

**IMPLANET**

A corporation (*société anonyme*) with share capital of €1,763,329.70  
Registered office: Allée F. Magendie Technopole Bordeaux Montesquieu 33650 Martillac  
R.C.S. 493 845 341 Bordeaux

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**TEXT OF THE RESOLUTIONS**

**First resolution**

*Modification of the age limit applicable to the Chairman of the Board of Directors, increasing it from 65 to 70 years – consequent modification of Article 11.2 of the Bylaws,*

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 increase the age limit applicable to the Chairman of the Board of Directors to 70 years,

**resolves** to consequently amend the third paragraph of Article 11.2 of the bylaws ("Chairmanship") as follows:

*The Chairman of the Board may not be older than 70. If the Chairman reaches this age limit during his/her term of office, he/she shall automatically be deemed to have resigned. However, his/her office shall be extended until the earliest Board meeting thereafter, during which his/her successor shall be appointed. Subject to this provision, the Chairman may be re-appointed for an unlimited number of terms".*

**Second resolution**

*Consolidation (reverse stock split) of the Company's shares by means of the allocation of 1 new share with a nominal value of €2 for 40 shares with a nominal value of €0.05 held – delegation of powers to be granted to the Board of Directors,*

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. 228-29-1 to L. 228-29-7 and R. 228-27 et seq. of the French Commercial Code,

**hereby resolves** to consolidate the Company's shares by way of 40 existing shares for 1 new share and to allot, accordingly, to each shareholder 1 share with a nominal value of €2 each for 40 shares with a nominal value of €0.05 previously held,

**hereby resolves** to grant all powers to the Board of Directors in order to:

- implement this resolution;
- determine the date for the start of the share consolidation (reverse stock split) operations, which will take place no earlier than fifteen (15) days following the date on which the notice of the share consolidation is published by the Company in the French BALO journal of mandatory legal notices;
- set the exchange period within a maximum of thirty (30) days from the date the share consolidation operations begin, as determined in the notice of share consolidation published by the Company in the above-mentioned BALO journal;
- if necessary, suspend, for a period not exceeding three months, the exercise of securities granting access to the share capital, in order to facilitate the share consolidation operations;
- make, as a consequence of the share consolidation (reverse stock split), any adjustments to the rights of beneficiaries of securities granting access to the share capital, in accordance with statutory and regulatory provisions and applicable contractual provisions;
- formally note and approve the exact number of shares with a nominal value of €0.05 each which will be consolidated, and the exact number of shares with a nominal value of €2 likely to result from the reverse stock split;
- formally note the completion of the reverse stock split and amend the Bylaws accordingly;
- adjust the number of shares with a par value of €0.05 each that may be issued by way of authorizations and delegations of powers granted to the Board of Directors during previous General Shareholders' Meetings;
- publish any notices and complete any formalities provided for by law; and
- more generally, to do anything that may be of use or required in order to complete the reverse stock split under the terms and conditions set out in this resolution, and in accordance with applicable regulations;

**hereby takes formal note** that the shareholders must purchase and sell the shares required in order to complete the reverse stock split within thirty (30) days from the beginning of the reverse stock split operations,

**hereby resolves** that, as from the beginning of the reverse stock split described above, owners of individual shares or fewer shares than are required in order to complete the aforementioned reverse stock split shall be required, pursuant to Article L. 228-29-2 of the French Commercial Code, to make the necessary share purchases or sales in order to complete said reverse stock split during the exchange period,

**hereby resolves** that the trading price for the shares forming fractional shares shall be equal to the average price of the volume-weighted shares for the last twenty trading sessions prior to the beginning of the reverse stock split operations, as set out in the notice of share consolidation published by the Company in the BALO journal,

**hereby approves** the recommendation of the Board of Directors concerning the commitments of Mr. Ludovic Lastennet to act as a counterparty, both for the purchase and the sale, of offers relating to fractional shares or requests aiming to add to the number of shares belonging to each holder of the shares in question, at the aforementioned price, during the exchange period defined above,

**hereby formally notes** that during the aforementioned exchange period, the right to dividends and the attached voting rights, i) to newly consolidated shares and, ii) to old shares existing prior to the reverse stock split, shall be proportional to their respective par value, ensuring that each consolidated share grants the right to 40 votes and each unconsolidated share to 1 vote,

**hereby formally notes** that following the reverse stock split period, non-consolidated shares shall lose their voting rights and shall no longer be included in the calculation of the quorum, and their rights to future dividends shall be canceled, it being specified that consolidated shares shall thus grant the right to one vote each.

This delegation is hereby granted for a 12-month period as from the date of this meeting.

### **Third resolution**

*Authorization to be granted to the Board of Directors in order to decide, as part of the reverse stock split described above, on a share capital decrease justified by losses of a nominal value of €1.95 by way of the cancellation of a maximum number of 39 shares with a nominal value of €0.05 held by a Company shareholder, having agreed to said share capital decrease.*

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

having reviewed the reports of the Board of Directors and statutory auditors', and Mr. Ludovic Lastennet having agreed to bear the share capital decrease set out in this resolution alone, in order to facilitate the reverse stock split operations under the terms of the second resolution above,

**hereby authorizes** the Board of Directors to carry out a capital decrease justified by losses, of a maximum nominal value of €1.95, by way of the allocation of said capital decrease to the "retained earnings" account,

**hereby resolves** that this capital decrease shall be carried out by means of the cancellation of a maximum number of 39 shares with a nominal value of €0.05 each, held by Mr. Ludovic Lastennet, who hereby agrees to bear the capital decrease alone, and can only be implemented in order to facilitate the reverse stock split operations authorized under the terms of the second resolution above.

**hereby resolves**, accordingly, to grant all powers to the Board of Directors in order to:

- implement this resolution;
- formally note and approve the exact number of shares with a nominal value of €0.05 each that will be canceled;
- formally acknowledge the completion of the capital decrease and amend the Bylaws accordingly;
- publish any notices and complete any formalities provided for by law; and
- more generally, do anything that may be useful or required in order to complete the capital decrease described above, under the terms and conditions set out in this resolution, and in accordance with applicable regulations.

#### **Fourth resolution**

*Delegation of authority granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or any negotiable securities, with shareholders' preferential subscription rights maintained*

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 et 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 option to delegate and subdelegate in accordance with applicable legal requirements, its power to decide on one or more capital increases, in the proportions and at the times it sees fit, through the issuance, in France or abroad, of ordinary Company shares or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or negotiable securities (including any debt securities) giving access to Company shares or to the shares of any company holding directly or indirectly more than half of the Company's share capital or of which the Company directly or indirectly owns more than half of the share capital, with the understanding that said securities may be issued in euros, in foreign currencies or in any monetary unit established with reference to several currencies, as decided by the Board of Directors, and paid up in cash, including by offsetting receivables,

**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 authority,

**grants** the Board of Directors the power 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 €1,763,328 (or the exchange value in the event of an issuance in another currency) the maximum par value of the capital increases that may be performed, immediately or in the future, under this resolution.

**resolves** to set at €6,000,000 (or the exchange value in the event of an issuance in another currency) the maximum par amount of the debt securities that may be issued under this delegation of power, 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, 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 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
- offer to the public, on the French or international market, all or 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 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,

**specifies** that the delegation of power so conferred upon the Board of Directors shall be valid for a period of twenty-six (26) months as 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 sub delegation within the terms stipulated by law, in order to implement, according to terms set by law and by the bylaws, this delegation of power, 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 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, 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 all required decisions for the admission of said shares and negotiable securities to trading on the Euronext Growth market in Paris and, in a general way;
- 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.

### **Fifth resolution**

*Delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or any negotiable securities, with cancellation of shareholders' preferential subscription rights, and through 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 et 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 option to delegate and subdelegate in accordance with applicable legal requirements, its power to decide on the issue, by public offering, through one or more issuances, in the proportions and at the times it deems fit, in France or abroad, of ordinary Company shares or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or negotiable securities (including any debt securities) giving access to Company shares or to the shares of any company holding directly or indirectly more than half of the Company's share capital or of which the Company directly or indirectly owns more than half of the share capital, with the understanding that said securities may be issued in euros, in foreign currencies or in any monetary unit established with reference to several currencies, as decided by the Board of Directors, and paid up in cash, including by offsetting receivables,

**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 power,

**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 €1,763,328 (or the exchange value in the event of an issuance in another currency) the maximum par value of the capital increases that may be performed, immediately or in the future, under this resolution, it being specified that:

- the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation shall be deducted from the overall ceiling set in the Thirteenth resolution hereunder;
- to these ceilings shall be added, if applicable, the nominal value of shares in order to safeguard, pursuant to the law and, if appropriate, applicable contractual stipulations, the

rights of the bearers of negotiable securities and other rights giving access to the share capital,

**resolves** to set at €6,000,000 (or the exchange value in the event of an issuance in another currency) the maximum par amount of the debt securities that may be issued under this delegation of power, it being specified that:

- such amount shall be increased, if applicable, by any redemption premium above par;
- this amount shall be deducted from the overall ceiling set out in the Thirteenth resolution hereunder;
- 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 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
- offer to the public, on the French or international market, all or part of the non-subscribed shares issued,

**resolves** that the issue price of the shares and negotiable securities that may be issued pursuant to this delegation shall be set by the Board and shall be at least equal to the weighted average price over the last five (5) trading sessions preceding the price setting date, less, if applicable, a 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 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 sub delegation within the terms stipulated by law, in order to implement, according to terms set by law and by the bylaws, this delegation of power, 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, 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 all required decisions for the admission of said shares and securities to trading on the Euronext Growth market in Paris and, in a general way;
- 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 power so conferred upon the Board of Directors shall be valid for a period of twenty-six (26) months as from the date of this general shareholders' meeting, and shall terminate any prior delegation of power having the same purpose.

### **Sixth resolution**

*Delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or any negotiable securities, with cancellation of shareholders' preferential subscription rights, within the framework of an offer to qualified investors or a restricted group of investors as set out in Article L. 411-2 of the French 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' report and the Statutory Auditors' report,

in accordance with the provisions of Articles L. 228-129 et 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,

**delegates** to the Board of Directors its authority to decide on the issue, through one or more issuances, in the proportions and at the times it deems fit, in France or abroad, of ordinary Company shares or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or negotiable securities (including any debt securities) giving access to Company shares or to the shares of any company holding directly or indirectly more than half of the Company's share capital or of which the Company directly or indirectly owns more than half of the share capital, with the understanding that said securities may be issued in euros, in foreign currencies or in any monetary unit established with reference to several currencies, as decided by the Board of Directors, and paid up in cash, including by offsetting receivables, within the framework of an offer to qualified investors or a restricted group of investors as set out in section II.2 of Article L. 411-2 of the French 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 power,

**takes note**, as necessary, that this delegation shall automatically entail, to the benefit of the bearers of the negotiable securities as 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 par amount of the share capital increases which may be performed immediately and/or at a future date, under this delegation of power, cannot be greater than €1,763,328, 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, the said capital being assessed on the day of the decision of the Board of Directors to use this delegation of power), 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**, in addition, that the total nominal amount of any share capital increase that may be carried out in this way shall be deducted from the overall ceiling set out in the Thirteenth resolution hereunder,

**resolves** to set at €6,000,000 (or the exchange value in the event of an issuance in another currency) the maximum par amount of the debt securities that may be issued under this delegation of power, it being specified that:

- such amount shall be increased, if applicable, by any redemption premium above par;
- this amount shall be deducted from the overall ceiling set out in the Sixteenth resolution hereunder;
- 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,

**resolves** that the price of the shares and negotiable securities that may be issued pursuant to this delegation shall be set by the Board and shall be at least equal to the weighted average price over the last five (5) trading sessions preceding the price setting date, less, if applicable, a maximum discount of 25%, with the understanding that the issue price of the securities giving access to the share capital shall be such that the sum received immediately by the Company, plus, if applicable, the sum that may be received by it subsequently, for each share issued as a result of the said securities, is at least equal to the issue price defined above,

**resolves** that the Board of Directors shall have all powers, with an option of sub delegation within the terms stipulated by law, in order to implement, according to terms set by law and by the bylaws, this delegation of power, 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 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 of Directors may:

- 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 all required decisions for the admission of said shares and negotiable securities to trading on the Euronext Growth market in Paris and, in a general way;
- 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,

**records** that this delegation does not have the same purpose as the Fifth resolution of this General Meeting, as it is not a general delegation of authority for capital increases without preferential subscription rights, but a delegation of authority for capital increases without preferential subscription rights through the issue of shares within the framework of an offer covered by Article L. 411-2, II of the French Monetary and Financial Code,

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

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

## **Seventh resolution**

*Delegation of power to the Board for the purpose of increasing the number of securities to be issued in the case of a capital 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 et seq., L. 228-91 and L. 228-92 of the French Commercial Code,

**delegates** to the Board the authority to increase the number of shares or negotiable securities to be issued in the event of oversubscription of the Company's capital increases with or without preferential subscription rights decided pursuant to the Fifth resolution and Sixth resolution above, in accordance with Articles L. 225-135-1 and R. 225-118 of the French Commercial Code (i.e. currently within thirty days of the subscription closing date, at the same price as that of the initial issue and within the limit of 15% of the initial issue), with said shares carrying the same rights as existing shares, subject to their entitlement date,

**specifies** that the nominal amount of any share capital increase decided under this delegation within the scope of Company capital increases without preferential subscription rights decided pursuant to the Fifth resolution and Sixth resolution shall be deducted from the overall ceiling set out in the Thirteenth resolution hereunder, and may be topped up with the additional amount of shares or negotiable securities to be issued to preserve the rights of holders of negotiable securities and other equity rights, in accordance with legal requirements and any contractual stipulations that may be applicable,

**resolves** that the present delegation shall be given to the Board of Directors for a term of twenty-six (26) months as 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 sub delegation within the terms stipulated by law, in order to implement, according to terms set by law and by the bylaws, this delegation of power, 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 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, 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 any decision with a view to the admission of the shares, and any other securities issued, to trading on the Euronext regulated market in Paris or any market on which the Company's shares are admitted for trading and, in general;
- 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.

### **Eighth resolution**

*Delegation of powers to be granted to the Board of Directors in order 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 an initial 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 et 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 et seq. of the French Commercial Code,

**delegates** to the Board of Directors, with the option to delegate and subdelegate in accordance with applicable legal requirements, its power to decide on one or more capital increases, in the proportions and at the times it deems fit, through the issuance, in France or abroad, of ordinary Company shares or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or negotiable securities (including any debt securities) giving access to Company shares to be issued, with the understanding that said securities may be issued in euros, in foreign currencies or in any monetary unit established with reference to several currencies, as decided by the Board of Directors, and paid up in cash, including by offsetting receivables,

**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 category of persons:

- companies and investment funds (including, without limitation, any venture capital companies or investment funds, in particular any FPCI, FCPI or FIP), whether or not they are Company shareholders, investing on a principal basis or having invested over the last 36 months over €5 million in “small caps” or “mid caps” (i.e. companies whose capitalization, when listed, does not exceed €1,000,000,000) operating in the healthcare or biotechnology sectors,

**takes note**, as necessary, that this delegation shall automatically entail, to the benefit of the bearers of the negotiable securities as 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 share capital increases that may be performed immediately and/or in future pursuant to this authorization may not exceed €1,763,328, or the equivalent in foreign currency, a maximum amount to which shall be added, if necessary, the additional amount of shares to be issued, in accordance with legal or regulatory provisions and, where applicable, the relevant contractual provisions, to preserve the rights of holders of securities and other rights giving access to shares,

**resolves**, in addition, that the total nominal amount of any share capital increase that may be carried out shall be deducted from the overall ceiling set out in the Thirteenth resolution hereunder,

**resolves** to set at €6,000,000 (or the exchange value in the event of an issuance in another currency) the maximum par amount of the debt securities that may be issued under this delegation of power, it being specified that:

- such amount shall be increased, if applicable, by any redemption premium above par;
- this amount shall be deducted from the overall ceiling set out in the Thirteenth resolution hereunder;
- 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 price of the shares issued pursuant to this delegation shall be determined by the Board of Directors and shall be at least equal to the weighted average price over the last 5 trading sessions preceding the price setting date, less, if applicable, a maximum discount of 25%, taking into account their entitlement date if applicable, with the understanding that (i) in the event of the issue of negotiable securities giving access to the share capital, the issue price of the shares that may result from their exercise, conversion or exchange may be determined, at the Board's discretion, on the basis of a calculation formula defined by the Board and subsequently applied to the issue of said negotiable securities (e.g. upon their exercise, conversion or exchange), in which case the above-mentioned minimum issue price may be calculated, if the Board deems it appropriate, on the date of application of said formula (rather than on the issue price setting date), and (ii) the issue price of the negotiable securities possibly giving access to the share capital that may be issued under this resolution shall be such that the sum received immediately by the Company, plus the sum received on the exercise or conversion of said negotiable securities, for each share issued as a result of said securities, is at least equal to the minimum amount defined above,

**specifies** that the delegation of authority thus granted to the Board of Directors is valid for a period of eighteen (18) months as from the date of this meeting,

**resolves** that the Board of Directors shall have all powers, with an option of sub delegation within the terms stipulated by law, in order to implement, according to terms set by law and by the bylaws, this delegation of power, 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 above-mentioned 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;
- generally speaking, to enter into any agreement, notably to ensure the successful conclusion of planned issues, and to perform any formalities necessary for the issuance, listing and financial servicing of the securities issued under this delegation of power as well as the exercise of the rights attached thereto;
- to take 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 use the delegation of power which is conferred upon it in this resolution, the Board shall render a report at the following Ordinary General Shareholders' Meeting, pursuant to the laws and regulations, of the use of the powers conferred in this resolution.

### **Ninth resolution**

*Delegation of powers to be granted to the Board of Directors in order 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 second 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 et 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 et seq. of the French Commercial Code,

**delegates** to the Board of Directors, with the option to delegate and subdelegate in accordance with applicable legal requirements, its power to decide on one or more capital increases, in the proportions and at the times it deems fit, through the issuance, in France or abroad, of ordinary Company shares or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or negotiable securities (including any debt securities) giving access to Company shares to be issued, with the understanding that said securities may be issued in euros, in foreign currencies or in any monetary unit established with reference to several currencies, as decided by the Board of Directors, and paid up in cash, including by offsetting receivables,

**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 category of persons:

- manufacturing or commercial companies operating in the healthcare or biotechnology sectors, acquiring a stake in the Company, whether directly or via a company they control or which controls them within the meaning of Article L. 233-3 I of the French Commercial Code, possibly on the signing of a partnership or trade agreement with the Company, for a unit investment amount of more than €100,000 (issue premium included),

**takes note**, as necessary, that this delegation shall automatically entail, to the benefit of the bearers of the negotiable securities as 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 share capital increases that may be performed immediately and/or in future pursuant to this authorization may not exceed €1,763,328, or the equivalent in foreign currency, a maximum amount to which shall be added, if necessary, the additional amount of shares to be issued, in accordance with legal or regulatory provisions and, where applicable, the relevant contractual provisions, to preserve the rights of holders of securities and other rights giving access to shares,

**resolves**, in addition, that the nominal amount of any share capital increase that may be carried out in this way shall be deducted from the overall ceiling set out in the Thirteenth resolution hereunder,

**resolves** to set at €6,000,000 (or the exchange value in the event of an issuance in another currency) the maximum par amount of the debt securities that may be issued under this delegation of power, it being specified that:

- such amount shall be increased, if applicable, by any redemption premium above par;
- this amount shall be deducted from the overall ceiling set out in the Thirteenth resolution hereunder;
- 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 price of the shares issued pursuant to this delegation shall be determined by the Board of Directors and shall be at least equal to the weighted average price over the last 5 trading sessions preceding the price setting date, less, if applicable, a maximum discount of 25%, taking into account their entitlement date if applicable, with the understanding that (i) in the event of the issue of negotiable securities giving access to the share capital, the issue price of the shares that may result from their exercise, conversion or exchange may be determined, at the Board's discretion, on the basis of a calculation formula defined by the Board and subsequently applied to the issue of said negotiable securities (e.g. upon their exercise, conversion or exchange), in which case the above-mentioned minimum issue price may be calculated, if the Board deems it appropriate, on the date of application of said formula (rather than on the issue price setting date), and (ii) the issue price of the negotiable securities possibly giving access to the share capital that may be issued under this resolution shall be such that the sum received immediately by the Company, plus the sum received on the exercise or conversion of said negotiable securities, for each share issued as a result of said securities, is at least equal to the minimum amount defined above,

**specifies** that the delegation of authority thus granted to the Board of Directors is valid for a period of eighteen (18) months as from the date of this meeting,

**resolves** that the Board of Directors shall have all powers, with an option of sub delegation within the terms stipulated by law, in order to implement, according to terms set by law and by the bylaws, this delegation of power, 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 above-mentioned 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;
- generally speaking, to enter into any agreement, notably to ensure the successful conclusion of planned issues, and to perform any formalities necessary for the issuance, listing and financial servicing of the securities issued under this delegation of power as well as the exercise of the rights attached thereto;
- to take 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 use the delegation of power which is conferred upon it in this resolution, the Board shall render a report at the following Ordinary General Shareholders' Meeting, pursuant to the laws and regulations, of the use of the powers conferred in this resolution.

#### **Tenth resolution**

*Delegation of authority granted to the Board of Directors to increase the share capital immediately or in the future through the issue of ordinary shares, equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities and/or negotiable securities giving access to equity securities, with cancellation of shareholders' preferential subscription rights in favor of a third category of persons, within the framework of an equity line of credit,*

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 et 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 et seq. of the French Commercial Code,

**delegates** to the Board of Directors, with the option to delegate and subdelegate in accordance with applicable legal requirements, its power to carry out, in the proportions and at the times it deems fit, one or more capital increases through the issuance, in France or abroad, of ordinary Company shares or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or negotiable securities (including any debt securities) giving access to Company shares, with the understanding that said securities may be issued in euros, in foreign currencies or in any monetary unit established with reference to several currencies, as decided by the Board of Directors, and paid up in cash, including by offsetting receivables,

**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 category of persons:

- any credit institution, investment services provider, member of an investment banking syndicate, investment fund, or company underwriting the capital increase or any issue that may result in a future capital increase under this delegation, as part of the set-up of an equity financing line,

**takes note**, as necessary, that this delegation shall automatically entail, to the benefit of the bearers of the negotiable securities as 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 share capital increases that may be performed immediately and/or in future pursuant to this authorization may not exceed €1,763,328, or the equivalent in foreign currency, a maximum amount to which shall be added, if necessary, the additional amount of shares to be issued, in accordance with legal or regulatory provisions and, where applicable, the relevant contractual provisions, to preserve the rights of holders of securities and other rights giving access to shares,

resolves to set at €6,000,000 (or the exchange value in the event of an issuance in another currency) the maximum par amount of the debt securities that may be issued under this delegation of power, 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 that may be issued pursuant to this delegation shall be determined by the Board of Directors and shall be at least equal to the weighted average price over the last 5 trading sessions preceding the price setting date, less, if applicable, a maximum discount of 25%, taking into account their entitlement date if applicable, with the understanding that (i) in the event of the issue of negotiable securities giving access to the share capital, the issue price of the shares that may result from their exercise, conversion or exchange may be set, at the Board's discretion, on the basis of a calculation formula defined by the Board and subsequently applied to the issue of said negotiable securities (e.g. upon their exercise, conversion or exchange), in which case the above-mentioned maximum discount may be calculated, if the Board deems it appropriate, on the date of application of said formula (rather than on the issue price setting date), and (ii) the issue price of the negotiable securities possibly giving access to share capital that may be issued under this resolution shall be such that the sum received immediately by the Company, plus the sum received on the exercise or conversion of said negotiable securities, for each share issued as a result of said securities, is at least equal to the minimum amount defined above,

**specifies** that the delegation of authority thus granted to the Board of Directors is valid for a period of eighteen (18) months as from the date of this meeting and supersedes any prior delegation having the same purpose,

**resolves** that the Board of Directors shall have all powers, with an option of sub delegation within the terms stipulated by law, in order to implement, according to terms set by law and by the bylaws, this delegation of power, particularly for the following purpose:

- to decide on the amount of the capital increase, the issue price (with the understanding that this price shall be determined in accordance with the price setting terms defined above), as well as the amount of the issue premium that may be requested;
- to set the dates, terms and conditions of any issue, as well as the form 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 define the list of beneficiaries within the above-mentioned categories of persons, and the number of securities to be allocated to each 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;
- generally speaking, to enter into any agreement, notably to ensure the successful conclusion of planned issues, and to perform any formalities necessary for the issuance, listing and financial servicing of the securities issued under this delegation of power as well as the exercise of the rights attached thereto;
- to make all required decisions for the admission of said shares and negotiable securities to trading on any market where the Company's shares are traded,

**takes note** of the fact that, in the event of the Board's use of the delegation of authority granted to it under this resolution, the Board shall report on the use made of such authorization, in accordance with applicable laws and regulations.

### **Eleventh resolution**

*Delegation of powers to be granted to the Board of Directors in order 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 fourth 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 et 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 et seq. of the French Commercial Code,

**delegates** to the Board of Directors, with the option to delegate and subdelegate in accordance with applicable legal requirements, its power to decide on one or more capital increases, in the proportions and at the times it deems fit, through the issuance, in France or abroad, of ordinary Company shares or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or negotiable securities (including any debt securities) giving access to Company shares to be issued, with the understanding that said securities may be issued in euros, in foreign currencies or in any monetary unit established with reference to several currencies, as decided by the Board of Directors, and paid up in cash, including by offsetting receivables,

**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 category of persons:

- companies and investment funds, whether or not they are Company shareholders, investing on a principal basis or having invested in companies whose situation would need an immediate financing to cover its ongoing concern,

**takes note**, as necessary, that this delegation shall automatically entail, to the benefit of the bearers of the negotiable securities as 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 share capital increases that may be performed immediately and/or in future pursuant to this authorization may not exceed €1,763,328, or the equivalent in foreign currency, a maximum amount to which shall be added, if necessary, the additional amount of shares to be issued, in accordance with legal or regulatory provisions and, where applicable, the relevant contractual provisions, to preserve the rights of holders of securities and other rights giving access to shares,

**resolves**, in addition, that the nominal amount of any share capital increase that may be carried out in this way shall be deducted from the overall ceiling set out in the Thirteenth resolution hereunder,

**resolves** to set at €6,000,000 (or the exchange value in the event of an issuance in another currency) the maximum par amount of the debt securities that may be issued under this delegation of power, it being specified that:

- such amount shall be increased, if applicable, by any redemption premium above par;
- this amount shall be deducted from the overall ceiling set out in the Thirteenth resolution hereunder;
- 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 price of the shares issued pursuant to this delegation shall be determined by the Board of Directors and shall be at least equal to the weighted average price over the last 5 trading sessions preceding the price setting date, less, if applicable, a maximum discount of 25%, taking into account their entitlement date if applicable, with the understanding that (i) in the event of the issue of negotiable securities giving access to the share capital, the issue price of the shares that may result from their exercise, conversion or exchange may be determined, at the Board's discretion, on the basis of a calculation formula defined by the Board and subsequently applied to the issue of said negotiable securities (e.g. upon their exercise, conversion or exchange), in which case the above-mentioned minimum issue price may be calculated, if the Board deems it appropriate, on the date of application of said formula (rather than on the issue price setting date), and (ii) the issue price of the negotiable securities possibly giving access to the share capital that may be issued under this resolution shall be such that the sum received immediately by the Company, plus the sum received on the exercise or conversion of said negotiable securities, for each share issued as a result of said securities, is at least equal to the minimum amount defined above,

**specifies** that the delegation of authority thus granted to the Board of Directors is valid for a period of eighteen (18) months as from the date of this meeting,

**resolves** that the Board of Directors shall have all powers, with an option of sub delegation within the terms stipulated by law, in order to implement, according to terms set by law and by the bylaws, this delegation of power, 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 above-mentioned 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;
- generally speaking, to enter into any agreement, notably to ensure the successful conclusion of planned issues, and to perform any formalities necessary for the issuance, listing and financial servicing of the securities issued under this delegation of power as well as the exercise of the rights attached thereto;
- to take 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 use the delegation of power which is conferred upon it in this resolution, the Board shall render a report at the following Ordinary General Shareholders' Meeting, pursuant to the laws and regulations, of the use of the powers conferred in this resolution.

### **Twelfth resolution**

*Delegation of powers to be granted to the Board of Directors in order 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 fifth 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 et 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 et seq. of the French Commercial Code,

**delegates** to the Board of Directors, with the option to delegate and subdelegate in accordance with applicable legal requirements, its power to decide on one or more capital increases, in the proportions and at the times it deems fit, through the issuance, in France or abroad, of ordinary Company shares or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or negotiable securities (including any debt securities) giving access to Company shares to be issued, with the understanding that said securities may be issued in euros, in foreign currencies or in any monetary unit established with reference to several currencies, as decided by the Board of Directors, and paid up in cash, including by offsetting receivables,

**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 category of persons:

- companies and investment funds, whether or not they are Company shareholders, investing on a principal basis or having loaned, including but not limited to convertible loans associated or not to negotiable securities, to companies not yet financially breakeven,

**takes note**, as necessary, that this delegation shall automatically entail, to the benefit of the bearers of the negotiable securities as 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 share capital increases that may be performed immediately and/or in future pursuant to this authorization may not exceed €1,763,328, or the equivalent in foreign currency, a maximum amount to which shall be added, if necessary, the additional amount of shares to be issued, in accordance with legal or regulatory provisions and, where applicable, the relevant contractual provisions, to preserve the rights of holders of securities and other rights giving access to shares,

**resolves**, in addition, that the nominal amount of any share capital increase that may be carried out in this way shall be deducted from the overall ceiling set out in the Thirteenth resolution hereunder,

**resolves** to set at €6,000,000 (or the exchange value in the event of an issuance in another currency) the maximum par amount of the debt securities that may be issued under this delegation of power, it being specified that:

- such amount shall be increased, if applicable, by any redemption premium above par;
- this amount shall be deducted from the overall ceiling set out in the Thirteenth resolution hereunder;
- 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 price of the shares issued pursuant to this delegation shall be determined by the Board of Directors and shall be at least equal to the weighted average price over the last 5 trading sessions preceding the price setting date, less, if applicable, a maximum discount of 25%, taking into account their entitlement date if applicable, with the understanding that (i) in the event of the issue of negotiable securities giving access to the share capital, the issue price of the shares that may result from their exercise, conversion or exchange may be determined, at the Board's discretion, on the basis of a calculation formula defined by the Board and subsequently applied to the issue of said negotiable securities (e.g. upon their exercise, conversion or exchange), in which case the above-mentioned minimum issue price may be calculated, if the Board deems it appropriate, on the date of application of said formula (rather than on the issue price setting date), and (ii) the issue price of the negotiable securities possibly giving access to the share capital that may be issued under this resolution shall be such that the sum received immediately by the Company, plus the sum received on the exercise or conversion of said negotiable securities, for each share issued as a result of said securities, is at least equal to the minimum amount defined above,

**specifies** that the delegation of authority thus granted to the Board of Directors is valid for a period of eighteen (18) months as from the date of this meeting,

**resolves** that the Board of Directors shall have all powers, with an option of sub delegation within the terms stipulated by law, in order to implement, according to terms set by law and by the bylaws, this delegation of power, 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 above-mentioned 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;
- generally speaking, to enter into any agreement, notably to ensure the successful conclusion of planned issues, and to perform any formalities necessary for the issuance, listing and financial servicing of the securities issued under this delegation of power as well as the exercise of the rights attached thereto;
- to take 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 use the delegation of power which is conferred upon it in this resolution, the Board shall render a report at the following Ordinary General Shareholders' Meeting, pursuant to the laws and regulations, of the use of the powers conferred in this resolution.

### **Thirteenth resolution**

*Overall limitation of the amount of the issues carried out under the Fifth resolution Sixth resolution, Seventh resolution, Eighth resolution, Ninth resolution, Eleventh resolution, Twelfth resolution and Fifteenth 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' report and the Statutory Auditors' report,

**resolves that:**

- the overall maximum nominal amount of capital increases that may be performed pursuant to the authorizations granted under the Fifth resolution Sixth resolution, Seventh resolution, Eighth resolution, Ninth resolution, Eleventh resolution, Twelfth resolution and Fifteenth resolution of this meeting may not exceed €1,763,328, on the understanding that to this limit shall be added the additional amount of shares to be issued to preserve, in accordance with legal or regulatory provisions and where applicable, the relevant contractual provisions, the rights of holders of securities or other rights giving access to shares;
- the overall maximum nominal amount of debt securities that can be issued under the powers conferred in the resolutions above 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.

### **Fourteenth 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 sub delegation 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 €140,000, 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 the Thirteenth 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 as from the date of the present General Shareholders' Meeting, and shall terminate any prior delegation having the same purpose.

#### **Fifteenth 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' report and the Statutory Auditors' report,

in accordance, in particular, on the one hand with the provisions of Articles L. 225-129 et seq. and L. 225-138-1 of the French Commercial Code, and on the other hand, with the provisions of Articles L. 3332-1 et seq. of the French Labor Code,

**delegates** to the Board of Directors the power 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 €51,000, 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**, in addition, that the nominal amount of any share capital increase that may be carried out in this way shall be deducted from the overall ceiling set out in the Thirteenth resolution hereunder,

**resolves** that the total nominal amount of the issues of negotiable debt securities giving access to equity capital that may be carried out shall not exceed €1,000,000 (or its counter-value in the event of an issue in another currency), with the understanding that this amount shall be deducted from the overall ceiling set out in the Thirteenth resolution hereunder,

**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 power, with an option of sub-delegation under the conditions set forth by law and under the aforementioned conditions, specifically in order 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;
- 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.

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