

**IMPLANET**

A corporation (*société anonyme*) with share capital of €15,176,042.70  
Registered office: allée F. Magendie Technopole Bordeaux Montesquieu 33650 Martillac, France

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**COMBINED GENERAL SHAREHOLDERS' MEETING**

**TO BE HELD ON MAY 5, 2017**

**TEXT OF THE RESOLUTIONS**

**First resolution**

*Approval of the corporate financial statements for the fiscal year ended December 31, 2016*

The General Shareholders' Meeting, voting pursuant to the quorum and majority required for Ordinary General Shareholders' Meetings,

having reviewed the Board of Directors' management report and the Statutory auditors' reports,

**approves** the corporate financial statements for the fiscal year ended December 31, 2016, showing a loss of €7,792,520, as presented to them and the transactions recorded in the financial statements or summarized in the reports,

**notes** that the financial statements show expenses and charges mentioned in Article 39-4 of the General Tax Code in the amount of €50,029.24, **approves** them as well as the corresponding taxes.

**Second resolution**

*Approval of the consolidated financial statements for the fiscal year ended December 31, 2016*

The General Shareholders' Meeting, ruling under the quorum and majority conditions required for Ordinary General Shareholders' Meetings,

having reviewed the Group's management report for the fiscal year ended December 31, 2016 and on the consolidated financial statements of said fiscal year, as well as the Statutory auditors' report on said accounts,

**approves** the consolidated financial statements for the fiscal year ended December 31, 2016, showing a loss of €7,287,904, as presented to them and the transactions recorded in the financial statements and summarized in the reports,

**Third resolution**

*Appropriation of income for the fiscal year ended December 31, 2016*

The General Shareholders' Meeting, voting pursuant to the quorum and majority required for Ordinary General Shareholders' Meetings,

having reviewed the Board of Directors' management report,

noting that the losses for the fiscal year ended December 31, 2016 amount to €7,792,520,

**resolves** to appropriate said losses:

- in the amount of €4,592,558.66 to the special reserve account called "special reserve from the capital reduction decided on May 24, 2016", which is thus completely cleared; and
- the balance amount, i.e. €3,199,961.34 to the "retained earnings" account which is thus brought from €0 to €3,199,961.34.

In accordance with the legal provisions, no dividends were distributed for the previous three fiscal years.

**Fourth resolution**

*Analysis of the agreements set out in Articles L. 225-38 and seq. of the French Commercial Code*

The General Shareholders' Meeting, ruling under the quorum and majority conditions required for Ordinary General Shareholders' Meetings and by Article L. 225-38 of the French Commercial Code,

having reviewed the Statutory auditors' special report on the conventions set out in Articles L. 225-38 and seq. of the French Commercial Code,

**notes** that no new agreement has been entered into during the past fiscal year.

**Fifth resolution**

*Renewal of Mrs. Paula Ness Speers' term of office as Director*

The General Shareholders' Meeting, ruling under the quorum and majority conditions required for Ordinary General Shareholders' Meetings,

having reviewed the Board of Directors' report,

noting that Mrs. Paula Ness Speers' term of office as Director expires at the end of this General Shareholders' Meeting,

**resolves** to renew Mrs. Paula Ness Speers' term of office for a period of three (3) years, which expires at the end of the annual Ordinary General Shareholders' Meeting called to approve the financial statements for the fiscal year ended December 31, 2019.

Mrs. Paula Ness Speers has already accepted the renewal of her term of office.

**Sixth resolution**

*Setting the amount of attendance fees allocated to the members of the Board of Directors for the fiscal year 2015*

The General Shareholders' Meeting, voting pursuant to the quorum and majority required for Extraordinary General Shareholders' Meetings,

having reviewed the Board of Directors' report,

**resolves** to set the amount of attendance fees allocated to the members of the Board of Directors for the fiscal year 2015 at €18,000.

**Seventh resolution**

*Setting the amount of attendance fees allocated to the members of the Board of Directors for the fiscal year 2016*

The General Shareholders' Meeting, voting pursuant to the quorum and majority required for Extraordinary Shareholders' Meetings,

having reviewed the Board of Directors' report,

**resolves** to set the amount of attendance fees allocated to the members of the Board of Directors for the fiscal year 2016 at €16,500.

**Eighth resolution**

*Setting of the amount of attendance fees allocated to the members of the Board of Directors for the fiscal year 2017 and subsequent fiscal years*

The General Shareholders' Meeting, voting pursuant to the quorum and majority required for Ordinary General Shareholders' Meetings,

having reviewed the Board of Directors' report,

**resolves** to set the amount of attendance fees allocated to the members of the Board of Directors for the fiscal year 2016 and for each subsequent year at €30,000, until decided otherwise by the Ordinary General Shareholders' Meeting.

**Ninth resolution**

*Approval of the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional components constituting the total compensation and benefits of any kind attributable to Mr. Jean-G rard Galvez for his term as the Chairman of the Board of Directors*

The General Shareholders' Meeting, voting pursuant to the quorum and majority required for Ordinary Shareholders' Meetings,

having reviewed the report prepared pursuant to the provisions of Article L. 225-37-2 of the French Commercial Code,

**approves** the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional components constituting the total compensation and benefits of any kind presented in the aforementioned report and appearing in chapter 15, section 15.5 of the 2016 registration document and attributable to Mr. Jean-G rard Galvez for his term as the Chairman of the Board of Directors for the fiscal year 2017.

**Tenth resolution**

*Approval of the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional components constituting the total compensation and benefits of any kind attributable to Mr. Ludovic Lastennet for his term as the Chief Executive Officer*

The General Shareholders' Meeting, voting pursuant to the quorum and majority required for Ordinary General Shareholders' Meetings,

having reviewed the report prepared pursuant to the provisions of Article L. 225-37-2 of the French Commercial Code,

**approves** the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional components constituting the total compensation and benefits of any kind presented in the aforementioned report and appearing in chapter 15, section 15.5 of the 2016 registration document and attributable to Mr. Ludovic Lastennet for his term as the Chief Executive Officer for the fiscal year 2017.

### **Eleventh resolution**

*Authorization to be given to the Board of Directors for the Company to buy its own shares*

The General Shareholders' Meeting, voting pursuant to the quorum and majority required for Ordinary General Shareholders' Meetings,

having reviewed the Board of Directors' report,

**authorizes** the Board of Directors, with the right to subdelegate as provided for by law and for a duration of eighteen months from the date hereof, to acquire Company shares pursuant to the conditions provided for in Articles L. 225-209 and seq. of the French Commercial Code,

**resolves** that the acquisition, sale or transfer of such shares may be carried out by any means, in one or more transactions, whether on the market or in private sales, including through block purchases, block sales, or tender offers, or through the use of options or derivatives, as permitted by the market authorities and in compliance with applicable regulations;

**resolves** that the authorization may be used for the following purposes:

- to provide liquidity to the Company's shares in connection with a liquidity contract to be entered into with an investment services provider in accordance with an ethics charter recognized by the French Financial Markets Authority (*Autorité des Marchés Financiers*);
- to honor obligations relating to share purchase options, free share allocations, employee savings plans or other share grants to officers and employees of the Company or its affiliates;
- to deliver shares upon the exercise of rights attached to securities giving access to the share capital;
- to buy shares to hold and deliver at a later date in exchange for payment in connection with any external growth transactions in compliance with market practices accepted by the French Financial Markets Authority (*Autorité des Marchés Financiers*);
- to cancel some or all of the shares it buys back, subject to the adoption of the Thirteenth resolution below and in accordance with the terms indicated therein;
- more generally, to operate for any purpose that may be authorized by law or any market practice that may be accepted by the market authorities, it being specified that in such a case the Company would inform its shareholders by means of a press release.

**resolves** to set the maximum purchase price per share (excluding expenses and commissions) at €20, with an overall limit of €2,000,000, it being specified that this purchase price may be adjusted as necessary to take into account any transactions in the Company's capital (in particular in the event of an incorporation of reserves or free share allocation, or a stock split or reverse stock split) that may occur during the period covered by this authorization,

**specifies** that the maximum number of shares that may be purchased under this resolution may not at any time exceed 10% of the total number of shares, it being further specified that (i) when shares are acquired in order to provide liquidity for the Company's shares, the number of shares used for the purpose of calculating this maximum shall be the number of shares bought minus the number of shares resold during the period covered by this authorization; and (ii) when shares are acquired to be held and delivered later in payment or exchange in connection with a merger, spinoff or contribution, the number of shares acquired may not exceed 5% of the total number of shares,

**grants** all powers to the Board of Directors, including the power to subdelegate as provided for by law, for the purpose of giving any stock exchange orders, signing any sale or transfer agreements, entering into any agreements, liquidity contracts, or option agreements, and making any declarations and carrying out any necessary formalities.

This authorization terminates any prior authorization having the same purpose.

#### **Twelfth resolution**

*Approval of the transfer of the listing of IMPLANET SA shares from the Euronext Paris market to the Alternext Paris market and the powers to be conferred on the Board of Directors to carry out the transfer*

The General Shareholders' Meeting, voting pursuant to the quorum and majority required for Ordinary General Shareholders' Meetings, having reviewed the Board of Directors' report and in accordance with the provisions of Article L.421-14 of the French Monetary and Financial Code,

**approves** the transfer of listing of the Company's financial instruments from the compartment C of the Euronext regulated market to the Alternext multilateral trading market, in accordance with applicable legal and regulatory provisions,

**authorizes** requests for the cancellation of the Company from the Euronext regulated market in Paris and simultaneously admit it to the Alternext multilateral trading market, and

**grants** full powers to the Board of Directors to (i) cancel the Company's shares from compartment C of the Euronext regulated market, (ii) have its shares admitted for trading on the Alternext multilateral trading market with the transfer of compartment C of the Euronext regulated market, (iii) take all necessary measures to fulfill the conditions of such transfer and (iv) give all guarantees, select the listing sponsor, make all declarations, carry out all formalities and generally take all measures necessary to carry out the transfer operations.

#### **Thirteenth resolution**

*Authorization to be given to the Board of Directors to reduce the share capital by canceling shares in connection with the authorization granted to the Company to buy back its own shares*

The General Shareholders' Meeting, ruling in accordance with the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

having reviewed the Board of Directors' report and the Statutory auditors' report,

subject to the adoption of the Eleventh resolution above,

**authorizes** the Board of Directors, in accordance with Article L. 225-209 of the French Commercial Code and for a period of eighteen (18) months as from this meeting, to cancel all or some of the shares acquired by the Company in one or more transactions and up to a maximum of 10% of the share capital per twenty-four (24) month period, and to decrease the Company's share capital by the same amount, it being specified that this limit applies the share capital as adjusted, if applicable, to take into account any transactions that may affect it after the date of this meeting,

**resolves** that any excess of the purchase price for the shares over their par value shall be recorded in additional paid-in capital, merger capital or contribution capital, or in any other available reserve, including the legal reserve, provided that it does not fall below 10% of the Company's capital after the capital reduction,

**grants** all powers to the Board, including the power to subdelegate, pursuant to the conditions provided for by law, for purposes of carrying out all acts, formalities or declarations to finalize the capital decreases that may be carried out under this authorization and to modify the Company's bylaws accordingly.

This authorization terminates any prior authorization having the same purpose.

#### **Fourteenth resolution**

*Amendment of the bylaws to ensure their compliance with the applicable legal provisions (Article 4 "registered office", Article 16 "agreements subject to authorization" and Article 18 "statutory auditors")*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

having reviewed the Board of Directors' report,

resolves:

- to amend the second paragraph of Article 4 of the bylaws ("registered office") in order to ensure its compliance with the new provisions of the French Commercial Code following the entry into force of Act no. 2016-1691 of December 9, 2016 as follows:

*"It may be transferred to any other place in French territory by decision of the Board of Directors, subject to ratification of this decision by the next Ordinary General Shareholders' Meeting and elsewhere by virtue of a decision of the Extraordinary General Shareholders' Meeting".*

- to amend the last paragraph of Article 16.2. to take into account the provisions of the French Commercial Code amended following the entry into force of order no. 2014-863 of July 31, 2014 as follows:

*"The above provisions shall not apply to agreements relating to current transactions entered into under ordinary terms or agreements entered into between two companies, one of which directly or indirectly owns 100% capital of the other, if applicable, less the minimum number of shares required to fulfill the requirements of Article 1832 of the French Civil Code or Articles L. 225-1 and L. 226-1 of the French Commercial Code".*

- to amend the third paragraph of Article 18 "Statutory Auditors" in order to ensure compliance with the new provisions of the French Commercial Code following the entry into force of Act no. 2016-1691 of December 9, 2016, as follows:

*"The Ordinary General Shareholders' Meeting shall appoint, in the cases provided for by law, one or more alternate auditors, who shall replace the holders in case of refusal, impediment, resignation or death."*

#### **Fifteenth resolution**

*Capital reduction by a nominal amount of €14,092,039.65 as a result of losses in order to bring the capital down from €15,176,042.70 to €1,084,003.05, by reducing the nominal value of the shares from €0.70 to €0.05 and allocating said capital reduction to the "issue premium" account*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

having reviewed the Board of Directors' report and the Statutory auditors' report,

subject to the condition precedent of the absence of any opposition made within the statutory deadlines by the partnership's creditors prior to the filing date of the minutes of these decisions at the court registry or of the unconditional rejection of the objections by the commercial court,

in accordance with the provisions of Article L. 225-204 of the French Commercial Code,

after having recalled that the share capital amounts to €15,176,042.70 divided into 21,680,061 shares with a nominal value of €0.70 each and that the "issue premium" account amounts to €356,813.76,

**resolves** to reduce the share capital by €14,092,039.65 to bring it down from €15,176,042.70 to €1,084,003.05, and allocate the amount of this capital reduction to the "issue premium" account which will thus increase from €356,813.76 to €14,448,853.41, which may receive any allocation decided by the General Shareholders' Meeting,

**resolves** to carry out this capital reduction by reducing the nominal value of the shares making up the share capital from €0.70 to €0.05,

**notes** that as a result of this capital reduction, the share capital will be made up of 21,680,061 shares with a nominal value of €0.05 each,

**confers** upon the Board of Directors the broadest powers to:

- note the lifting of the aforementioned condition precedent;
- as a result, note the capital reduction;
- make the required changes to the bylaws; and
- in general, do all that proves necessary to ensure that the capital reduction takes place and is completed smoothly.

#### **Sixteenth resolution**

*Delegation of powers to be granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or any securities which are capital securities giving access to other capital securities or conferring a right to the allocation of debt securities and/or securities giving access to the capital securities, maintaining the shareholders' preferential subscription right*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

having reviewed the Board of Directors' report and the Statutory auditors' report,

in accordance with the provisions of Articles L. 225-129 and seq. of the French Commercial Code, and in particular Articles L. 225-129 to L. 225-129-6, L. 225-132, L. 225-133, L. 225-134, L. 228-91, L. 228-92 and L. 228-93,

**delegates** to the Board of Directors, with the power to delegate and subdelegate in accordance with the legal conditions, the power to decide the issue, in the proportions and at the times it deems fit, one or more capital increases by issuing, in France or abroad, ordinary shares of the Company or capital securities giving access to other capital securities or giving rights to the allocation of debt securities and/or securities (including all debt securities, in particular) giving access to the capital securities of the Company or of any company that directly or indirectly does or may own more than half of its capital, said capital securities being issued in euros, foreign currency or any monetary unit established by reference to several currencies, at the choice of the Board of Directors, and which may be paid in cash, including by way of off-setting debts,

**resolves** that the negotiable securities thus issued may consist of debt securities, be associated with the issuance of such securities, or permit the issuance thereof as intermediate securities,

**resolves** that the shareholders have, proportionally to the amount of their shares, a preferential subscription right for ordinary shares or negotiable securities that will be, if applicable, issued under this delegation of powers,

**grants** the Board of Directors the powers to give the shareholders the right to subscribe for excess shares in a greater amount than they would be able to subscribe as of right, proportionately to the rights that they hold and, in any event, up to the maximum they request,

**resolves** to set at €813,002.30 in case of adoption of the Fifteenth resolution above or €11,382,032.20 in case of non-adoption of said resolution (or the exchange value of such amount in the case of issuance in another currency) the maximum nominal amount of capital increases likely to be carried out, immediately and/or at a future date, under this resolution, it being specified that:

- the maximum nominal amount of capital increases that may be carried out immediately or at a later date pursuant to this delegation of powers shall be charged to the amount of the overall ceiling set forth in the0 below;
- to this ceiling there shall be added, if applicable, the nominal amount of the shares which may be issued, in order to preserve, pursuant to the law and, if applicable, applicable contractual stipulations, the rights of the bearers of the negotiable securities giving access to the share capital,

**resolves** to set at 20,000,000 Euros (or the counter value of such amount in the case of issuance in another currency) the maximum nominal amount of the debt securities which can be issued under the present delegation of powers, it being specified that:

- such amount shall be increased, if applicable, by any redemption premium above par;
- such amount shall be charged against the overall ceiling set out in the twenty-fifth resolution below:
- such ceiling shall not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A and L.228-92 para. 3 of the French Commercial Code, the issuance whereof would be decided by the Board of Directors under the conditions stipulated by Article L. 228-40 of the French Commercial Code, or under the other cases, and under the conditions set out by the Company pursuant to the provisions of Article L. 228-36- A of the French Commercial Code,

**resolves** that, if the subscriptions do not absorb such an issuance in its entirety, the Board of Directors may use one of the following options as it deems fit:

- limit the issue of the amount of subscriptions, provided that the latter is at least three-quarters of the issuance initially decided;
- freely distribute all or part of the non-subscribed shares issued between the persons of its choice; and
- offer to the public, on the French or international market, all of part of the non-subscribed shares issued;

**resolves** that share subscription warrants of the Company may be issued by subscription offer, but also by free allocation to the owners of existing shares,

**resolves** that in the case of free allocation of subscription warrants, the Board shall have the right to decide that the allocation rights forming odd lots shall not be negotiable, and that the corresponding securities shall be sold,

**takes note**, as necessary, that this delegation of powers shall automatically entail, in favor of the bearers of the negotiable securities which, if applicable, are issued under this delegation of power, the express waiver by the shareholders of their preferential subscription right for the shares to which such negotiable securities give entitlement to,

**specifies** that the delegation of powers so conferred upon the Board of Directors shall be valid for a period of twenty-six months from the date of this General Shareholders' Meeting, and shall terminate any prior delegation of power having the same purpose,

**resolves** that the Board of Directors shall have all powers, with an option of subdelegation within the terms set forth by law, to implement, according to terms set by law and by the bylaws, the present delegation, particularly for the following purpose:

- to set the dates and the terms and conditions of any issuance, as well as the forms and characteristics of the shares or negotiable securities giving access to the share capital to be issued, with or without a premium,
- to set the amounts to be issued, the dividend eligibility date, which may be retroactive, of the shares or negotiable securities giving access to the share capital to be issued, their mode of being paid up, as well as, if applicable, the terms for the exercise of the rights of exchange, conversion, reimbursement or distribution in any other manner of equity securities or other securities giving access to share capital,
- to make any adjustments required in accordance with legal or regulatory provisions and, as the case may be, applicable contractual terms, to protect the rights of the bearers of negotiable securities and other rights giving access to the share capital of the Company and
- to suspend, if applicable, the exercise of the rights attached to these negotiable securities for a maximum of three months,

**resolves** that the Board of Directors may:

- upon its sole initiative, and as and when it deems appropriate, charge the expenses, charges and fees brought about by the capital increases completed under the delegation of powers specified in the present resolution, against the amount of the premiums pertaining to such transactions, and to deduct from the amount of such premiums the sums necessary to bring the legal reserve to one-tenth of the new share capital amount, after each transaction,
- make all decisions for the issuance of shares and negotiable securities thus issued for trade on the Euronext regulated market in Paris or on any other market where the Company's shares would then be admitted and, more generally,
- to take any measures, enter into any agreement, and perform any formalities necessary for the successful conclusion of the proposed issue, as well as in order to render the resulting capital increase definitive, and to make corresponding modifications to the bylaws.

#### **Seventeenth resolution**

*Delegation of powers to be granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or any securities which are capital securities giving access to other capital securities or conferring a right to the allocation of debt securities and/or securities giving access to the capital securities, with no shareholders' preferential subscription rights and public offering*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

having reviewed the Board of Directors' report and the Statutory auditors' report,

in accordance with the provisions of Articles L. 225-129 and seq. of the French Commercial Code, and in particular Articles L.225-129 to L. 225-129-6, L. 225-135, L. 225-135-1, L. 225-136, L. 228-91 L. 228-92 and L. 228-93,

**delegates** to the Board of Directors, with the power to delegate and subdelegate in accordance with the legal conditions, the power to decide, by way of a public offering, the issue, in the proportions and at the times it deems fit, one or more capital increases by issuing, in France or abroad, ordinary shares of the Company or capital securities giving access to other capital securities or giving rights to the allocation of debt securities and/or securities (including all debt securities, in particular) giving access to the capital securities of the Company or of any company that directly or indirectly does or may own more than half of its capital, said capital securities being issued in euros, foreign currency or any monetary unit established by reference to several currencies, at the choice of the Board of Directors, and which may be paid in cash, including by way of off-setting debts,

**resolves** that the negotiable securities thus issued may consist of debt securities, be associated with the issuance of such securities, or permit the issuance thereof as intermediate securities,

**resolves** to cancel the preferential subscription right of the shareholders on the ordinary shares or negotiable securities issued pursuant to this delegation of powers, leaving however the Board of Directors the right to create in favor of the shareholders, on all or part of the issuances, a pre-emptive right to subscribe for them during the time period and according to the terms that it shall set in accordance with the provisions of Article L. 225-135 of the French Commercial Code, such pre-emptive right not giving rise to negotiable rights, but which may be exercised as of right for new shares as well as excess shares,

**takes note**, as necessary, that this delegation of power shall automatically entail, in favor of the bearers of the negotiable securities which, if applicable, are issued under this delegation of power, the express waiver by the shareholders of their preferential subscription right for the shares to which such negotiable securities give entitlement to,

**resolves** to set at €542,001.55 in case of adoption of the Fifteenth resolution above or €7,588,021.70 in case of non-adoption of said resolution (or the exchange value of such amount in the case of issuance in another currency) the maximum nominal amount of capital increases likely to be carried out, immediately and/or at a future date, under this resolution, it being specified that:

- the maximum nominal amount of capital increases that may be carried out immediately or at a later date pursuant to this delegation of powers shall be charged to the amount of the overall ceiling set forth in the0 below,
- to these ceilings shall be added, if applicable, the nominal value of shares which may be issued in order to safeguard, pursuant to the law and, if applicable, applicable contractual stipulations, the rights of the bearers of negotiable securities and other rights giving access to the share capital,

**resolves** to set at €10,000,000 (or the counter value of such amount in the case of issuance in another currency) the maximum nominal amount of the debt securities which can be issued under the present delegation of powers, it being specified that:

- such amount shall be increased, if applicable, by any redemption premium above par;
- such amount shall be charged against the overall ceiling set out in the Twenty-Fifth resolution below;
- such ceiling shall not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A and L.228-92 para. 3 of the French Commercial Code, the issuance whereof would be decided by the Board of Directors under the conditions stipulated by Article L. 228-40 of the French Commercial Code, or under the other cases, and under the conditions set out by the Company pursuant to the provisions of Article L. 228-36-A of the French Commercial Code.

**resolves** that, if the subscriptions do not absorb such an issuance in its entirety, the Board of Directors may use one of the following options as it deems fit:

- limit the issue of the amount of subscriptions, provided that the latter is at least three-quarters of the issuance initially decided;
- freely distribute all or part of the non-subscribed shares issued between the persons of its choice; and
- offer to the public, on the French or international market, all of part of the non-subscribed shares issued;

**resolves** that:

- as long as the shares of the Company are admitted for trading on the Euronext regulated market in Paris, the issue price of shares and securities which may be issued pursuant to this delegation will be set by the Board of Directors in accordance with the provisions of Articles L. 225-136-1 and R. 225- 119 of the French Commercial Code (for information, only as of the date of this General Shareholders' Meeting), the issue price of the shares must be at least equal to the weighted average of the prices of the last three stock market days before it is set, and if applicable decreased by the discount authorized by the legislation (i.e. currently, 5%), it being specified that the issue price of the negotiable securities giving access to the share capital shall be such as the sum received immediately by the Company, increased, if applicable, with that which it may later receive, is, for each share issued as a result of the issuance of such securities, at least equal to the issue price defined above, and
- as soon as the shares of the Company are admitted for trading on the Euronext regulated market in Paris, as proposed under the terms of the Twelfth resolution of this meeting, the issue price of shares and securities which may be issued pursuant to this delegation will be set by the Board and will be at least equal to the weighted average of the prices of the last five stock market days before it is set, and if applicable decreased by the maximum discount of 25%, it being specified that the issue price of the negotiable securities giving access to the share capital shall be such as the sum received immediately by the Company, increased, if applicable, by that which it may later receive, that is, for each share issued as a result of the issuance of such securities, at least equal to the issue price defined above,

**resolves** that the Board of Directors shall have all powers, with an option of subdelegation within the terms set forth by law, to implement, according to terms set by law and by the bylaws, the present delegation, particularly for the following purpose:

- to set the dates and the terms and conditions of any issuance, as well as the forms and characteristics of the shares or negotiable securities giving access to the share capital to be issued, with or without a premium,
- to set the amounts to be issued, the dividend eligibility date, which may be retroactive, of the shares or negotiable securities giving access to the capital to be issued, the paying up method, and, if applicable, the modalities for exercising the rights of exchange, conversion, reimbursement or distribution in any other manner of equity securities or securities giving access to the share capital,
- to proceed with any adjustments required in application of the legal or regulatory provisions and, if applicable, the applicable contractual stipulations, in order to protect the rights of the bearers of negotiable securities and other rights giving access to the Company's share capital, and
- to suspend, if applicable, the exercise of the rights attached to these negotiable securities for a maximum of three months.

**resolves** that the Board may:

- upon its sole initiative, and as and when it deems appropriate, to charge the expenses, charges and fees brought about by the capital increases completed under the delegation of powers specified in the present resolution, against the amount of the premiums pertaining to such transactions, and to deduct from the amount of such premiums the sums necessary to bring the legal reserve to one-tenth of the new share capital amount, after each transaction,
- make all decisions for the issuance of shares and negotiable securities thus issued for trade on the Euronext regulated market in Paris or on any other market where the Company's shares would then be admitted and, more generally,
- to take any measures, enter into any agreement, and perform any formalities necessary for the successful conclusion of the proposed issue, as well as in order to render the resulting capital increase definitive, and to make corresponding modifications to the bylaws.

**specifies** that the delegation of powers so conferred upon the Board of Directors shall be valid for a period of twenty-six months from the date of this General Shareholders' Meeting, and shall terminate any prior delegation of power having the same purpose,

**Eighteenth resolution**

*Delegation of power to be granted to the Board of Directors to increase the capital by the issuance of ordinary shares and/or any negotiable securities which are capital securities or which give access to other capital securities or confer a right to the allocation of debt securities and/or negotiable securities giving access to capital securities with cancellation of shareholders' preferential subscription right under an offer in favor of qualified investors or a restricted circle of investors as set out in II of Article L. 411-2 of the Monetary and Financial Code*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

having reviewed the Board of Directors of Directors' report and the Statutory auditors' report,

in accordance with the provisions of Articles L. 228-129 and seq. of the French Commercial Code, and in particular with Articles L.225-129-2, L. 225-135, L. 225-135-1, L. 225-136, L. 228-91, L.228-92 and L. 228-93,

**grants** to the Board of Directors its authority to decide to issue, in one or more issuances, in the proportions and at the times that it shall deem fit, in France or abroad, ordinary shares of the Company or capital securities giving access to other capital securities or giving rights to the allocation of debt securities and/or securities (including, in particular, all debt securities) giving access to capital securities to be issued of the Company or any company that directly or indirectly owns more than 50% of its capital or in which it directly or indirectly has more than 50% of the capital, said securities may be issued in Euros, foreign currency or any monetary units established by reference to several currencies at the choice of the Board of Directors, and the payment of which may be made in cash, including by offsetting receivables, as part of an offer to qualified investors or a restricted circle of investors referred to in II.2 of Article L. 411-2 of the Monetary and Financial Code,

**resolves** that the negotiable securities thus issued may consist of debt securities, be associated with the issuance of such securities, or permit the issuance thereof as intermediate securities,

**resolves** to cancel the preferential subscription right of the shareholders on the ordinary shares or negotiable securities issued pursuant to this delegation of powers,

**takes note**, as necessary, that the present delegation shall automatically entail, to the benefit of the bearers of the negotiable securities which may be thus issued, the express waiver by the shareholders of their preferential subscription right for the shares to which such negotiable securities give right,

**resolves** that the total nominal amount of the share capital increases which may be carried out immediately and/or at a future date, under this delegation of power, cannot be greater than €542,001.55 in case of adoption of Fifteenth resolution above or €7,588,021.70 in case of non-adoption of said resolution, nor, in any event, exceed the limits set forth by the applicable regulations on the date of issuance (by way of indication, on the day of this General Shareholders' Meeting, the issuance of shares of capital made by an offer set out in Article L.411-2 II of the Monetary and Financial Code is limited to 20% of the Company's capital per year, said capital being assessed on the day of the decision of the Board of Directors to use this delegation of powers), a maximum amount to which there shall be added, if applicable, the additional amount of shares to be issued, in order to preserve, pursuant to the legal or regulatory provisions, and, if applicable, the applicable contractual terms, the rights of the bearers of the negotiable securities giving access to shares,

**resolves** moreover that the nominal amount of any capital increase which may be thus completed shall be deducted from the overall ceiling set forth in the Twenty-Fifth resolution below,

**resolves** to set at 10,000,000 Euros (or the counter value of such amount in the case of issuance in another currency) the maximum nominal amount of the debt securities which can be issued under the present delegation of powers, it being specified that:

- such amount shall be increased, if applicable, by any redemption premium above par;
- such amount shall be charged against the overall ceiling set out in the Twenty-Fifth resolution below;
- such ceiling shall not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A and L.228-92 para. 3 of the French Commercial Code, the issuance whereof would be decided by the Board of Directors under the conditions stipulated by Article L. 228-40 of the French Commercial Code, or under the other cases, and under the conditions set out by the Company pursuant to the provisions of Article L. 228-36-A of the French Commercial Code,

**resolves** that, if the subscriptions do not absorb such an issuance in its entirety, the Board may use one of the following options as it deems fit:

- limit the issuance to the amount of subscriptions, provided that the latter is at least three-quarters of the issuance initially decided;
- freely distribute all or part of the non-subscribed shares issued between the persons of its choice; and

**resolves** that:

- as long as the shares of the Company are admitted for trading on the Euronext regulated market in Paris, the issue price of shares and securities which may be issued pursuant to this delegation will be set by the Board of Directors in accordance with the provisions of Articles L. 225-136-1 and R. 225-119 of the French Commercial Code (for information, only as of the date of this General Shareholders' Meeting), the issue price of the shares must be at least equal to the weighted average of the prices of the last three stock market days before it is set, and if applicable decreased by the discount authorized by the legislation (i.e. currently, 5%), it being specified that the issue price of the negotiable securities giving access to the share capital shall be such that the sum received immediately by the Company, increased, if applicable, with that which it may later receive, is, for each share issued as a result of the issuance of such securities, at least equal to the issue price defined above, and
- as soon as the shares of the Company are admitted for trading on the Euronext regulated market in Paris, as proposed under the terms of the Twelfth resolution of this meeting, the issue price of shares and securities which may be issued pursuant to this delegation will be set by the Board and will be at least equal to the weighted average of the prices of the last five stock market days before it is set, and if applicable decreased by the maximum discount of 25%, it being specified that the issue price of the negotiable securities giving access to the share capital shall be such that the sum received immediately by the Company, increased, if applicable, by the one which it may later receive, that is, for each share issued as a result of the issuance of such securities, at least equal to the issue price defined above,

**resolves** that the Board of Directors shall have all powers, with an option of subdelegation within the terms set forth by law, to implement, according to terms set by law and by the bylaws, the present delegation, particularly for the following purpose:

- to set the dates and the terms and conditions of any issuance, as well as the forms and characteristics of the shares or negotiable securities giving access to the share capital to be issued, with or without a premium;
- to set the amounts to be issued, the dividend eligibility date, which may be retroactive, of the shares or negotiable securities giving access to the capital to be issued, the paying up method, and, if applicable, the modalities for exercising the rights of exchange, conversion, reimbursement or distribution in any other manner of equity securities or securities giving access to the share capital;

- to proceed with any adjustments required in application of the legal or regulatory provisions and, if applicable, the applicable contractual stipulations, in order to protect the rights of the bearers of negotiable securities and other rights giving access to the Company's share capital and;
- to suspend, if applicable, the exercise of the rights attached to these negotiable securities for a maximum of three (3) months.

**resolves** that the Board of Directors may:

- upon its sole initiative, and as and when it deems appropriate, to charge the expenses, charges and fees brought about by the capital increases completed under the delegation of powers specified in the present resolution, against the amount of the premiums pertaining to such transactions, and to deduct from the amount of such premiums the sums necessary to bring the legal reserve to one-tenth of the new share capital amount, after each transaction;
- make all decisions for the issuance of shares and negotiable securities thus issued for trade on the Euronext regulated market in Paris or on any other market where the Company's shares would then be admitted and, more generally;
- take any measures, enter into any agreements, and carry out any formalities necessary for the successful conclusion of the proposed issue, as well as in order to render the resulting capital increase definitive, and to make corresponding modifications to the bylaws.

**notes** that this delegation of power, which is not a broad delegation of power to increase the share capital without preferential subscription rights but rather a delegation of power to increase the share capital by carrying out, without preferential subscription rights, an offer referenced in Article L. 411-2, II of the French Monetary and Financial Code, does not have the same purpose as the Seventeenth Resolution of this General Shareholders' Meeting,

**accordingly** takes note of the fact that this delegation does not nullify the Seventeenth Resolution of this General Shareholders' Meeting, the validity and duration of which are not affected by this delegation of power.

**specifies** that the delegation of powers so conferred upon the Board shall be valid for a period of twenty-six (26) months, from the date of the present meeting, and shall terminate any prior delegation of powers having the same purpose,

#### **Nineteenth resolution**

*Authorization of the Board, in the case of issuance of shares or of any negotiable security giving access to the share capital with elimination of the shareholders' preferential subscription right, to set the issue price within the limit of 10% of the share capital and within the limits set forth by the General Shareholders' Meeting*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

having reviewed the Board of Directors' report and the Statutory auditors' report,

**authorizes** the Board of Directors, pursuant to the provisions of Articles L. 225-136-1 second paragraph of the French Commercial Code, with an option of subdelegation, for each one of the issuances decided within the framework of the delegation granted in the Seventeenth resolution and in the Eighteenth resolution and within the limit of 10% of the Company's share capital (such as it existed upon the date of the transaction) per twelve (12) month period, to make an exception to the price-setting terms and conditions set forth by the aforementioned resolutions and to set the issue price of the issued ordinary shares and/or negotiable securities giving access to the share capital either immediately or at a later date, according to the following terms and conditions:

- the issue price of the ordinary shares shall be at least equal to the average weighted price during the last five trading sessions prior to when it was set, less, if applicable, a maximum discount of 25%, it being recalled that it cannot in any event be less than the nominal value of a Company share upon the issue date of the shares concerned,
- the issue price of the negotiable securities giving access to the share capital shall be such that the sum received immediately by the Company, increased, if applicable, with that which it may later receive, being, for each share issued as a result of the issuance of such securities, at least equal to the issue price defined in the above paragraph,

**resolves** that the Board shall have all powers to implement the present resolution, within the terms set by the resolution with respect to which said issue shall be decided,

**resolves** that the present delegation shall be given to the Board of Directors for a term of twenty-six (26) months from the date of the present meeting, and shall terminate any prior delegation having the same purpose,

#### **Twentieth resolution**

*Delegation of powers to the Board for the purpose of increasing the number of securities to be issued in the case of a capital increase with or without a preferential subscription right*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

having reviewed the Board of Directors' report and the Statutory auditors' report,

in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-135-1 and seq., L. 228-91 and L. 228-92 of the French Commercial Code,

**delegates** power to the Board of Directors for the purpose of increasing the number of shares or negotiable securities to be issued in the case of excess subscription applications within the framework of the Company's capital increases with or without a preferential subscription right decided under the above resolutions, according to the terms provided in Article L.225-135-1 and R.225-118 of the French Commercial Code (being, as of the date hereof, within thirty days from the close of the subscription, at the same price as the price for the initial issue, and within the limit of 15% of the initial issue), said shares conferring the same rights as the existing shares, subject to their dividend eligibility date,

**specifies** that the nominal amount of any share capital increase decided under the present delegation of powers within the framework of increases of the Company's share capital with or without a preferential subscription right decided under the Sixteenth resolution, Seventeenth resolution and Eighteenth resolution above, shall be charged against the overall ceiling set out in the Twenty-Fifth resolution above, an amount to which there shall be added, as applicable, the additional amount of the shares or negotiable securities which may be additionally issued, in order to preserve, pursuant to the law and, as may be the case, applicable contractual stipulations, the rights of the bearers of negotiable securities giving access to the share capital, and other rights giving access to the share capital,

**resolves** that the present delegation shall be given to the Board of Directors for a term of twenty six (26) months from the date of the present meeting, and shall terminate any prior delegation having the same purpose,

**resolves** that the Board of Directors shall have all powers, with an option of subdelegation within the terms set forth by law, to implement, according to terms set by law and by the bylaws, the present delegation, particularly for the following purpose:

- to set the dates and the terms and conditions of any issuance, as well as the forms and characteristics of the shares or negotiable securities giving access to the share capital to be issued, with or without a premium;
- to set the amounts to be issued, the dividend eligibility date, which may be retroactive, of the shares or negotiable securities giving access to the share capital to be issued, their mode of being paid up, as well as, if applicable, the terms for the exercise of the rights of exchange, conversion, reimbursement or distribution in any other manner of equity securities or other securities giving access to share capital;
- to make any adjustments required in accordance with legal or regulatory provisions and, as the case may be, applicable contractual terms, to protect the rights of the bearers of negotiable securities and other rights giving access to the share capital of the Company; and
- to suspend, if applicable, the exercise of the rights attached to these negotiable securities for a maximum of three months.

**resolves** that the Board may:

- upon its sole initiative, and as and when it deems appropriate, to charge the expenses, charges and fees brought about by the capital increases completed under the delegation of powers specified in the present resolution, against the amount of the premiums pertaining to such transactions, and to deduct from the amount of such premiums the sums necessary to bring the legal reserve to one-tenth of the new share capital amount, after each transaction;
- make all decisions for the issuance of shares and negotiable securities thus issued for trade on the Euronext regulated market in Paris or on any other market where the Company's shares would then be admitted and, more generally;
- to take any measures, enter into any agreement, and perform any formalities necessary for the successful conclusion of the proposed issue, as well as in order to render the resulting capital increase definitive, and to make corresponding modifications to the bylaws.

### **Twenty-first resolution**

*Delegation of competence granted to the Board for the purpose of issuing ordinary shares and negotiable securities giving access to the share capital of the Company, in the case of a public offer entailing an exchange component initiated by the Company*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

having reviewed the Board of Directors' report and the Statutory auditors' report,

in accordance, in particular, with the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-148, L. 228-91 and L. 228-92 of the Commercial Code,

**delegates** to the Board of Directors the competence to decide, upon one or more occasions, upon the issuance of ordinary shares of the Company and/or of negotiable securities giving access by any means, immediately or at a later time, to ordinary shares of the Company in remuneration for securities tendered in a public offer entailing an exchange component initiated by the Company in France or abroad, according to local rules, on securities of another company admitted for trading on one of the markets referenced in the above-cited Article L. 225-148, such shares conferring the same rights as the former shares, subject to their dividend eligibility date,

**resolves** that the negotiable securities thus issued may consist of debt securities, be associated with the issuance of such securities, or permit the issuance thereof as intermediate securities,

**takes note**, as necessary, that the present delegation shall automatically entail, to the benefit of the bearers of the negotiable securities which may be thus issued, the express waiver by the shareholders of their preferential subscription right for the shares to which such negotiable securities give right,

**resolves** that the total nominal amount of the share capital increases which may be carried out immediately and/or at a future date, under this delegation of power, cannot be greater than €542,001.55 in case of adoption of Fifteenth resolution above or €7,588,021.70 in case of non-adoption of said resolution, amount to which there shall be added, if applicable, the additional amount of shares to be issued, in order to preserve, pursuant to the legal or regulatory provisions, and, if applicable, the applicable contractual terms, the rights of the bearers of the negotiable securities giving access to shares,

**resolves** moreover that the nominal amount of any capital increase which may be thus completed shall be deducted from the overall ceiling set forth in the Twenty-Fifth resolution below,

**resolves** to set at €10,000,000 (or the counter value of such amount in the case of issuance in another currency) the maximum nominal amount of the debt securities which can be issued under the present delegation of powers, it being specified that:

- such amount shall be increased, if applicable, by any redemption premium above par;
- such amount shall be charged against the overall ceiling set out in the Twenty-Fifth resolution below;
- such ceiling shall not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A and L.228-92 para. 3 of the French Commercial Code, the issuance whereof would be decided by the Board of Directors under the conditions stipulated by Article L. 228-40 of the French Commercial Code, or under the other cases, and under the conditions set out by the Company pursuant to the provisions of Article L. 228-36- A of the French Commercial Code;

**specifies** that the delegation of powers so conferred upon the Board shall be valid for a period of twenty-six (26) months, from the date of the present meeting, and shall terminate any prior delegation of powers having the same purpose,

**resolves** that the Board shall have all powers, with an option of subdelegation within the terms provided by law, to implement the present delegation, and in particular, to:

- decide upon the list of negotiable securities contributed to the exchange as well as the form and characteristics of the shares or negotiable securities giving access to the share capital to be issued, with or without a premium;
- set the conditions for the issuance, the exchange ratio, as well as, if applicable, the amount of the cash balancing payment to be paid;
- determine the modalities of issuance, particularly in the framework of a public exchange offer, an alternative purchase or exchange offer, on a principal basis, together with a public exchange or purchase offer, on a secondary basis;
- note the number of securities tendered for exchange;
- set the dividend eligibility date, which may be retroactive, of the shares or negotiable securities giving access to the share capital to be issued, their mode of being paid up, as well as, if applicable, the modalities for the exercise of the rights of exchange, conversion, reimbursement or distribution in any other manner of equity securities or securities giving access to the share capital;
- record among the liabilities under the "contribution premium" account, to which all shareholders shall be entitled, the difference between the issue price of the new ordinary shares and their nominal value;

- proceed with any adjustments required in implementation of legal or regulatory provisions and, if applicable, applicable contractual stipulations, in order to protect the rights of the bearers of negotiable securities and other rights giving access to the share capital of the Company; and
- suspend, if applicable, the exercise of the rights attached to such negotiable securities for a maximum three-month period.

**resolves** that the Board may:

- upon its sole initiative, and as and when it deems appropriate, charge the expenses, charges and fees brought about by the capital increases completed under the delegation of powers specified in the present resolution, against the amount of the premiums pertaining to such transactions, and deduct from the amount of such premiums the sums necessary to bring the legal reserve to one-tenth of the new share capital amount, after each transaction;
- make all decisions for the issuance of shares and negotiable securities thus issued for trade on the Euronext regulated market in Paris or on any other market where the Company's shares would then be admitted and, more generally;
- to take any measures, enter into any agreement, and perform any formalities necessary for the successful conclusion of the proposed issue, as well as in order to render the resulting capital increase definitive, and to make corresponding modifications to the bylaws.

#### **Twenty-second resolution**

*Delegation of powers granted to the Board of Directors for the purpose of deciding to issue ordinary shares of the Company or negotiable securities giving access by any means, immediately or at a future date, to ordinary shares of the Company, within the limit of 10% of the share capital, in order to remunerate the contributions in kind, in equity or other securities giving access to the share capital of third-party companies outside of a public exchange offer*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

having reviewed the Board of Directors of Directors' report and the Statutory auditors' report,

in accordance, in particular, with the provisions of Article L. 225-147 of the French Commercial Code,

**delegates** to the Board of Directors the power to decide, upon the report of one or more asset transfer auditors, on the issuance, upon one or more occasions, in the proportions and at the times which it sees fit, of ordinary shares of the Company or of negotiable securities giving access by any means, immediately and/or at a later date, to ordinary shares of the Company, as remuneration for contributions in kind granted to the Company and consisting of equity securities or other securities giving access to the share capital when the provisions of Article L. 225-148 of the French Commercial Code are not applicable, said shares conferring the same rights as the former shares, subject to their dividend eligibility date,

**resolves** that the negotiable securities thus issued may consist of debt securities, be associated with the issuance of such securities, or permit the issuance thereof as intermediate securities,

**takes note**, as necessary, that the present delegation shall automatically entail, to the benefit of the bearers of the negotiable securities which may be thus issued, the express waiver by the shareholders of their preferential subscription right for the shares to which such negotiable securities give right,

**resolves** that the total nominal amount of the share capital increases which may be completed immediately and/or at a future date, under this delegation of powers, cannot be greater than €542,001.55 in case of adoption of the Fifteenth resolution above or €7,588,021.70 in case of non-adoption of said resolution, nor, under any circumstance, exceed 10% of the Company's share capital (such as it exists upon the date of the transaction), an amount to which there shall be added, if applicable, the amount of the additional shares to be issued, in order to safeguard, pursuant to legal or regulatory provisions, and, if applicable, applicable contractual terms, the rights of the bearers of the negotiable securities and other rights giving access to the share capital,

**resolves** moreover that the nominal amount of any capital increase which may be thus completed shall be deducted from the overall ceiling set forth in the Twenty-Fifth resolution below,

**resolves** to set at €10,000,000 (or the counter value of such amount in the case of issuance in another currency) the maximum nominal amount of the debt securities which can be issued under the present delegation of powers, it being specified that:

- such amount shall be increased, if applicable, by any redemption premium above par;
- such amount shall be charged against the overall ceiling set out in the Twenty-Fifth resolution below;
- such ceiling shall not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A and L.228-92 para. 3 of the French Commercial Code, the issuance whereof would be decided by the Board of Directors under the conditions stipulated by Article L. 228-40 of the French Commercial Code, or under the other cases, and under the conditions set out by the Company pursuant to the provisions of Article L. 228-36-A of the French Commercial Code.

**specifies** that the delegation of powers so conferred upon the Board shall be valid for a period of twenty-six (26) months, from the date of the present meeting, and shall terminate any prior delegation of powers having the same purpose,

**takes** note that the Board shall have all powers, with the option of subdelegation under the terms provided by law, with a view to approving the valuation of the contributions, deciding and certifying the completion of the capital increase remunerating the contribution transaction, deducting from the contribution share premium, if applicable, all of the charges and fees brought about by the capital increase, deducting from the contribution share premium, if it deems appropriate, the sums necessary for the endowment of the legal reserve, proceeding with the corresponding modifications to the bylaws, making any decision for the issuance of shares and negotiable securities thus issued for trade on the Euronext regulated market in Paris and, more generally, to do everything which requires to be done.

### **Twenty-third resolution**

*Delegation of powers to be granted to the Board of Directors to increase the share capital by issuing ordinary shares or any negotiable securities giving access to capital, with cancellation of shareholders' preferential subscription rights in favor of a certain category of persons*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

having reviewed the Board of Directors' report and the Statutory auditors' report,

in accordance with the provisions of Articles L. 225-129 and seq. of the French Commercial Code, and in particular Articles L.225-129-2, L. 225-129-4, L. 225-135, L. 225-138, and L. 228-91 and seq. of the French Commercial Code,

**delegates** to the Board of Directors, with the power to delegate and subdelegate in accordance with legal conditions, the power to decide, in the proportions and at the times it deems fit, one or more capital increases by issuing, in France or abroad, ordinary shares of the Company or capital securities giving access to other capital securities or giving rights to the allocation of debt securities and/or securities (including all debt securities, in particular) giving access to the Company's capital securities to be issued, with it being possible to issue said securities in euros, foreign currency or any monetary unit established by reference to several currencies, at the choice of the Board of Directors, and which may be paid in cash, including by way of off-setting debts,

**resolves** that the negotiable securities thus issued may consist of debt securities, be associated with the issuance of such securities, or permit the issuance thereof as intermediate securities,

**resolves** to cancel the shareholders' preferential subscription right to ordinary shares of the Company and/or to any negotiable securities and/or to any debt securities to be issued to the following class of persons:

- companies and investment funds (including, but not limited to, any investment fund or venture capital companies, including FPCIs, FCPIs or FIPs) investing on a regular basis or having invested more than €5 million over the last thirty-six (36) months in growth companies called "small caps" or "mid caps" (i.e. whose capitalization, when listed does not exceed €1,000,000,000) in the healthcare or biotechnology sector participating in the capital increase for a unit amount of investment of more than €100,000 (including issue premium), up to a maximum of twenty-five subscribers, it being specified that investment funds or venture capital companies (including, in particular, FPCIs, FCPIs or FIPs) managed (including by delegation) or advised by the same management company or by management companies, one of which controls the other or which is under the control of the same third person, the term "control" being understood within the meaning of Article L. 233-3 I of the French Commercial Code, shall be considered as one and the same subscriber;
- industrial companies active in the healthcare or biotechnology sector participating in the capital of the Company when a commercial agreement or partnership is concluded with the Company, for a unit amount of investment of more than €100,000 (including issue premium) and up to a maximum of five subscribers.

**takes note**, as necessary, that the present delegation shall automatically entail, to the benefit of the bearers of the negotiable securities which may be thus issued, the express waiver by the shareholders of their preferential subscription right for the shares to which such negotiable securities give right,

**resolves** that the total nominal amount of the share capital increases which may be carried out immediately and/or at a future date, under this delegation of power, cannot be greater than €542,001.55 in case of adoption of Fifteenth resolution above or €7,588,021.70 in case of non-adoption of said resolution, or its counter-value in foreign currency, maximum amount to which there shall be added, if applicable, the additional amount of shares to be issued, in order to preserve, pursuant to the legal or regulatory provisions, and, if applicable, the applicable contractual terms, the rights of the bearers of the negotiable securities giving access to shares,

**resolves** moreover that the nominal amount of any capital increase which may be thus completed shall be deducted from the overall ceiling set forth in the Twenty-Fifth resolution below,

**resolves** to set at €10,000,000 (or the counter value of such amount in the case of issuance in another currency) the maximum nominal amount of the debt securities which can be issued under the present delegation of powers, it being specified that:

- such amount shall be increased, if applicable, by any redemption premium above par;
- such amount shall be charged against the overall ceiling set out in the Twenty-Fifth resolution below;
- such ceiling shall not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A and L.228-92 para. 3 of the French Commercial Code, the issuance whereof would be decided by the Board of Directors under the conditions stipulated by Article L. 228-40 of the French Commercial Code, or under the other cases, and under the conditions set out by the Company pursuant to the provisions of Article L. 228-36- A of the French Commercial Code,

**resolves** that the issue price of the shares issued under the terms of this delegation of powers shall be determined by the Board of Directors and shall be at least equal to the average weighted price by volumes of the last five stock market sessions prior to when the issue price was set possibly less a maximum discount of 25%, taking into account, if necessary, their dividend eligibility date; it being specified that (i) should negotiable securities giving access to the share capital be issued, the issue price of the shares that may result from the exercise, conversion or exchange of said securities may, if applicable, be set, at the Board of Director's discretion, using a calculation formula defined by it and applicable after said negotiable securities are issued (for example, upon their exercise, conversion or exchange) in which case the aforementioned minimum issue price may be assessed, if the Board deems fit, on the date on which said formula is applied (and not on the date when the issue price is set), and (ii) the issue price of the negotiable securities giving access to the share capital, if applicable, issued under this resolution shall be the sum, if applicable, immediately received by the Company, increased by the amount which the Company may receive during the fiscal year or at the time of the conversion of said securities, being, for each share issued as a result of the issuance of such negotiable securities, at least equal to the aforementioned minimum amount,

**specifies** that the delegation of power so conferred upon the Board of Directors shall be valid for a period of eighteen (18) months as from the date of this General Shareholders' Meeting,

**resolves** that the Board of Directors shall have all powers, with an option of subdelegation within the terms set forth by law, to implement, according to terms set by law and by the bylaws, the present delegation, particularly for the following purpose:

- to decide the amount of the capital increase, the issue price (it being specified that such price shall be determined pursuant to the above-decided price-setting terms) as well as the amount of the premium which may, if applicable, be required on issuance;
- to set the dates, terms and conditions of any issuance, as well as the forms and characteristics of the shares or negotiable securities giving access to the share capital to be issued;
- the dividend eligibility date, which may be retroactive, of the shares or negotiable securities giving access to the share capital to be issued, their mode of being paid up;
- to decide upon the list of beneficiaries within the aforementioned category of persons, and the number of securities to be allocated to each one of them;
- upon its sole initiative, and as and when it deems appropriate, to charge the expenses, duties and fees brought about by the capital increases completed under the delegation of powers specified in the present resolution, against the amount of the premiums pertaining to such transactions, and to deduct from the amount of such premiums the sums necessary to bring the legal reserve to one-tenth of the new share capital amount, after each transaction;
- to take note of the completion of each capital increase, and to proceed with the corresponding modifications of the bylaws;
- in a general manner, to enter into any agreement, in order in order to ensure the successful conclusion of the planned issues, and to perform any formalities necessary for the issuance, listing and financial servicing of the securities issued under the present delegation of power as well as the exercise of the rights attached thereto;
- to make any decision with a view to the admission of the equity securities and other securities thus issued to any market in which the Company's shares may be admitted for trading.

**takes** note of the fact that, should the Board of Directors utilize the delegation of competence which is conferred upon it in the present resolution, the Board of Directors shall render a report at the following ordinary General Shareholders' Meeting, pursuant to laws and regulations, of the utilization of the powers conferred in the present resolution.

**Twenty-fourth resolution**

*Delegation of powers to the Board of Directors to increase the share capital immediately or in future by issuing ordinary shares, capital securities giving access to other capital securities or giving right to the allocation of debt securities and/or securities giving access to capital securities without shareholders' preferential subscription rights in favor of a class of persons as part of an equity financing line*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

having reviewed the Board of Directors' report and the Statutory auditors' report,

in accordance with the provisions of Articles L. 225-129 and seq. of the French Commercial Code, and in particular Articles L.225-129-2, L. 225-129-4, L. 225-135, L. 225-138, and L. 228-91 and seq. of the French Commercial Code,

**delegates** to the Board of Directors, with the power to delegate and subdelegate in accordance with legal conditions, the power to decide, in the proportions and at the times it deems fit, one or more capital increases by issuing, in France or abroad, ordinary shares of the Company or capital securities giving access to other capital securities or giving rights to the allocation of debt securities and/or securities (including all debt securities, in particular) giving access to the Company's capital securities, with it being possible to issue said securities in euros, foreign currency or any monetary unit established by reference to several currencies, at the choice of the Board of Directors, and which may be paid in cash, including by way of off-setting debts,

**resolves** that the negotiable securities thus issued may consist of debt securities, be associated with the issuance of such securities, or permit the issuance thereof as intermediate securities,

**resolves** to cancel the shareholders' preferential subscription right to ordinary shares of the Company and/or to any negotiable securities and/or to any debt securities to be issued to the following class of persons:

- any credit institution, any investment services provider or member of an investment banking syndicate or any investment fund or any company that undertakes to guarantee the completion of the capital increase or any issue lead to a capital increase in the future that may be carried out under this delegation of powers in connection with the implementation of an equity financing line.

**takes note**, as necessary, that the present delegation shall automatically entail, to the benefit of the bearers of the negotiable securities which may be thus issued, the express waiver by the shareholders of their preferential subscription right for the shares to which such negotiable securities give right,

**resolves** that the total nominal amount of the share capital increases which may be carried out immediately and/or at a future date, under this delegation of powers, cannot be greater than €542,001.55 in case of adoption of the Fifteenth resolution above or €7,588,021.70 in case of non-adoption of said resolution, or its counter-value in foreign currency, maximum amount to which there shall be added, if applicable, the additional amount of shares to be issued, in order to preserve, pursuant to the legal or regulatory provisions, and, if applicable, the applicable contractual terms, the rights of the bearers of the negotiable securities giving access to shares,

resolves to set at €10,000,000 (or the counter value of such amount in the case of issuance in another currency) the maximum nominal amount of the debt securities which can be issued under the present delegation of powers, it being specified that:

- such amount shall be increased, if applicable, by any redemption premium above par;
- such ceiling shall not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A and L.228-92 para. 3 of the French Commercial Code, the issuance whereof would be decided by the Board of Directors under the conditions stipulated by Article L. 228-40 of the French Commercial Code, or under the other cases, and under the conditions set out by the Company pursuant to the provisions of Article L. 228-36-A of the French Commercial Code;

**resolves** that the issue price of the shares issued under the terms of this delegation of powers shall be determined by the Board of Directors and shall be at least equal to the average weighted price by volumes of the last five stock market sessions prior to when the issue price was set possibly less a maximum discount of 25%, taking into account, if necessary, their dividend eligibility date; it being specified that (i) should negotiable securities giving access to the share capital be issued, the issue price of the shares that may result from the exercise, conversion or exchange of said securities may, if applicable, be set, at the Board of Director's discretion, using a calculation formula defined by it and applicable after said negotiable securities are issued (for example, upon their exercise, conversion or exchange) in which case the aforementioned maximum discount may be assessed, if the Board deems fit, on the date on which said formula is applied (and not on the date when the issue price is set), and (ii) the issue price of the negotiable securities giving access to the share capital, if applicable, issued under this resolution shall be the sum, if applicable, immediately received by the Company, increased by the amount which the Company may receive during the fiscal year or at the time of the conversion of said securities, being, for each share issued as a result of the issuance of such negotiable securities, at least equal to the aforementioned minimum amount,

**specifies** that the delegation of powers so conferred upon the Board of Directors shall be valid for a period of eighteen (18) months from the date of this General Shareholders' Meeting, and shall terminate any prior delegation of power having the same purpose,

**resolves** that the Board of Directors shall have all powers, with an option of subdelegation within the terms set forth by law, to implement, according to terms set by law and by the bylaws, the present delegation, particularly for the following purpose:

- to decide the amount of the capital increase, the issue price (it being specified that such price shall be determined pursuant to the above-decided price-setting terms) as well as the amount of the premium which may, if applicable, be required on issuance;
- to set the dates, terms and conditions of any issuance, as well as the forms and characteristics of the shares or negotiable securities giving access to the share capital to be issued;
- to set the dividend eligibility date, which may be retroactive, of the shares or negotiable securities giving access to the share capital to be issued, their mode of being paid up;
- to decide upon the list of beneficiaries within the aforementioned category of persons, and the number of securities to be allocated to each one of them;
- upon its sole initiative, and as and when it deems appropriate, to charge the expenses, charges and fees brought about by the capital increases completed under the delegation of powers specified in the present resolution, against the amount of the premiums pertaining to such transactions, and to deduct from the amount of such premiums the sums necessary to bring the legal reserve to one-tenth of the new share capital amount, after each transaction;
- to take note of the completion of each capital increase, and to proceed with the corresponding modifications of the bylaws;
- generally speaking, to enter into any agreement, in order to ensure the successful conclusion of the planned issues, and to perform any formalities necessary for the issuance, listing and financial servicing of the securities issued under the present delegation of power as well as the exercise of the rights attached thereto;
- to make any decision with a view to the admission of the equity securities and other securities thus issued to any market in which the Company's shares may be admitted for trading.

**takes** note of the fact that, should the Board utilize the delegation of powers which is conferred upon it in the present resolution, the Board of Directors shall render a report at the following ordinary General Shareholders' Meeting, pursuant to laws and regulations, of the utilization of the powers conferred in the present resolution.

**Twenty-fifth resolution**

*Overall limits on the amount of the issue carried out pursuant to the Sixteenth resolution, Seventeenth resolution, Eighteenth resolution, Twentieth resolution, Twenty-First resolution, Twenty-Second resolution, Twenty-Third resolution and Thirtieth resolution of this meeting*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

having reviewed the Board of Directors of Directors' report and the Statutory auditors' report,

**resolves** that:

- the overall maximum nominal amount of the share capital increases which may be completed under the powers conferred according to the terms of the Sixteenth resolution, Seventeenth resolution, Eighteenth resolution, Twentieth resolution, Twenty-First resolution, Twenty-Second resolution, Twenty-Third resolution and Thirtieth resolution of the present meeting cannot be greater than €813,002.30 in case of adoption of the Fifteenth resolution above or €11,382,032.20 in case of non-adoption of said resolution, it being specified that to such ceiling there shall be added the additional amount of the shares to be issued in order to preserve, pursuant to legal and regulatory provisions, and, if applicable, applicable contractual provisions, the rights of the bearers of negotiable securities and other rights giving access to shares,
- the overall maximum nominal amount of debt securities that can be issued under the powers conferred in the aforementioned resolutions is set at €20,000,000 (or the equivalent on the date of issue of such amount in foreign currency or in units of account established with reference to several currencies), it being specified that such ceiling shall not apply to the debt securities for which the issuance may be decided or authorized by the Board of Directors pursuant to Article L. 228-40 of the French Commercial Code, or in other cases, pursuant to the conditions determined by the Company in accordance with the provisions of Article L.228-36-A of the French Commercial Code.

**Twenty-sixth resolution**

*Delegation of competence granted to the Board for the purpose of increasing capital through the incorporation of premiums, reserves, profits or other*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions set forth in Article L. 225-130 of the French Commercial Code,

having reviewed the Board of Directors' report,

in accordance, in particular, with the provisions of Articles L. 225-129, L. 225-129-2, and L. 225-130 of the French Commercial Code,

**delegates** to the Board of Directors, with an option of subdelegation under the terms provided for by law, competence to decide upon one or more capital increases through the incorporation into the share capital of premiums, reserves, profits or other, the capitalization of which will be possible legally and in accordance with the bylaws, and in the form of the allocation of new free shares, raising of the nominal value of the existing shares, or the joint use of both procedures, said shares conferring the same rights as the former shares, subject to their dividend eligibility date,

**resolves** that the total nominal amount of the share capital increases which can be thus completed either immediately and/or at a later date, cannot be greater than €108,500.00, an amount to which there shall be added, if applicable, the additional amount of the shares to be issued, in order to preserve, pursuant to legal or regulatory provisions, and, if applicable, applicable contractual stipulations, the rights of the bearers of negotiable securities and other rights giving access to the shares, it being specified that such ceiling shall be set in a way that is autonomous and distinct from the ceiling referred to in the Twenty-Fifth resolution above,

**resolves**, pursuant to the provisions of Article L. 225-130 of the French Commercial Code, that in the case of usage by the Board of the present delegation, the rights forming odd lots shall not be negotiable, and that the corresponding securities shall be sold, the sums coming from the sale being allocated to the holders of the rights within a period of time set by regulation,

**resolves** that the present delegation shall be given to the Board of Directors for a term of twenty-six (26) months from the date of the present General Shareholders' Meeting, and shall terminate any prior delegation having the same purpose.

**Twenty-seventh resolution**

*Delegation of powers to be granted to the Board of Directors for the purpose of issuing and allocating free Founders' warrants for subscription to business creator shares to the Company's employees and managers*

The General Shareholders' Meeting, voting pursuant to the quorum and majority required for Extraordinary General Shareholders' Meetings,

after having reviewed the Board of Director's report and the statutory auditors' report,

**delegates** to the Board of Directors its powers for the purpose of issuing a maximum number of 1,076,503 free Founders warrants for subscription (hereinafter "BSPCEs"), each warrant entitling the holder to subscribe to one ordinary share in the Company,

**resolves**, as a result, to set at 1,076,503 shares with a maximum nominal value of €0.05 each (considering the capital reduction resolved under the terms of the Fifteenth resolution above) or at 1,076,503 shares with a maximum nominal value of €0.70 each (if the adoption of the Fifteenth resolution above fails), the maximum total number of shares which may be subscribed to upon exercise of the BSPCE, it being specified that this number will be charged against the overall limit set in the Twenty-Ninth resolution below,

**resolves** to cancel, for these BSPCEs, the preferential subscription right for shareholders, given that said BSPCEs may be granted only to the following category of beneficiaries: employees or corporate executives subject to the same tax system as employees (Chairman, Chief Executive Officer and Deputy Chief Executive Officer) of the Company, or of a company in which the Company holds at least 75% of the capital or voting rights, according to the date of allocation of BSPCEs (hereinafter the "Beneficiaries"),

**resolves**, in conformance with the provisions of paragraph III of Article 163 bis G of the General Tax Code, to delegate the decision to issue and allocate BSPCEs and the duty of setting the list of Beneficiaries and the quotas of BSPCEs granted to each Beneficiary thus notified to the Board of Directors,

**authorizes**, accordingly and under the terms cited hereinbefore, the Board of Directors to proceed with the issuance and allocation of BSPCEs in one or more installments for all or a part of the Beneficiaries,

**resolves** to delegate to the Board of Directors the duty of setting, for each Beneficiary, the terms of BSPCEs, including the time-frame for the exercising thereof, it being specified that the said BSPCEs shall be exercised by no later than ten (10) years from their date of issue and that BSPCEs not exercised within this period of ten (10) years shall automatically lapse,

**resolves** that the present authorization shall end and that the BSPCEs not yet allocated by the Board of Directors shall automatically lapse at one of the following dates, whichever falls earliest: (i) at the end of an 18-month period starting from this meeting, or (ii) the date on which the conditions set forth under Article 163 bis G of the General Tax Code would cease to be met,

**resolves** that each BSPCE will, under the conditions of Article 163 bis G III of the General Tax Code and under the conditions specified hereunder, will enable the holder to subscribe to an ordinary share with a nominal value of €0.05 (considering a capital reduction resolved under the terms of the Fifteenth resolution above) or €0.70 (if the adoption of the Fifteenth resolution above fails) at an exercise price set by the Board of Directors at the time of allocation of BSPCEs, which shall be at least equal to the higher of the following two values:

- to the weighted average price over the last twenty trading sessions preceding the date of allocation of said BSPCEs by the Board;
- if one or more capital increases were completed less than six (6) months prior to the Board's decision to allocate the relevant BSPCEs, the subscription price of one ordinary share of the Company considered as part of the most recent of said capital increases as assessed on the date of allocation of each BSPCE.

it being specified that, to set the subscription price of an ordinary share upon exercise of a BSPCE, the Board will not take into account capital increases resulting from the exercise of Founders' warrants, warrants or share subscription options as well as the allocation of free shares,

**resolves** that the ordinary shares thus subscribed shall be fully paid up at the time of their subscription by payment in cash, including by offsetting against certain, liquid and payable claims,

**resolves** that the new shares allocated to each Beneficiary on exercising of his or her BSPCEs shall be subject to all statutory provisions and bear rights on the first day of the fiscal year during which they are issued,

**resolves** that in conformance with Article 163 bis G-II of the General Tax Code, BSPCEs will be non-transferable, will be issued in nominative form and will be registered in an account,

**resolves** to issue 1,076,503 shares with a maximum nominal value of €0.05 each (considering the capital reduction resolved under the terms of the Fifteenth resolution above) or 1,076,503 shares with a maximum nominal value of €0.70 each (if the adoption of the Fifteenth resolution above fails) to which the exercise of the BSPCE issued will give right,

**specifies** that pursuant to the provisions of Articles L. 228-91 and L. 225-132 of the French Commercial Code, the present decision shall entail, to the benefit of bearers of BSPCEs, the express waiver by shareholders of their preferential subscription rights for ordinary shares to which BSPCEs give entitlement,

**reiterates** that pursuant to Article L. 228-98 of the French Commercial Code:

- in the event of a reduction in capital justified by losses and carried out by a reduction in the number of shares, the rights of bearers of BSPCEs as to the number of shares to be received in the exercising of BSPCEs shall be reduced accordingly, as if the said bearers had been shareholders at the date of issue of BSPCEs;
- in the event of a reduction in capital justified by losses and carried out by decreasing the face value of shares, the subscription price of shares to which BSPCEs give entitlement shall remain unchanged, with the issue premium being increased by the amount of the reduction in face value;

**resolves** additionally that:

- in the event of a reduction in capital not justified by losses by a reduction in the face value of shares, the subscription for shares to which BSPCEs give entitlement shall be reduced proportionally;
- in the event of a reduction in capital not justified by losses by a reduction in the number of shares, the bearers of BSPCEs, if they exercise their BSPCEs, can request the redemption of their shares under the same conditions as if they had been shareholders at the time when the Company purchased its own shares,

**resolves**, as provided for under Article L. 228-98 of the French Commercial Code, that the Company is authorized to change its form and corporate purpose without seeking authorization to do so from bearers of BSPCEs,

**reiterates** that pursuant to the provisions of Article L. 228-98 of the French Commercial Code, the Company may neither change the rules of its profit sharing nor amortize its capital nor create preferential shares leading to any such change or any such amortization unless authorized to do so by the contract of issue or under the conditions specified by article L. 228-103 of the French Commercial Code, and subject to taking the necessary provisions to uphold the rights of the bearers of negotiable securities giving access to capital under the conditions specified by article L. 228-99 of the French Commercial Code,

**authorizes** the Company to impose upon the bearers of BSPCEs the buy-back or the reimbursement of their rights as provided for under Article L. 228-102 of the French Commercial Code,

**resolves**, should it be necessary to proceed with the adjustment provided for by Article L. 228-99 3 of the French Commercial Code, that said adjustment would be carried out by applying the method stated under Article R. 228-91 of the French Commercial Code, it being specified that the value of the preferential subscription right and the share value prior to the detachment of the subscription right would, if need be, be set by the Board of Directors in accordance with the subscription, exchange or selling price per share used at the last transaction made on the Company's capital (increase in capital, transfer of securities, sale of shares, etc.) during the course of the six (6) months preceding the meeting of said Board of Directors, or if such a transaction did not take place over the course of such period, according to any other financial parameter which would appear relevant to the Board of Directors (and which will be validated by the Company's statutory auditors),

**resolves** to give all powers to the Board of Directors to implement the present resolution, and specifically to:

- issue and allocate BSCPEs and draw up the conditions of exercising and the definitive terms and conditions of BSCPEs, including the time frame for the same in conformance with the provisions of the present resolution and within the limits set thereby;
- record the number of ordinary shares issued further to the exercising of BSPCEs, proceed with the formalities further to corresponding increases in capital and make the correlative changes to bylaws;
- take any step to ensure the protection of bearers of BSPCEs in the event of a financial transaction of concern to the Company, in conformance with applicable legal and regulatory provisions;
- and, in general, take any measure and proceed with any formality of use to the present issuance.

This delegation puts an end to any earlier delegation made in order to issue BSPCEs.

### **Twenty-eighth resolution**

*Delegation of powers to be granted to the Board of Directors to issue and allocate share subscription warrants for the benefit of (i) members and advisors of the Board of Directors of the Company holding their position as at the date of allocation of the warrants, who are not salaried personnel or executives of the Company or of any one of its subsidiaries, (ii) persons connected to the Company by a services or counseling agreement, or (iii) members of any committee that the Board of Directors may wish to set up and who are not salaried personnel or executives of the Company or any one of its subsidiaries*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

having reviewed the Board of Directors' report and the Statutory auditors' report,

**delegates** to the Board of Directors the powers to allocate a maximum number of 538,252 ordinary share subscription warrants (hereinafter "BSA warrants") each BSA warrant giving entitlement to the subscription to one ordinary share,

**resolves**, as a result, to set at 538,252 shares with a maximum nominal value of €0.05 each (considering the capital reduction resolved under the terms of the Fifteenth resolution above) or at 538,252 shares with a maximum nominal value of €0.70 each (if the adoption of the Fifteenth resolution above fails), the maximum total number of shares which may be subscribed to upon exercise of the BSA warrants, it being specified that this number will be charged against the overall limit set in the Twenty-Ninth resolution below,

**resolves** that the issue price of a BSA warrant will be determined by the Board of Directors on the day said BSA warrant is issued depending on the characteristics of the latter and shall be at least equal to 5% of the volume-weighted average prices of the last five (5) trading sessions on Euronext Paris or on any other market on which the Company's shares may be admitted, preceding the date of allocation of said BSA warrant by the Board,

**resolves** to cancel, for these BSA warrants, the preferential subscription right for shareholders, given that said BSA warrants may be granted only to the following category of beneficiaries: (i) members and observers of the Board of Directors of the Company holding their position as at the date of allocation of the BSA warrants, who are not salaried personnel or executives of the Company or of any one of its subsidiaries, (ii) persons connected to the Company by a services or consulting agreement, or (iii) members of any committee that the Board of Directors has or may wish to set up and who are not salaried personnel or executives of the Company or any one of its subsidiaries (the "Beneficiaries"),

**resolves**, in conformance with the provisions of Article L. 225-138-I of the French Commercial Code, to delegate to the Board of Directors the duty of setting the list of Beneficiaries and the quota of BSA warrants allocated to each Beneficiary thus assigned,

**authorizes** accordingly the Board of Directors, within the foregoing limit, to proceed with the issuance and allocation of BSA warrants in one or more installments for each Beneficiary,

**resolves** to delegate to the Board of Directors for each Beneficiary the conditions and terms for the exercising of BSA warrants and, in particular, the issue price of these warrants, the subscription price (including issue premium) of the share that the BSA warrants shall confer a right to (the "Exercise Price") as set by the Board of Directors under the conditions specified below, and the time frame to exercise these BSA warrants, it being specified that said BSA warrants must be exercised within ten (10) years at the latest of their issuance and that any BSA warrants not exercised upon the expiry of said period of ten (10) years will be duly deemed lapsed,

**resolves** that each BSA warrant will, under the conditions specified hereunder, enable the holder to subscribe to an ordinary share with a nominal value of €0.05 (considering the capital reduction resolved under the terms of the Fifteenth resolution above) or €0.70 (if the adoption of the Fifteenth resolution above fails) at an exercise price set by the Board of Directors at the time of allocation of the BSA warrants, which shall be at least equal to the weighted average of prices recorded over the last twenty stock market sessions preceding the date of the Board of Directors' decision to allocate BSA warrants,

**resolves** that the ordinary shares thus subscribed shall be fully paid up at the time of their subscription either by payment in cash, or by offsetting against liquid and payable claims,

**resolves** that the new shares given to each Beneficiary on exercising his or her BSA warrants shall be subject to all statutory provisions and bear rights on the first day of the fiscal year during which they are issued,

**resolves** that warrants shall be transferable. They will be issued in nominative form and be registered in an account,

**resolves** to issue 538,252 shares with a maximum nominal value of €0.05 each (considering the capital reduction resolved under the terms of the Fifteenth resolution above) or 538,252 shares with a maximum nominal value of €0.70 each (if the adoption of the Fifteenth resolution above fails) to which the exercise of the BSA warrants issued will give right,

**specifies** that pursuant to the provisions of Articles L. 228-91 and L. 225-132 of the French Commercial Code, the present decision shall entail, to the benefit of bearers of BSA warrants, the waiver by shareholders of their preferential subscription rights for ordinary shares to which BSA warrants give entitlement,

**reiterates** that pursuant to Article L. 228-98 of the French Commercial Code:

- in the event of a reduction in capital justified by losses and carried out by reducing the number of shares, the rights of bearers of BSA warrants as to the number of shares to be received when exercising of the same shall be reduced accordingly, as if the said bearers had been shareholders at the date of issue of the BSA warrants;
- in the event of a reduction in capital justified by losses and carried out by decreasing the face value of shares, the subscription price of shares to which BSA warrants give entitlement shall remain unchanged, with the issue premium being increased by the amount of the reduction in face value;

**resolves** additionally that:

- in the event of a reduction in capital not justified by losses by a reduction in the face value of shares, the subscription for shares to which BSA warrants give entitlement shall be reduced proportionally;
- in the event of a reduction in capital not justified by losses by a reduction in the number of shares, the bearers of BSA warrants, if exercising the said warrants, may request the redemption of their shares under the same conditions as if they had been shareholders at the time when the Company purchased its own shares,

**resolves**, as provided for under Article L. 228-98 of the French Commercial Code, that the Company is authorized to change its form and corporate purpose without seeking authorization to do so from bearers of BSAs,

**reiterates** that pursuant to the provisions of Article L. 228-98 of the French Commercial Code, the Company may neither change the rules of its profit sharing nor amortize its capital nor create preferential shares leading to any such change or any such amortization unless authorized to do so under the conditions specified by Article L. 228-103 of the French Commercial Code, and subject to taking the necessary provisions to uphold the rights of the bearers of negotiable securities giving access to capital under the conditions specified by Article L. 228-99 of the French Commercial Code or by the contract of issue,

**authorizes** the Company to impose upon the bearers of BSA warrants the buy-back or the reimbursement of their rights as provided for under article L. 228-102 of the French Commercial Code,

**resolves** that, for the case where it would be necessary to proceed with the adjustment set forth in Article L. 228-99 3 of the French Commercial Code, the adjustment would be made by applying the method set forth in Article R. 228-91 of the French Commercial Code, it being specified that the value of the preferential subscription right, like the value of the share prior to detachment from the subscription right, would be, if necessary, determined by the Board on the basis of the subscription price, exchange price, or sale price per share utilized at the time of the last transaction taking place on the Company's share capital (capital increase, contribution of securities, sale of shares, etc.) during the course of the six (6) months preceding the meeting of said Board meeting, or if such a transaction did not take place over the course of such period, on the basis of any other financial parameter which would appear to be pertinent to the Board (and which will be validated by the Company's statutory auditors),

**resolves** to give all powers to the Board of Directors to implement the present delegation to:

- issue and allocate BSA warrants and establish the subscription price, the conditions of exercise and the definitive terms and conditions of BSA warrants in conformance with the provisions of the present resolution and within the limits set herein;
- ascertain the identity of the Beneficiaries of BSA warrants together with the number of BSA warrants to be allocated to each person;
- set the price of the share that may be subscribed in the exercising of a BSA warrant under the aforementioned conditions;
- state the number of ordinary shares issued further to the exercising of BSA warrants, proceed with the formalities further to corresponding increases in capital and make the corresponding changes to the bylaws;

- take any step to ensure the protection of bearers of BSA warrants in the event of a financial transaction of concern to the Company, in compliance with applicable legal and regulatory provisions;
- and, in general, take any measure and proceed with any formality of use to the present issuance.

**resolves** that the present delegation has been granted for a period of eighteen (18) months from today and cancels any earlier delegation of the same purpose,

### **Twenty-ninth resolution**

*Overall limits on the amount of the issue carried out pursuant to the Twenty-Seventeenth resolution and Twenty-Eighth resolution above*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

having reviewed the Board of Directors' report and the Statutory auditors' report,

**resolves** that the sum (i) of the shares that may be issued or acquired upon exercise of the founders' warrants, which would be allocated pursuant to the Twenty-Seventh resolution hereinabove and (ii) shares that may be issued upon the exercise of share subscription warrants that may be allocated by virtue of the Twenty-Eighth resolution hereinabove, may not exceed 1,076,503 shares with a nominal value of €0.05 each (considering the capital reduction decided under the terms of the Fifteenth resolution above) or 1,076,503 shares with a nominal value of €0.70 each (if the adoption of the Fifteenth resolution above fails), it being specified that added to this ceiling will be the supplementary amount of shares to be issued in order to protect, in compliance with applicable contractual requirements, the rights of bearers of marketable securities giving access to shares.

### **Thirtieth resolution**

*Delegation to be granted to the Board of Directors to increase company capital through the issuance of shares and marketable securities giving access to the Company's share capital for the benefit of a corporate savings scheme*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

having reviewed the Board of Directors of Directors' report and the Statutory auditors' report,

in compliance, in particular, firstly with the provisions of Articles L. 225-129 and seq. and L. 225-138-1 of the French Commercial Code, and secondly with the provisions of Articles L. 3332-1 and seq. of the French Labor Code,

**delegates** to the Board of Directors the powers to decide to issue, in one or more issuances, in the proportions and at the times which it deems fit, ordinary shares or negotiable securities giving access by any means, immediately and/or at a future date, to ordinary shares of the Company reserved for subscribers to the Company's savings plan and, if applicable, a savings plan of French and foreign companies, bound to it under the conditions of Article L. 225-180 of the French Commercial Code and Article L.3344-1 of the French Labor Code (the "Group"), »),

**resolves** that the total nominal amount of capital increases liable to be carried out pursuant to this resolution may not be greater than €30,100.00, the maximum amount to which shall be added, if applicable, the additional amount of shares to be issued in order to protect, in conformance with legal or regulatory provisions, and, if relevant, applicable contractual terms, the rights of the bearers of the negotiable securities giving access to shares,

**resolves** moreover that the nominal amount of any capital increase which may be thus completed shall be deducted from the overall ceiling set forth in the Twenty-Fifth resolution above,

**resolves** that the total nominal amount of the issuances of securities representative of debt giving access to capital liable to be thus realized may not be greater than €1,000,000, (or the counter-value of this amount if issued in another currency), it being specified that this amount shall be deducted from the overall ceiling set forth in the Twenty-Fifth resolution above,

**resolves** that, the issue price of the shares or new negotiable securities giving access to the capital shall be determined by the Board of Directors under the conditions set forth in Article L. 3332-19 of the French Labor Code and may not be greater than the average of the listed prices at the twenty stock market sessions preceding the day of the decision of the Board of Directors setting the opening subscription date nor lower by more than 20% of this average or 30% when the duration of unavailability set forth lock-in period under the application of Articles L. 3332-25 and L. 3332-26 of the French Commercial Code is greater than or equal to ten years,

**resolves** to cancel, in favor of subscribers to a company savings plan, the preferential subscription right for shareholders to shares or negotiable securities giving access by any means, immediately and/or at a future date, to ordinary shares, to be issued,

**resolves** that the Board of Directors shall have all powers to implement this delegation of powers, with an option of subdelegation under the conditions set forth by law and under the aforementioned conditions, specifically to:

- resolve that subscriptions may be made directly or through company investment funds or other structures or entities so permitted by the applicable legal or regulatory provisions;
- set the dates, conditions and terms of the issuances carried out by virtue of this resolution and, in particular, to set the opening and closing subscription dates, the dividend eligibility dates, the terms for paying up the shares and other negotiable securities giving access to the Company's capital, to grant the time frames for paying up shares and, if applicable, other negotiable securities giving access to the Company's capital;
- to request the admission on a stock exchange of the securities created, to record the capital increases up to the amount of the shares which will be actually subscribed and to make all corresponding modifications to the bylaws, to accomplish, directly or by proxy, all operations and formalities associated with increases in the share capital and to charge, if applicable, the costs of corporate capital increases on the amount of the related premiums and deduct from such amount the amounts necessary to bring the legal reserve up to one-tenth of the new share capital after each increase;

**sets** at eighteen (18) months, from the date of this General Shareholders' Meeting, the validity period for the delegation of power that is the purpose of this resolution.