1st and 2nd paragraphs of Article L.225-147 of the Commercial Code, on the valuation of contributions,
 - to determine all of the terms and conditions of the authorised transactions, and in particular to assess the contributions and, as the case may be, the granting of special benefits, to set the number of securities to be issued as consideration for the contributions, as well as the dividend entitlement date of the securities to be issued, which may be retroactive,
 - to charge any and all expenses against the relevant contribution premiums, particularly the expenses associated with the completion of the issues,
 - to record the completion of the capital increase and amend the Articles of Association accordingly,
 - to take all measures required for the completion of the issues, and, as the case may be, to suspend the issues; to enter into any agreements, to carry out all formalities required for the listing of the shares issued, and to carry out all publicity formalities required to ensure the proper completion of the transactions;
- 8° **Acknowledges** that the Board of Directors, in the event that it should make use of this delegation, shall report on the transactions completed pursuant to such delegation to the next Ordinary Meeting of Shareholders, in accordance with applicable laws and regulations;
- 9° **Decides** that this delegation is granted to the Board of Directors for a period of twenty-six (26) months as from the date of this General Shareholders' Meeting;
- 10° **Decides** that the Board of Directors may not, without the prior authorisation of the General Shareholders' Meeting, use this delegation of power following the filing by a third party of a proposed public takeover offer for the Company's securities, until the end of the offer period.

24th resolution – Delegation of authority to the Board of Directors to issue ordinary shares with cancellation of the preferential subscription right of the shareholders further to the issue, by Company subsidiaries, of securities conferring access to ordinary shares of the Company.

The General Shareholders' Meeting, voting in accordance with the required quorum and majority conditions for extraordinary meetings of shareholders, having read the report of the Board of Directors and the special report of the Statutory Auditors, having acknowledged that the share capital has been fully paid-up, and deciding in accordance with the applicable laws, particularly the provisions of Articles L.225-129-2 and L.228-93 of the Commercial Code and by reference to Article L. 228-92 of the Commercial Code:

- 1° **Terminates** the unused portion of the delegation granted by the General Shareholders' Meeting of November 8, 2017 pursuant to its 29th resolution, with immediate effect;
- 2° **Delegates** its authority to the Board of Directors, with the power to sub-delegate such authority in accordance with the provisions of the laws and regulations, to decide to issue ordinary shares of the Company conferred by virtue of securities issued by one or more companies whose share capital is more than 50%-held by the Company, directly or indirectly (the "**Subsidiary(ies)**"), in the event that such Subsidiary(ies) should issue securities conferring access to common shares of the Company, by any means, immediately or in the future, it being specified that the issue of such securities by the Subsidiary(ies) is subject to the consent of the Board of Directors of the Company.

This decision shall automatically act as (i) an express authorisation, by the General Shareholders' Meeting, of the share capital increase(s) resulting from this delegation of authority and (ii) a waiver by the Company shareholders of their preferential right to subscribe to the ordinary shares

of the Company conferred by virtue of the aforementioned securities issued by the Subsidiary(ies), in favour of the holders of securities issued by the Subsidiary(ies);

3° **Acknowledges** that the shareholders of the Company do not have a preferential right to subscribe to the aforementioned securities issued by the Subsidiary(ies);

It is specified that:

- the nominal amount of the share capital increases carried out pursuant to this delegation may not exceed the overall **maximum nominal amount of 22 million Euros** and shall be deducted from the Sub-maximum Amount of Share Capital Increases with Cancellation of the Preferential Subscription Right and from the Overall Maximum Share Capital Increase Amount. It is specified that such maximum amounts shall be supplemented, as the case may be, by the nominal amount of the additional shares to be issued in order to maintain the rights of the holders or securities or other rights conferring access to the share capital, in accordance with the provisions of the applicable laws and regulations and, as the case may be, any contractual provisions providing for other cases of adjustment,
- in any event, the amount paid at the time of issue or subsequently paid to the Company shall be at least equal, for each ordinary share of the Company issued as a result of the issue of such securities, to the minimum amount provided by the laws and regulations in force at the time of implementation of this delegation, as adjusted as the case may be, to take account of the difference in dividend entitlement date;

4° **Grants** full powers to the Board of Directors, with the power to sub-delegate such powers under the legal and regulatory conditions, to implement this resolution, in agreement with the competent administrative or managing bodies of the Subsidiary(ies) issuing the securities referred to in this resolution, and in particular:

- to determine the amounts to be issued, to determine the issue terms and conditions and the class of securities to be issued, to set the dividend entitlement date of the securities to be created, which may be retroactive,
- to take all necessary measures to protect the rights of the holders of securities or other rights conferring access to the share capital, in accordance with the applicable laws and regulations, and with any contractual provisions providing for other cases of adjustment,
- to take all measures required to complete the issues and, as the case may be, to suspend the issues; to enter into any agreements for the purpose of ensuring the proper completion of the proposed issues, all in accordance with applicable French and, as the case may be, foreign laws and regulations, and to amend the Articles of Association to the extent required by the utilization of this delegation, in accordance with the terms of its report to this General Shareholders' Meeting;

5° **Acknowledges** that the Board of Directors, in the event that it should make use of this delegation, shall report on the transactions completed pursuant to such delegation to the next Ordinary Meeting of Shareholders, in accordance with applicable laws and regulations;

6° **Decides** that this delegation is granted to the Board of Directors for a period of twenty-six (26) months as from the date of this General Shareholders' Meeting;

7° **Decides** that the Board of Directors may not, without the prior authorisation of the General Shareholders' Meeting, use this delegation of power following the filing by a third party of a proposed public takeover offer for the Company's securities, until the end of the offer period.

25th resolution - Delegation of authority to the Board of Directors to increase the share capital through the issue of ordinary shares and/or securities conferring access, immediately or in the future, to the share capital of the Company with cancellation of the preferential subscription right of the shareholders reserved for the members of the Company or Group savings plan

The General Shareholders' Meeting, voting in accordance with the required quorum and majority conditions for extraordinary meetings of shareholders, having read the report of the Board of Directors and the special report of the Statutory Auditors and deciding in accordance with the provisions of

Articles L.3331-1 et seq. of the Labour Code and Articles L.225-129 et seq., L.225-138 et seq. of the Commercial Code:

- 1° **Terminates** the unused portion of the delegation granted by the General Shareholders' Meeting of November 8, 2018 pursuant to its 17th resolution, with immediate effect;
- 2° **Delegates** its authority to the Board of Directors, with the power to sub-delegate such authority in accordance with the provisions of the laws and regulations, to decide to increase the share capital of the Company, on one or more occasions, at its sole discretion, at such times and on such terms as it shall determine, through the issue of ordinary shares and of any other securities conferring access, immediately or in the future, to the share capital of the Company, reserved for present and former employees who are members of a Company savings plan and, as the case may be, of a savings plan established by French or foreign companies affiliated to the Company, in accordance with the terms of Article L.225-180 of the Commercial Code and Article L.3344-1 of the Labour Code, or alternatively through the free allocation of common shares or securities conferring access to existing or newly-issued common shares of the Company, including by means of a capitalization of reserves, profits or premiums, within the legal and regulatory limits;
- 3° **Decides** that the share capital increases carried out pursuant to this resolution may not exceed a **nominal amount of 2 million Euros**, it being specified that such maximum amount shall be deducted from the Sub-maximum Amount of Share Capital Increases with Cancellation of the Preferential Subscription Right and from the Overall Maximum Share Capital Increase Amount. It is specified that such maximum amounts shall be supplemented, as the case may be, by the nominal amount of the additional shares to be issued in order to maintain the rights of the holders or securities or other rights conferring access to the share capital, in accordance with the provisions of the applicable laws and regulations and, as the case may be, any contractual provisions providing for other cases of adjustment;

In the event that the subscriptions do not absorb the full amount of a securities issue, the share capital amount shall be completed up to the amount of subscribed securities;

- 4° **Decides** that the issue price of the ordinary shares or securities to be issued pursuant to this resolution will be fixed in accordance with the provisions of Article L.3332-19 of the Labour Code, it being specified that the maximum discount set, pursuant to Article L.3332-19 of the Labour Code, in relation to the last prices quoted during the twenty (20) trading days preceding the date of the decision of the Board of Directors fixing the opening date for subscriptions which may not exceed 20% or 30% depending on whether the securities subscribed, directly or indirectly, correspond to assets whose period of unavailability is less than ten (10) years or greater than or equal to ten (10) years; the General Shareholders' Meeting may however expressly authorise the Board of Directors to cancel or reduce the aforementioned discount, if it deems appropriate to do so, in order to take account of, *inter alia*, the local legal, accounting, tax and social regimes;
- 5° **Authorises** the Board of Directors to freely allocate issued or newly-issued shares or other issued or newly-issued securities giving access to the Company's capital, in respect of the contribution or, as the case may be, discount, provided that when their equivalent pecuniary value (assessed at the subscription price) is taken into account, it does not have the effect of exceeding the legal or regulatory limits;
- 6° **Decides** to cancel the preferential right of the shareholders to subscribe to the ordinary shares or other securities conferring access to the share capital to be issued and, as the case may be, freely allotted, and to the common shares conferred by virtue of the securities issued on the basis of this resolution, in favour of such company savings plan members;
- 7° **Decides** that the features of the other securities conferring access to the share capital of the Company shall be determined by the Board of Directors in accordance with applicable laws and regulations;
- 8° **Grants** full powers to the Board of Directors, with the power to sub-delegate such powers in accordance with the provisions of the laws and regulations, to implement this resolution, and in particular:
 - to determine the terms and conditions of the transactions and to determine the dates and terms and conditions of the issues and free allocations of shares or other securities completed pursuant to this authorisation,

- to set the subscription opening and closing dates, the dividend entitlement dates, the terms according to which the shares and other securities giving access to the Company's capital are to be paid-up,
 - grant deadlines for the payment of shares and, where applicable, other securities giving access to the Company's capital,
 - to decide that the issues may be made directly to the beneficiaries or through collective bodies,
 - to draw up, in accordance with the law, the list of companies or groups whose present and former staff members are eligible to subscribe to the ordinary shares or securities issued and, as the case may be, to receive the freely-allotted ordinary shares or securities giving access to the Company's capital,
 - to set the seniority conditions to be met by the beneficiaries of the ordinary shares or securities included in each free allocation made pursuant to this resolution,
 - to determine, as the case may be, the nature of the securities allocated for free, as well as the terms and conditions of such allocation,
 - to take all necessary measures to protect the rights of the holders of securities or other rights conferring access to the share capital, in accordance with the applicable laws and regulations, and with any contractual provisions providing for other cases of adjustment,
 - to record the completion of the capital increases up to the amount of the ordinary shares or securities giving access to the Company's capital that will be effectively subscribed,
 - to determine, as the case may be, the amounts to be capitalized, subject to the aforementioned maximum amount, the shareholders' equity line items from which they are to be deducted,
 - to enter into any agreements, to carry out any and all transactions and formalities in relation to the share capital increases, directly or through an agent, and to amend the Articles of Association in order to reflect such share capital increases,
 - to take all measures to complete the issues and, as the case may be, to suspend any issues and, at its sole discretion and if it deems appropriate to do so, to charge the expense of the share capital increases to the corresponding premium amount and to deduct from such amount the sums required to raise the legal reserve to one-tenth of the new capital after each issue, and to apply for a listing of the securities created wherever it deems fit;
- 9° Acknowledges** that, in the event that the Board of Directors should make use of this authorisation, the Board shall report to the next Annual Ordinary General Shareholders' Meeting on the transactions carried out pursuant to this authorisation, in accordance with applicable laws and regulations;
- 10° Decides** that this delegation is granted to the Board of Directors for a period of twenty-six (26) months as from the date of this General Shareholders' Meeting;

26th resolution – Powers for formalities

The General Shareholders' Meeting grants all powers to the bearer of an original, copy or excerpt of the minutes of this General Shareholders' Meeting to perform the necessary legal formalities.