

eureKING

French public limited company (*Société anonyme*) with a board of directors
Share capital of EUR 200,000.00
Headquarters: 128, rue la Boétie, 75008 Paris
911 610 517 RCS Paris
(the « **Company** »)

COMBINED GENERAL MEETING ON OCTOBER 27, 2023

AGENDA

I. Resolutions to be submitted to the ordinary shareholder's meeting

- 1st Resolution** – Appointment of Mr. David Lescuyer as member of the Board of Directors;
- 2nd Resolution** – Appointment of Mr. Benoit Mougeot as member of the Board of Directors;
- 3rd Resolution** – Ratification of the co-opting of a Director, eureKARE;
- 4th Resolution** – Acknowledgement of the resignation of Mr. Hubert Olivier from his position as member of the Board of Directors;
- 5th Resolution** – Acknowledgement of the resignation of Mr. Christophe Jean from his position as member of the Board of Directors;
- 6th Resolution** – Approval of the remuneration policy for Mr. Michael Kloss, Chief Executive Officer, for the 2023 financial year;

II. Resolutions to be submitted to the extraordinary shareholder's meeting

- 7th Resolution** – Approval of the contribution in kind made by the Contributors of 309,180 shares of Oléron Pharma SAS to the Company, of its valuation and of its consideration;
- 8th Resolution** – Completion of the Company's capital increase for the consideration for the Oléron Contribution – Contribution premium – Acknowledgment of the final completion of the Company's capital increase – Delegation of authority to be granted to the Board of Directors, with the option of sub-delegation to the Chief Executive Officer;
- 9th Resolution** – Approval of the contribution in kind made by PPF Biotech BV of membership interests representing 33% of the share capital and of voting rights of SCT Cell Manufacturing s.r.o to the Company, its valuation and its consideration;
- 10th Resolution** – Completion of the Company's capital increase for the consideration for the SCT Contribution – Contribution premium – Acknowledgment of the final completion of the Company's

capital increase – Delegation of authority to the Board of Directors, with the option of sub-delegation, to the Chief Executive Officer;

11th Resolution – Harmonization of the Company's Articles of Association as from the date of completion of Oléron Contribution;

12th Resolution – Authorization to be granted to the Board of Directors to allocate stock-options;

13th Resolution – Authorization to be granted to the Board of Directors to allocate existing or newly-issued free shares based on the achievement of performance criteria;

14th Resolution – Delegation of authority granted to the Board of Directors for the purpose of issuing, without shareholders' preferential subscription rights, shares and/or other securities for the benefit of employees and officers of the Company and employees of related companies as defined in article L. 225-180 of the French *Code de commerce* who are beneficiaries of a company savings plan as provided for in articles L. 3332-1 *et seq.* of the French *Code du travail*;

15th Resolution – Overall cap applicable to the authorizations provided for in the 12th to 14th resolutions;

III. Resolutions to be submitted to the ordinary shareholder's meeting

16th Resolution – Powers for legal formalities.

TEXT OF RESOLUTIONS

I. Resolutions to be submitted to the ordinary shareholder's meeting

1st Resolution

Appointment of Mr. David Lescuyer as member of the Board of Directors

The shareholders' meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, after having reviewed the report of the Board of Directors,

appoints Mr. David Lescuyer, French, born on November 13, 1971, in Mâcon, residing 51 rue de la République - 38300, Bourgoin-Jallieu, as new director of the Company, from the date of completion of Oléron Contribution, referred to in the 7th resolution of this shareholders' meeting, and for a period of three (3) years, expiring at the end of the annual general meeting of shareholders which will be called upon to rule in 2026 on the accounts for the financial year which will end on December 31, 2025.

Mr. David Lescuyer has declared in advance that he accepts this mandate if they are entrusted to him by the present shareholders' meeting and that he is not affected by any measure or provision likely to prohibit him for exercising it.

2nd Resolution

Appointment of Mr. Benoit Mougeot as member of the Board of Directors

The shareholders' meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, after having reviewed the report of the Board of Directors,

appoints Mr. David Lescuyer, French, born on March 21, 1974, in Lons-le-Saunier, residing 145 Rue Challemeil Lacour, 69008 Lyon, as new director of the Company, from the date of the completion of Oléron Contribution, referred to in the 7th resolution of this shareholders' meeting, and for a period of three (3) years, expiring at the end of the annual general meeting of shareholders which will be called upon to rule in 2026 on the accounts for the financial year which will end on December 31, 2025.

Mr. Benoit Mougeot has declared in advance that he accepts this mandate if they are entrusted to him by the present shareholders' meeting and that he is not affected by any measure or provision likely to prohibit him for exercising it.

3rd Resolution

Ratification of the co-opting of a Director, eureKARE

The shareholders' meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, after having reviewed the report of the Board of Directors, and acknowledging the resignation of Mrs Kristin Thompson as Director, which became effective on October 4, 2022,

ratifies the temporary appointment made pursuant to Article L.225-24 of the French *Code de commerce*, by decision of the Board of Directors on October 4, 2022, as a Director of the Company, of eureKARE, a Luxembourgish law *Société Anonyme* with its registered office at 1A, Heienhaff, Senningerberg, L-1736 Luxembourg, registered in the Luxembourg *Registre du Commerce et des Sociétés* (RCS) under number B250050, expiring at the end of the annual of shareholders which will be called upon to rule in 2026 on the accounts for the financial year which will end on December 31, 2025.

eureKARE SA, represented by Mrs. Kristin Thompson, has already indicated that it accepts the mandate if they are entrusted to it by the present shareholders' meeting and that it is not affected by any measure or provision likely to prohibit it for exercising it.

4th Resolution

Acknowledgement of the resignation of Mr. Hubert Olivier from his position as member of the Board of Directors

The shareholders' meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, after having reviewed the report of the Board of Directors,

notes the resignation of Mr. Hubert Olivier from his position as member of the Board of Directors with effect from the date of completion of the Oléron Contribution referred to in the 7th resolution of this shareholders' meeting.

5th Resolution

Acknowledgement of the resignation of Mr. Christophe Jean from his position as member of the Board of Directors

The shareholders' meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, after having reviewed the report of the Board of Directors,

notes the resignation of Mr. Christophe Jean from his position as member of the Board of Directors with effect from the date of completion of the Oléron Contribution referred to in the 7th resolution of this shareholders' meeting.

6th Resolution

Approval of the remuneration policy for Mr. Michael Kloss, Chief Executive Officer, for the 2023 financial year

The shareholders' meeting, deliberating pursuant to the quorum and majority requirements for ordinary meetings, after having reviewed the corporate governance report referred to in article L. 225-37 of the French *Code de commerce*,

approves, in accordance with article L. 22-10-8 II. of the French *Code de commerce*, the compensation policy applicable to Mr. Michael Kloss, Chief Executive Officer for the 2023 fiscal year, as presented in paragraph 1.12.6 of the annual financial report for the fiscal year ended December 31, 2022, including the corporate governance report, and as further amended by the Board of Directors on September 8, 2023 and presented in the report of the Board of Directors to this shareholders' meeting.

II. Resolutions to be submitted to the extraordinary shareholder's meeting

7th Resolution

Approval of the contribution in kind made by the Contributors of 309,180 shares of Oléron Pharma SAS to the Company, of its valuation and of its consideration

The shareholders' meeting, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, after having reviewed:

- the report of the Board of Directors;
- the report prepared by Mr. Olivier Courau and Mr. Séphane Schwedes, acting as a contribution auditors on the value of the contribution, in accordance with Article L. 225-147 of the French *Code de Commerce*, and on its consideration, in accordance with the *Autorité des Marchés Financiers* ("AMF") recommendation no 2020-06;
- the Articles of association of the Company;
- the agreement for the transfer and acquisition of shares executed by private deed on September 4, 2023;

- the contribution in kind agreement executed by private deed and concluded between Mr. David Lescuyer, Mr. Benoit Mougeot, Mr. Xavier Mathiot, Mr. Frédéric Checot, Mr. Laurent Rigaudeau et Mrs. Isabelle Cachard (the « **Contributors** »), on the one hand, and the Company, on the other hand (the « **Oléron Contribution Agreement** ») under the terms of which the Contributors have agreed to contribute to the Company 309,180 shares issued by Oléron Pharma SAS (the « **Oléron Contribution** »), subject to certain conditions precedent, which have all been fulfilled or waived at the date hereof:
 1. **approves** in accordance with Article L. 225-147 of the French *Code de Commerce*, the entirety of the terms and conditions of the Oléron Contribution Agreement;
 2. **approves** the valuation of the 309,180 shares of Oléron Pharma SAS contributed to the Company amounting to an amount of €29,031,276, i.e. a unit value of approximately €93.897652 per share contributed;
 3. **approves** the conditions of the consideration for the Oléron Contribution, under the terms of which the Contributors will be allocated, as soon as they are issued, 2,903,127 new ordinary shares (noted that the Contributors have waived the payment of a balance of €0.6 in compensation for the break-up) ; and
 4. as a result of the foregoing, **approves** unconditionally the Oléron Contribution made to the Company.

8th Resolution

Completion of the Company's capital increase for the consideration for the Oléron Contribution – Contribution premium – Acknowledgment of the final completion of the Company's capital increase – Delegation of authority to be granted to the Board of Directors, with the option of sub-delegation to the Chief Executive Officer

The shareholders' meeting deliberating pursuant to the quorum and majority requirements for extraordinary meetings, in accordance with Article L. 225-147 of the French *Code de Commerce*:

- **notes** that all the conditions precedent set forth in the Oléron Contribution Agreement have been fulfilled or waived;
- **notes** the approval of the 7th resolution above and, as a result, the final completion of the Oléron Contribution;
- **decides** the share capital increase of the Company and notes the final completion of this capital increase amounting to a nominal amount of €29,031.27 represented by the issuance of 2,903,127 new ordinary shares, with a par value of €0.01 each, issued as consideration for the Oléron Contribution and attributed to the Contributors;
- **decides** that the difference between the value of the Oléron Contribution, which amounts to €29,031,276, and the nominal amount of the capital increase, which amounts to €29,031.27, constitutes a contribution premium of €29,002,244.73, which will be recorded in a special "contribution premium" account in the liabilities section of the Company's balance sheet, to which the rights of all shareholders will apply;
- **decides** that the Board of Directors will have full powers, with the option of delegation, in order to, on its sole decision and if it deems appropriate, allocate the costs, fees, and taxes related to the Oléron Contribution, its completion, and its consequences, to the amount of the contribution premium and to deduct from this amount the necessary sums to raise the legal reserve to the new legally required threshold given the new amount of share capital;
- **delegates** to the Company's Board of Directors, with the option to sub-delegation to the Company's Chief Executive Officer, full powers necessary to carry out all necessary or useful formalities in the context of acknowledging or completing the Oléron Contribution and the capital increase decided by the present resolution and giving effect to it, and in particular to request the admission of the newly created shares for trading on the Euronext Paris regulated market and to undertake all useful formalities (including any statutory amendments).

9th Resolution

Approval of the contribution in kind made by PPF Biotech BV of membership interests representing 33% of the share capital and voting rights of SCT Cell Manufacturing s.r.o to the Company, its valuation and its consideration

The shareholders' meeting deliberating pursuant to the quorum and majority requirements for extraordinary meetings, subject to the adoption of the 7th and 8th resolutions hereinbefore, and after having reviewed:

- the report of the Board of Directors;
- the report prepared by Mr. Olivier Courau and Mr. Stéphane Schwedes, acting as contribution auditors on the value of the contribution, in accordance with Article L. 225-147 of the French *Code de Commerce* and on its consideration, in accordance with the AMF recommendation no 2020-06;
- the Articles of association of the Company;
- the contract entitled « *Agreement on Purchase of Ownership Interest* » executed by private deed on August 9, 2023;
- the contribution in kind agreement executed by private deed and concluded between PPF Biotech BV, on the one hand, and the Company, on the other hand (the « **SCT Contribution Agreement** ») under the terms of which PPF Biotech BV has agreed to contribute to the Company membership interests representing 33% of the share capital and voting rights of the Czech law company SCT Cell Manufacturing s.r.o. (« **SCT** ») (the « **SCT Contributed Shares** ») (the « **SCT Contribution** »), subject to certain conditions precedent:
 1. **approves** in accordance with Article L. 225-147 of the French *Code de Commerce*, the entirety of the terms and conditions of the SCT Contribution Agreement;
 2. **notes** that all the conditions precedent set forth in the SCT Contribution Agreement (in particular, the acquisition of all the shares of Oléron Pharma SAS) have been fulfilled or waived;
 3. **approves** the valuation of the SCT Contributed Shares to the Company amounting to an amount of €6,443,250;
 4. **approves** the conditions of the consideration for the SCT Contribution under the terms of which PPF Biotech BV will be allocated, as soon as they are issued, 644,325 new ordinary shares; and
 5. As a result of the foregoing, approves unconditionally the SCT Contribution made to the Company.

10th Resolution

Completion of the Company's capital increase for the consideration for the SCT Contribution – Contribution premium – Acknowledgment of the final completion of the Company's capital increase – Delegation of authority to the Board of Directors, with the option of sub-delegation, to the Chief Executive Officer

The shareholders' meeting deliberating pursuant to the quorum and majority requirements for extraordinary meetings, in accordance with Article L. 225-147 of the French *Code de commerce*:

- **notes** that all the conditions precedent set forth in the Oléron Contribution Agreement have been fulfilled or waived;
- **notes** the approval of the 9th resolution above and, as a result, the final completion of the SCT Contribution;
- **decides** the share capital increase of the Company and notes the final completion of this capital increase amounting to a nominal amount of €6,443.25 represented by the issuance of 644,325

new ordinary shares, with a par value of €0.01 each, issued as consideration for the SCT Contribution and attributed to PPF Biotech BV;

- **decides** that the difference between the value of the SCT Contribution, which amounts to €6,443,250, and the nominal amount of the capital increase, which amounts to €6,443.25, constitutes a contribution premium of €6,436,806.75, which will be recorded in a special “contribution premium” account in the liabilities section of the Company's balance sheet, to which the rights of all shareholders will apply;
- **decides** that the Board of Directors will have full powers, with the option of delegation, in accordance with the law, in order to, on its sole decision and if it deems appropriate, allocate the costs, fees, and taxes related to the SCT Contribution, its completion, and its consequences, to the amount of the contribution premium and to deduct from this amount the necessary sums to raise the legal reserve to the new legally required threshold given the new amount of share capital;
- **delegates** to the Company's Board of Directors, with the option of sub-delegation to the Company's Chief Executive Officer, full powers necessary to carry out all necessary or useful formalities in the context of acknowledging or completing the SCT Contribution and the capital increase decided by the present resolution and giving effect to it, and in particular to request the admission of the newly created shares for trading on the Euronext Paris regulated market and to undertake all useful formalities (including any statutory amendments).

11th Resolution

Harmonization of the Company's bylaws as from the date of completion of the Oléron Contribution

The shareholders' meeting, deliberating pursuant to the quorum and majority requirements for extraordinary meetings, after having reviewed the report of the Board of Directors and the proposed new Articles of Association of the Company,

resolves that the Company's Articles of Association shall be completely revised as from the date of completion of the Oléron Contribution referred to in the 7th resolution of this shareholders' meeting and adopts each of the articles of association and the entire text of the new articles of association.

The new version of the Company's Articles of association will be made available to shareholders in accordance with legal and regulatory requirements.

12th Resolution

Authorization to be granted to the Board of Directors to allocate stock-options

The shareholders' meeting, acting under the condition of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors and the special report of the statutory auditors, and pursuant to Articles L. 225-177 to L. 225-185 and L. 22-10-56 to L. 22-10-58 of the French *Code de commerce*:

1. **authorizes** the Board of Directors to grant, on one or more occasions, subject to the abstention periods provided for by law, options granting entitlement to the subscription of new shares of the Company to be issued by means of a share capital increase or to the purchase of existing shares of the Company resulting from buy-backs realised pursuant to applicable law, to the benefit of employees and executive officers of the Company or of the groups provided in Article L. 225-180 of the French *Code de commerce* at the date of the allocation, or of some of them, and thus approves the putting in place by the Board of Directors of one or more share subscription and/or purchase options plans within the frame set out below;

2. **decides** that the overall nominal amount of the share capital increases that may be carried out immediately or in the future pursuant to this delegation cannot exceed an maximum amount of €20,000

(i.e., on the basis of the current nominal value of the Company's shares of one cent, a maximum of 2,000,000 shares); it being specified that the nominal amount of the capital increases carried out pursuant to this resolution will be included in the Overall Nominal Cap Amount set for in the 15th resolution of this shareholders' meeting and this cap: (i) does not take into account any adjustment that may be made in accordance with applicable legal and regulatory provisions and, as the case may be, with the contractual provisions providing for other adjustment cases to preserve the rights of the holders of securities or other rights giving access to the share capital; and (ii) shall be adjusted to take into account all transactions lowering the nominal value of the shares or increasing the number of shares that could take place before the allocation of the options;

3. **decides** that the time period for exercising the options shall not exceed 10 years from the date of the allocation;

4. **decides** that the exercise price of the options granted pursuant to this delegation shall be set on the day the options are allocated by the Board of Directors, it being specified that the exercise price of the options shall not be (i) lower than 80% of the average of the stock price during the twenty stock market trading days preceding the date upon which the options are granted; and (ii) only for stock options, lower than 80% of the average purchase price of the shares held by the Company, pursuant to Article L. 22-10-62 of the French *Code de commerce*;

The exercise of the option granted pursuant to this delegation must be subject to a condition of the beneficiary's presence in the Company or its subsidiaries as employee and/or executive officer or the member of the administrative or supervisory bodies (subject to legal exceptions, to a change of control of the Company and being understood that the Board of Directors may, as the case may be, waive this condition on an individual basis) and, as the case may be, to the fulfilment of performance conditions that the Board of Directors may determine upon allocation, as is specified below.

5. **decides** that the exercise price may be modified throughout the duration of the options only in case of implementation of the measures required to protect the interests of the beneficiaries of the options, pursuant to Article L. 225-181 of the French *Code de commerce*;

6. **acknowledges** that, for the benefit of the beneficiaries of the options, the shareholders' meeting's decision implies shareholders' renunciation of their preferential subscription rights to shares that shall be issued as the options to subscribe are exercised;

7. **decides** to grant full powers to the Board of Directors, with the option to sub-delegate under the conditions set forth by law, notably:

- i. to determine the conditions for the allocation of the options, the number and the identity of the beneficiaries and the number of options granted to each of them;
- ii. to set, within the above-specified limits, the options exercise price and the time period during which the options may be exercised;
- iii. to set the exercise conditions and notably, as the case may be, the attendance and performance conditions to which the exercise of the options would be subject to;
- iv. to impose, as the case may be, a time period during which the options shall not be exercised and/or a time period during which the acquired shares may not be transferred;
- v. when determining the features of each plan, to take into account legal requirements, notably tax ones, applicable depending on the jurisdiction where the beneficiaries are located;
- vi. establish the rules for the allocation plan(s) of the options;
- vii. to temporarily suspend the exercise of the options in given circumstances;
- viii. where necessary, take all measures to reserve the rights of option beneficiaries in accordance with any legal or regulatory provision;
- ix. set the dividend entitlement date (*date de jouissance*), which may be retroactive, of the shares to be issued upon exercise of the options;

- x. at its sole initiative, deduct the capital increase expenses on the amount of the premium relating to these issuances and to deduct from this amount the sums required to raise the legal reserve to one-tenth of the new share capital after each increase; and
- xi. to record the completion of the increase(s) in the share capital resulting from the exercise of the options, complete any acts and formalities in order to finalise the increase(s) in share capital realized pursuant to this authorization, amend the articles of association accordingly and more generally take all decisions required in the context of this authorization, grant all delegations, and do all that is needed.

The Board of Directors shall notify the shareholders each year during the shareholders' meeting, under the conditions set forth by law, of the transactions carried out in pursuant to this resolution.

8. **decides** that the delegation of authority granted by this resolution is valid for a period of 38 months from the date of this shareholders' meeting.

13th Resolution

Authorization to be granted to the Board of Directors to allocate existing or new free shares to be issued

The shareholders' meeting, acting under the condition of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors and the special report of the statutory auditors, and pursuant to the provisions of Articles L. 225-197-1 to L. 225-197-5 and L. 22-10-59 to L. 22-10-60 of the French *Code de commerce*, authorizes the Board of Directors to proceed with the free allocation of 2,000,000 common shares, existing or to be issued, with a nominal value of one euro cent each, for the benefit of the employees and the executive officers of the Company or the entities or groups referred to in Article L. 225-197-2 at the date of allocation, or for the benefit of some of them (the "Free Shares").

(1) Share capital increase

The allotment of the totality of the Free Shares, in the case of new shares, will result in a capital increase of €20,000 (i.e., on the basis of the current nominal value of the Company's shares of one cent, a maximum of 2,000,000 shares), it being specified that the nominal amount of the capital increases carried out pursuant to this resolution will be included in the Overall Nominal Cap Amount provided for in the 15th resolution of this shareholders' meeting and this cap amount does not take into account any adjustment that may be made in accordance with applicable legal and regulatory provisions and, as the case may be, with the contractual provisions providing for other adjustment cases to preserve the rights of the holders of securities or other rights giving access to the share capital.

The capital increase that will result from the creation of the Free Shares will be implemented by way of special incorporation of all or part of the reserve accounts available and, in particular, of the account "share issue premium". The shareholders' meeting acknowledges that this decision implies shareholders' renunciation of their rights, for the benefit of holders of Free Shares, to the said reserves.

(2) Allocation and retention periods

The Board of Directors shall determine, for each allocation, a vesting period of at least one year after which the allocation of existing or new shares will become definitive, followed, if deemed useful or necessary by the Board of Directors, by a retention period of a duration it shall determine and which shall run from the definitive acquisition of the existing or new shares; it being specified that the cumulated duration of the vesting period and, as the case may be, of the retention period, shall be of at least two years.

The definitive acquisition of the Free Shares may be subject to a condition of the beneficiary's presence in the Company or its subsidiaries as employee and/or executive officer or the member of the administrative or supervisory bodies (subject to legal exceptions, to a change of control of the Company and being understood that the Board of Directors may, as the case may be, waive this condition on an individual basis) and, as the case may be, to the fulfilment of performance conditions that the Board of Directors may determine upon allocation, as is specified below.

(3) Delegation of powers to the Board of Directors

The shareholders' meeting **grants** full powers to the Board of Directors, with the option to sub-delegate under the conditions set forth by law, to proceed to the allocation of Free Shares, including:

- i. determine the conditions of eligibility, the number and the identity of the beneficiaries et the number of Free Shares allocated to each of them;
- ii. determine within the aforementioned limits, the allocation period and, if applicable, the Free Shares conservation period;
- iii. set the allocation conditions and notably, as the case may be, the attendance and performance conditions to which the definitive acquisition of the Free Shares would be subject to;
- iv. establish the rules for the allocation plan(s) of the Free Shares;
- v. take all necessary measures in order to preserve the rights of the holders of Free Shares pursuant to any legal or regulatory provision;
- vi. set the dividend entitlement date (*date de jouissance*), which may be retroactive, of the Free Shares to be issued; and
- vii. record the completion of the increase(s) in the share capital resulting from the definitive allocation of Free Shares, complete any acts and formalities in order to finalize the increase(s) in share capital realized pursuant to this authorization, amend the articles of association accordingly and more generally take all decisions required in the context of this authorization, grant all delegations, and do all that is needed.

This authorization may be used within a period of 38 months from the date of this shareholders' meeting.

14th Resolution

Delegation of authority granted to the Board of Directors for the purpose of issuing, without shareholders' preferential subscription rights, shares and/or other securities for the benefit of employees and officers of the Company and employees of related companies as defined in article L. 225-180 of the French Code de commerce who are beneficiaries of a company savings plan as provided for in articles L. 3332-1 et seq. of the French Code du travail

The shareholders' meeting, acting under the condition of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors and the special report of the statutory auditors, within the framework of the provisions of Articles L. 225-129-2, L. 225-129-6, L. 225-138 and L. 225-138-1 of the French *Code de commerce* and Articles L. 3332-18 *et seq.* of the French *Code du travail*.

1. **delegates** all powers to the Board of Directors, with the power sub-delegate under the conditions set forth by law, to increase the Company's share capital, on one or more occasions, in the proportions and at the times it deems appropriate, both in France or abroad, through the issuance of shares, reserved to members of a company savings plan of the Company and of French or foreign companies that are related

to the Company under the conditions set forth in Article L.225-180 of the French *Code de commerce* and Article L.3344-1 of the French *Code du travail*;

2. **decides** to waive, for the benefit of members of a company savings plan, the shareholders' preferential subscription rights to the new shares to be issued pursuant to this resolution, and to the free shares may be allocated pursuant to this resolution give access to in respect of the discount and/or the contribution;

3. **decides** that the overall nominal amount of the share capital increases that may be carried out immediately or in the future pursuant to this delegation cannot exceed an maximum amount of €20,000 (i.e., on the basis of the current nominal value of the Company's shares of one cent, a maximum of 2,000,000 shares), it being specified that this amount will be included in the Overall Nominal Cap Amount set forth in the 15th resolution of this shareholders' meeting and that this overall nominal amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual provisions providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital.

4. **decides** that the subscription price of the shares issued pursuant to this delegation will be determined in accordance with the provisions of Article L. 3332-19 of the French *Code du travail*, it being specified that the maximum discount to the average share price over the 20 trading sessions preceding the decision setting the opening date for subscription may not exceed 30 %, or 40 % when duration of the lock-up period provided for by the company savings plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French *Code du travail* is greater than or equal to ten years. Nevertheless, when implementing this delegation, the Board of Directors may reduce the amount of the discount on a case-by-case basis, in particular because of tax, social security or accounting constraints applicable in the countries where the group entities participating in the capital increase transactions are located. The Board of Directors may also decide to allocate free shares to subscribers of new shares, in substitution for the discount and/or as a contribution to the capital increase;

5. **decides** that the Board of Directors shall have full powers, with the power to sub-delegate under the conditions set forth by law, to implement the present delegation, within the limits and under the conditions specified above, in particular to:

- i. decide to issue new shares of the Company;
- ii. determine the list of companies whose employees, former employees and eligible corporate officers may benefit from the issue, and set the conditions that beneficiaries must meet in order to be able to subscribe, directly or through a mutual fund, to the shares to be issued under this delegation of authority;
- iii. determine the amounts of such issuances and set the subscription prices of the shares and the dates of subscription, the terms of each issuance and the conditions of subscription, payment and delivery of the shares issued pursuant to this delegation of authority, as well as the date, which may be retroactive, as of which the new shares will bear interest;
- iv. decide, in accordance with Article L. 3332-21 of the French *Code du travail*, to allocate free of charge shares to be issued or already issued, in respect of the employer's contribution and/or, where applicable, the discount, provided that the taking into account of their pecuniary countervalue, evaluated at the subscription price, does not have the effect of exceeding the

limits provided for in Article L. 3332-11 of the French *Code du travail*, and, in the event of the issue of new shares in respect of the discount and/or the contribution, to incorporate into the capital the reserves, profits or issue premiums necessary for the issue of the shares;

- v. determine the period of time granted to subscribers for the payment of their securities;
- vi. record or have recorded the completion of the capital increase up to the amount of the shares actually subscribed and amend the articles of association;
- vii. at its sole discretion, deduct the capital increase expenses on the amount of the premium relating to these increases and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase;
- viii. in general, to take all measures and carry out all formalities required for the issue and listing of the shares issued as a result of the capital increases and the corresponding amendments to the articles of association pursuant to this delegation.

6. **decides** that the authorization granted to the Board of Directors pursuant to the resolution is valid for a term of 26 months as from the date of this shareholders' meeting.

15th Resolution

Overall cap applicable to the authorizations provided for in the 12th to 14th resolutions

The shareholders' meeting, acting under the condition of quorum and majority required for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors and the special report of the statutory auditors, after having noted that the capital has been released in full and in accordance with the provisions of Article L. 225-129-2 of the French *Code de commerce* decides that the overall amount of the share capital increases that could potentially be carried out immediately or in the future pursuant to the 12th to the 14th resolutions of this shareholders' meeting cannot exceed €20,000, it being specified that this overall cap amount shall be increased, when needed, by the nominal value of the shares to be issued, in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual provisions providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital (the "**Overall Nominal Cap Amount**").

III. Resolutions to be submitted to the ordinary shareholder's meeting

16th Resolution

Powers for legal formalities

The shareholders' meeting grants full powers to the holder of an original, a copy, or an excerpt of the minutes of these resolutions to carry out all legal and regulatory formalities.

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