



NHOA S.A.

French *société anonyme* organized with a Board of Directors
Share capital of 5,106,744 euros
Registered office: 28, rue de Londres, 75009 Paris
808 631 691 RCS Paris

(the « Company »)

TEXT OF RESOLUTIONS TO BE SUBMITTED
TO THE ORDINARY ANNUAL AND EXTRAORDINARY SHAREHOLDERS' MEETING
OF 23 JUNE 2022

AGENDA

(I) RESOLUTIONS TO BE SUBMITTED TO THE ORDINARY MEETING OF SHAREHOLDERS

- Approval of the individual financial statements of the Company for the financial year ended on 31 December 2021 and discharge to the members of the Board of Directors (Resolution n° 1);
- Approval of the consolidated financial statements of the Company for the financial year ended on 31 December 2021 (Resolution n° 2);
- Allocation of the results of the financial year ended on 31 December 2021 (Resolution n° 3);
- Regulated agreements referred to under Articles L. 225-38 et seq. of the French Commercial Code (Resolution n° 4);
- Approval of the expenses and charges referred to under Article 39-4 of the French General Tax Code (Resolution n° 5);
- Determination of the attendance fees (Resolution n° 6);
- Renewal of the Board mandate of Mr. An-Ping (Nelson) Chang (Resolution n° 7);
- Renewal of the Board mandate of Mr. Romualdo Cirillo (Resolution n° 8);
- Renewal of the Board mandate of Mr. Jong-Peir Li (Resolution n° 9);
- Approval of the compensation policy applicable to the corporate officers (*mandataires sociaux*) for the 2022 financial year (Resolution n° 10);
- Approval of the compensation policy applicable to the Chairman of the Board of Directors for the 2022 financial year (Resolution n° 11);
- Approval of the compensation policy applicable to the Chief Executive Officer for the 2022 financial year (Resolution n° 12);
- Approval of the compensation policy applicable to the members of the Board of Directors for the 2022 financial year (Resolution n° 13);
- Approval of the overall compensation and benefits of all kind granted to the

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corporate officers (*mandataires sociaux*) for the 2021 financial year (Resolution n° 14);

- Approval of the overall compensation and benefits of all kind granted to the Chief Executive Officer for the 2021 financial year (Resolution n° 15);
- Approval of the overall compensation and benefits of all kind granted to the members of the Board of Directors for the 2021 financial year (Resolution n° 16);

(II) RESOLUTIONS TO BE SUBMITTED TO THE EXTRAORDINARY MEETING OF SHAREHOLDERS

- Delegation of authority to the Board of Directors for the purpose of increasing the share capital by issuing ordinary shares or securities giving access to share capital with preferential subscription rights (Resolution n° 17);
- Delegation of authority to the Board of Directors for the purpose of increasing the share capital by issuing ordinary shares or securities giving access to share capital without preferential subscription rights through public offering other than those referred to in Article L.411-2 of the French Financial and Monetary Code (Resolution n° 18);
- Delegation of authority to the Board of Directors for the purpose of increasing the share capital by issuing ordinary shares or securities giving access to share capital without preferential subscription rights, by way of a “private placement” (offer referred to in paragraph 1° of Article L.411-2 of the French Financial and Monetary Code) (Resolution n° 19);
- Delegation of authority to the Board of Directors in the event of an issuance of ordinary shares or securities giving access to share capital without preferential subscription rights in order to set the subscription price, within the limit of 10% of the share capital per year (Resolution n° 20);
- Delegation of authority to the Board of Directors for the purpose of increasing the share capital by issuing ordinary shares or securities giving access to share capital without preferential subscription rights and for the benefit of a category of persons (Resolution n° 21);
- Authorisation to increase the number of securities to be issued by 15% with or without preferential subscription rights (Resolution n° 22);
- Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares or securities giving access to share capital, up to the limit of 10% of the share capital per year, in order to remunerate contributions in kind made to the Company, outside of a public exchange offer (Resolution n° 23);
- Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares or securities giving access to share capital, in the event of a public exchange offer initiated by the Company (Resolution n° 24);
- Delegation of authority to the Board of Directors to increase the share capital by incorporation of reserves, profits or issuance premiums, merger or contributions premiums or any other amounts likely to be capitalised (Resolution n° 25);
- Overall limitation of authorisations (Resolution n° 26);
- Delegation of authority to the Board of Directors in the event of an issuance of ordinary shares reserved for employees who are members of a company savings plan without preferential subscription rights (Resolution n° 27);

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- Authorization granted to the Board of Directors to allocate existing or new free shares for the benefit of executive officers and employees of the Company or its subsidiaries (Resolution n° 28);
- Powers for formalities (Resolution n° 29).

RESOLUTIONS TO BE SUBMITTED TO THE ORDINARY MEETING OF SHAREHOLDERS

1. FIRST RESOLUTION

Approval of the individual financial statements of the Company for the financial year ended on 31 December 2021 and discharge to the members of the Board of Directors

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, having reviewed:

- the Board of Directors' management report on the activity and situation of the Company during the financial year ended on 31 December 2021 and on the financial statements of such financial year,
- the report on corporate governance attached to the above-mentioned management report and provided for under Article L.225-37 of the French Commercial Code, and
- the reports of the statutory auditors regarding the execution of their mission during such financial year;

approves the above-mentioned reports, the individual financial statements of the Company for the financial year ended on 31 December 2021, as they have been presented, which show a net accounting loss amounting to 8,774,982Euros, as well as the transactions reflected in such financial statements and summarized in such reports.

As a result of such approval, the shareholders' meeting grants a general discharge, without reserve, to the members of the Board of Directors, regarding the execution of their office during this financial year.

2. SECOND RESOLUTION

Approval of the consolidated financial statements of the Company for the financial year ended on 31 December 2021

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, having reviewed:

- the Board of Directors' management report on the activity and situation of the group during the financial year ended on 31 December 2021 and on the consolidated financial statements of such financial year, and
- the reports of the statutory auditors regarding such consolidated financial statements;

approves the above-mentioned reports, the consolidated financial statements, as they have been presented, drawn up pursuant to Article L.233-16 *et seq.* of the French Commercial Code, which show a net consolidated accounting loss amounting to 26,709,704 Euros, as well as the transactions reflected in such consolidated financial statements and summarized in such reports.

3. THIRD RESOLUTION

Allocation of the results of the financial year ended on 31 December 2021

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, having reviewed the Board of Directors' reports;

having acknowledged that the net accounting loss for the financial year ended on 31 December 2021 amounts to 8,774,982 Euros;

decides to allocate this loss of the financial year which amounts to 8,774,982Euros to the “Retained Earnings” account, which will increase from a loss of 37,391,082 Euros to a loss of 46,166,064 Euros. Pursuant to Article 243 *bis* of the French General Tax Code, the shareholders’ meeting acknowledges that it has been reminded that no dividend has been paid since the Company’s incorporation.

4. FOURTH RESOLUTION

Regulated agreements referred to under Articles L. 225-38 *et seq.* of the French Commercial Code

The shareholders’ meeting, having a quorum and the majority required for ordinary shareholders’ meetings, having reviewed the statutory auditors’ special report on the regulated agreements referred to under Articles L. 225-38 *et seq.* of the French Commercial Code;

expressly approves the content of such report, in all its terms, and the agreements which are referred therein.

5. FIFTH RESOLUTION

Approval of the expenses and charges referred to under Article 39-4 of the French General Tax Code

The shareholders’ meeting, having a quorum and the majority required for ordinary shareholders’ meetings, having reviewed the Board of Directors’ reports, and pursuant to Article 223 *quater* of the French General Tax Code;

acknowledges the fact that the Company has not incurred any expense or charge referred to under Article 39-4 of the said code during the last financial year.

6. SIXTH RESOLUTION

Determination of the attendance fees

The shareholders’ meeting, having a quorum and the majority required for ordinary shareholders’ meetings, having reviewed the Board of Directors’ reports;

decides to set at 380,000.00 Euros the maximum amount of attendance fees allocated to the board members for the 2022 financial year and for each subsequent financial year until otherwise decided by the shareholders’ ordinary meeting.

7. SEVENTH RESOLUTION

Renewal of the Board mandate of Mr. An-Ping (Nelson) Chang

The shareholders’ meeting, having a quorum and the majority required for ordinary shareholders’ meetings, decides to renew Mr. An-Ping (Nelson) Chang as Director, for a new term three (3) years, expiring at the end of the shareholders’ meeting held in 2025 to be called to approve the financial statements for the year ending 31 December 2024.

Mr. An-Ping (Nelson) Chang has already indicated that he agrees to assume these functions if they are entrusted to him by the present meeting and that he is not affected by any measure or provision likely to prohibit him for exercising these functions within the Company.

8. EIGHT RESOLUTION

Renewal of the Board mandate of Mr. Romualdo Cirillo

The shareholders’ meeting, having a quorum and the majority required for ordinary shareholders’

meetings, decides to renew Mr. Romualdo Cirillo as Director, for a new term three (3) years, expiring at the end of the shareholders' meeting held in 2025 to be called to approve the financial statements for the year ending 31 December 2024.

Mr. Romualdo Cirillo has already indicated that he agrees to assume these functions if they are entrusted to him by the present meeting and that he is not affected by any measure or provision likely to prohibit him for exercising these functions within the Company.

9. NINETH RESOLUTION

Renewal of the Board mandate of Mr. Jong-Peir Li

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, decides to renew Mr. Jong-Peir Li as Director, for a new term three (3) years, expiring at the end of the shareholders' meeting held in 2025 to be called to approve the financial statements for the year ending 31 December 2024.

Mr. Jong-Peir Li has already indicated that he agrees to assume these functions if they are entrusted to him by the present meeting and that he is not affected by any measure or provision likely to prohibit him for exercising these functions within the Company.

10. TENTH RESOLUTION

Approval of the compensation policy applicable to the corporate officers (*mandataires sociaux*) for the 2022 financial year

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, in accordance with Article L.22-10-8 of the French Commercial Code;

approves the compensation policy applicable to the corporate officers (*mandataires sociaux*) for the 2022 financial year, as described in the 2021 Corporate Governance Report referred to in Article L.225-37 of the French Commercial Code, included in section 13.6.1 of the 2021 Universal Registration Document.

11. ELEVENTH RESOLUTION

Approval of the compensation policy applicable to the Chairman of the Board of Directors for the 2022 financial year

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, in accordance with Article L.22-10-8 of the French Commercial Code;

approves the compensation policy applicable to Mr. An-Ping (Nelson) Chang, in his quality of Chairman of the Board of Directors for the 2022 financial year, as described in paragraph 13.4.1 of the 2021 Universal Registration Document attached to the report referred to in Article L.225-37 of the French Commercial Code.

12. TWELFTH RESOLUTION

Approval of the compensation policy applicable to the Chief Executive Officer for the 2022 financial year

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, in accordance with Article L.22-10-8 of the French Commercial Code;

approves the compensation policy applicable to Mr. Carlalberto Guglielminotti, in his quality of Chief

Executive Officer for the 2022 financial year, as described in the 2021 Corporate Governance Report referred to in Article L.225-37 of the French Commercial Code, included in section 13.5.1 of the 2021 Universal Registration Document.

13. THIRTEENTH RESOLUTION

Approval of the compensation policy applicable to the members of the Board of Directors for the 2022 financial year

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, in accordance with Article L.22-10-8 of the French Commercial Code;

approves the compensation policy applicable to the members of the Board of Directors for the 2022 financial year, as described in the 2021 Corporate Governance Report referred to in Article L.225-37 of the French Commercial Code, included in section 13.3.1 of the 2021 Universal Registration Document.

14. FOURTEENTH RESOLUTION

Approval of the overall compensation and benefits of all kind granted to the corporate officers (*mandataires sociaux*) for the 2021 financial year

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, in accordance with Article L.22-10-34 of the French Commercial Code;

approves the fixed, variable and extraordinary components of overall compensation and benefits of all kind granted for the financial year 2021 to the corporate officers (*mandataires sociaux*), as described in paragraph 13.6.2 of the 2021 Universal Registration Document attached to the report referred to in Article L.225-37 of the French Commercial Code.

15. FIFTEENTH RESOLUTION

Approval of the overall compensation and benefits of all kind granted to the Chief Executive Officer for the 2021 financial year

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, in accordance with Article L.22-10-34 of the French Commercial Code;

approves the overall compensation and benefits of all kind granted for the financial year 2021 to Mr. Carlalberto Guglielminotti, in his quality of Chief Executive Officer, as described in paragraph 13.5.2 of the 2021 Universal Registration Document attached to the report referred to in Article L.225-37 of the French Commercial Code.

16. SIXTEENTH RESOLUTION

Approval of the overall compensation and benefits of all kind granted to the members of the Board of Directors for the 2021 financial year

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, in accordance with Articles L.22-10-9 I and L.22-10-34 of the French Commercial Code;

approves the overall compensation and benefits of all kind granted for the financial year 2021 to the members of the Board of Directors, as described in paragraph 13.3.2 of the 2021 Universal Registration Document attached to the report referred to in Article L.225-37 of the French Commercial Code.

RESOLUTIONS TO BE SUBMITTED TO THE EXTRAORDINARY MEETING OF SHAREHOLDERS

17. SEVENTEENTH RESOLUTION

Delegation of authority to the Board of Directors for the purpose of increasing the share capital by issuing ordinary shares or securities giving access to share capital with preferential subscription rights

The shareholders' meeting, having a quorum and the majority required for extraordinary shareholders' meetings:

- having reviewed the report of the Board of Directors, the auditors' special report, and
- pursuant to the provisions of Articles L. 225-129 to L. 225-129-2, L. 225-129-5, L. 225-129-6, L. 22-10-49, L. 225-132 to L. 225-134 and L. 228-91 and seq. of the French Commercial Code;

delegates to the Board of Directors, with the power to sub-delegate pursuant to the conditions set forth by the law and regulation, the authority to decide one or several share capital increases immediately and/or in the future, in proportions and at times which it shall determine both in France and abroad, with preferential subscription rights, by issuing ordinary Company's shares or securities giving access to share capital of the Company, including via a free allocation of subscription warrants;

decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded;

decides that the nominal amount of the share capital increases likely to be carried out immediately and/or in the future pursuant to the present delegation, may not exceed a nominal overall amount of 2,553,372 Euros (or based on the current nominal value of the Company's shares of 0.20 euro, a maximum of 12,766,860 shares), it being understood that this amount will be deducted from the overall nominal cap set forth in the twenty-sixth resolution of the present shareholders' meeting and that this overall nominal amount does not take into account adjustments likely to be made pursuant to the applicable legal and regulatory provisions, if necessary, to contractual stipulations providing other adjustments, to safeguard the rights of the holders of securities giving access to share capital;

decides that the securities giving access to the equity securities of the Company may consist of debt securities to be issued. The overall nominal amount of the securities representing debt securities giving access to Company's capital to be issued, likely to be issued pursuant to the present delegation will be a maximum of 20,000,000 Euros or the value of this amount in the event of a foreign currency issuance or issuance in units of account established by reference to several currencies;

decides that the shareholders may exercise, pursuant to applicable legal and regulatory provisions, their preferential subscription rights to ordinary shares and securities issued on an irrevocable basis, pursuant to the present resolution; in addition, the Board of Directors may grant to the shareholders the right to subscribe on a reducible basis, a higher number of securities that could have been subscribed to on an irrevocable basis, which will be exercised proportionately to their rights and within the limits of their requests;

decides that if the subscriptions made on an irrevocable basis and, as the case may be, subject to reducible rights, do not cover the entire issuance of shares or securities as defined above, the Board of Directors may use, pursuant to Article L.225-134 of the French Commercial Code, in the order that it shall determine, one or the other of the following options:

- limit the issuance to the amount of subscriptions received, provided that this amount equals at least 75% of the initially decided issuance amount,

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- allocate, free of choice, all or part of the non-subscribed securities to the persons of its choice,
- offer to the public all or part of the non-subscribed securities;

decides that, regarding the preferential subscription rights attached to the treasury shares, the board of directors may decide not to consider such shares for the determination of the preferential subscription rights attached to other shares, allocate the preferential subscription rights attached to the treasury shares between shareholders on a pro-rata to each shareholders' rights or to sell them on a stock exchange;

acknowledges and decides that, for the benefit of holders of securities giving access to share capital of the Company immediately or in the future, likely to be issued pursuant to the present delegation, the latter automatically implies shareholders' renunciation of their preferential subscription right to equity securities to which these securities could give rights;

decides that the amount paid or payable to the Company for each of the shares issued as part of the present delegation will be at least equal to the nominal value of the share on the issuance date of such shares;

delegates full powers to the Board of Directors, along with the power to sub-delegate, to set the price and conditions of the issuances, set the amounts to be issued, determine the terms of issuance and the type of securities to create, set the dividend entitlement date, even retroactive, of the securities to be issued;

grants power to the Board of Directors, along with the power to sub-delegate pursuant to the conditions set forth by law, to implement the present delegation, and in particular:

- deduct the costs of the share capital increases from the amount of premiums and withhold from that amount the sums necessary to increase the legal reserve after each increase,
- determine the mode of payment, including by compensation of debt, of securities to be issued, and if necessary, the terms and conditions of their repurchase,
- allocate securities, by conversion, exchange, refund, presentation of a warrant,
- carry out all adjustments required to allow for the impact of such transactions on the Company's share capital and to make all other arrangements to preserve, where applicable, the rights of holders of the securities giving access to share capital of the Company so issued, and suspend, if necessary, the exercise of the rights attached to the securities during a maximum period of three (3) months,
- sign any contract with investment service providers,
- take all measures and complete all formalities required for the admission to trading on a regulated market, of rights, equity securities and securities thus created,
- determine the terms of purchase on a stock-market or tender offer or exchange offer of securities, as repayment of these securities,
- acknowledge the completion of each share capital increase and make any modifications to the articles of association, and
- in general, decide, and complete all formalities, determine all conditions necessary to ensure the successful completion of the issuances likely to be made pursuant to the present resolution;

specifies that all operations contemplated in this delegation could be carried out at any moment, including during takeover bids period, in accordance with the conditions set forth by law;

acknowledges that this delegation invalidates any prior delegation having the same purpose; and

decides that the present authorization is valid for a period of twenty-six (26) months starting from the date of the present shareholders' meeting.

18. EIGHTEENTH RESOLUTION

Delegation of authority to the Board of Directors for the purpose of increasing the share capital by issuing ordinary shares or securities giving access to share capital without preferential subscription rights through public offering other than those referred to in Article L.411-2 of the French Financial and Monetary Code

The shareholders' meeting, having a quorum and the majority required for extraordinary shareholders' meetings:

- having reviewed the report of the Board of Directors and the auditors' special report,
- pursuant to the provisions of Articles L.225-129 to L.225-129-2, L.225-129-5, L.225-129-6, L.22-10-49, L. 225-135, L.22-10-51, L.225-136, L.22-10-52, R.22-10-32 and L. 228-91 et seq. of the French Commercial Code;

delegates to the Board of Directors, with the power to sub-delegate pursuant to the conditions set forth by law and regulation, the authority to decide one or several share capital increases, by way of public offerings, immediately and/or in the future, in proportions and at times which it shall determine, both in France and abroad, without preferential subscription rights, by issuing ordinary Company's shares or securities giving access to share capital of the Company;

decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded;

decides to suppress, with no designated beneficiaries, the shareholders' preferential subscription right to the securities to be issued pursuant to the present delegation, it however being specified that the Board of Directors may give shareholders a priority subscription time on all or part of the issuance of these securities and in accordance with conditions that it shall determine pursuant to Articles L. 225-135 and L. 22-10-51 of the French Commercial Code. This priority subscription time shall not lead to the creation of tradable rights and shall be exercised proportionately to the number of shares acquired by each shareholder and may potentially be supplemented by a subscription subject to reduction;

decides that the nominal amount of the share capital increases likely to be carried out immediately and/or in the future pursuant to the present delegation, may not exceed a nominal overall amount of:

- a) 1,021,349 Euros (or based on the current nominal value of the Company's shares of 0.20 Euro, a maximum of 5,106,745 shares) if the Board of Directors decides to give shareholders a priority subscription time on all or part of the issuance of these securities as stated above; or
- b) 510,674 Euros (or based on the current nominal value of the Company's shares of 0.20 Euro, a maximum of 2,553,370 shares) if the Board of Directors decides not to give shareholders a priority subscription time on all or part of the issuance of these securities as stated above;

it being understood that the nominal overall amount will be deducted from the overall nominal cap set forth in the twenty-sixth resolution of the present shareholders' meeting and that this

overall nominal amount does not take into account adjustments likely to be made pursuant to the applicable legal and regulatory provisions, if necessary, to contractual stipulations providing other adjustments, to safeguard the rights of the holders of securities giving access to share capital

decides that the securities giving access to the issued equity securities of the Company may consist of debt securities. The overall nominal amount of the securities representing debt securities giving access to Company's capital to be issued, likely to be issued pursuant to the present delegation will be a maximum of 20,000,000 Euros or the value of this amount in the event of a foreign currency issuance or issuance in units of account established by reference to several currencies;

acknowledges that if the subscriptions do not cover the entire issuance of shares or securities as defined above, the Board of Directors may limit the issuance to the amount of subscriptions received, as part of these share capital increases which may be decided by the board pursuant to the present delegation of authority;

acknowledges and decides that, for the benefit of holders of securities giving access to share capital of the Company immediately or in the future, likely to be issued pursuant to the present delegation, the latter automatically implies shareholders' renunciation of their preferential subscription right to equity securities to which these securities could give rights;

decides that:

- the price of the shares as part of the present delegation, will at least be equal to the minimum authorised by the applicable law (i.e. currently, a price at least equal to the weighted average share prices quoted at the last three (3) stock-exchange trading days preceding the beginning of the public offer (within the meaning of EU Regulation 2017/1129), eventually, reduced by a maximum discount of 10%),
- for the securities giving access to the share capital, the issuance price will be such that the amount received immediately by the Company, increased, as applicable, by the amount likely to be received in the future, or for each share issued as a result of the issuance of these securities, be at least equal to the issuance price defined above;

delegates full powers to the Board of Directors, along with the power to sub-delegate, to set the price and conditions of the issuances, set the amounts to be issued, determine the terms of issuance and the type of securities to create, set the dividend entitlement date, even retroactive, of the securities to be issued;

grants power to the Board of Directors, along with the power to delegate pursuant to the conditions set forth by law, to implement the present delegation, and in particular:

- deduct the costs of the share capital increases from the amount of premiums and withhold from that amount the sums necessary to increase the legal reserve to 1/10 of the new share capital after each increase,
- determine the mode of payment, including by compensation of debt, securities to be issued, and if necessary, the terms and conditions of their repurchase,
- allocate securities, by conversion, exchange, refund, presentation of a warrant,
- make adjustments required pursuant to legal and regulatory provisions or applicable contractual stipulations to protect the rights of holders of the securities giving access to share capital of the

Company so issued, and suspend, if necessary, the exercise of rights attached to the securities for a maximum period of three (3) months,

- sign any contract with investment service providers,
- take all measures and complete all formalities required for the admission to trading on a regulated market, of rights, equity securities and securities thus created,
- determine the terms of purchase on a stock-market or tender offer or exchange offer of securities, as well as repayment of these securities,
- make any modifications to the articles of association, in particular regarding the amount of share capital and the number of shares comprising the share capital, and
- in general, decide, and complete all formalities, determine all conditions necessary to ensure the successful completion of the issuances likely to be made pursuant to the present resolution;

acknowledges that this delegation invalidates any prior delegation having the same purpose; and

decides that the present authorization is valid for a period of twenty-six (26) months starting from the date of the present shareholders' meeting.

19. NINETEENTH RESOLUTION

Delegation of authority to the Board of Directors for the purpose of increasing the share capital by issuing ordinary shares or securities giving access to share capital without preferential subscription rights, by way of a "private placement" (offer referred to in paragraph 1° of Article L.411-2 of the French Financial and Monetary Code)

The shareholders' meeting, having a quorum and the majority required for extraordinary shareholders' meetings:

- having reviewed the report of the Board of Directors and the auditors' special report, and
- pursuant to the provisions of Articles L.225-129 to L.225-129-2, L.225-129-5, L.225-129-6, L.22-10-49, L.225-135, L.22-10-51, L.225-136, L.22-10-52, R.22-10-32, L.228-91 et seq. of the French Commercial Code and L.411-2 1° of the French Monetary and Financial Code;

delegates to the Board of Directors, with the power to sub-delegate pursuant to the conditions set forth by law, the authority to decide one or several share capital increases, immediately and/or in the future, by way of a private placement, in proportions and at times which it shall determine, both in France and abroad, without preferential subscription rights, by issuing ordinary Company's shares or securities giving access to share capital of the Company;

decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded;

decides that the issuance of shares or other securities pursuant to the present delegation will be carried out without preferential subscription right, by way of an offer as referred to in paragraph 1° of Article L.411-2 of the French Monetary and Financial Code aimed exclusively at persons providing portfolio investment management services on behalf of third parties, to qualified investors or to a confined circle of investors, provided that these investors act for themselves;

decides that the nominal amount of the share capital increases likely to be carried out immediately and/or in the future pursuant to the present delegation, may not exceed a nominal overall amount of

510,674 Euros (or based on the current nominal value of the Company's shares of 0.20 Euro, a maximum of 2,553,370 shares), it being understood that this amount will be deducted from the overall nominal cap set forth in the twenty-sixth resolution of the present shareholders' meeting and that this overall nominal amount does not take into account adjustments likely to be made pursuant to the applicable legal and regulatory provisions, if necessary, to contractual stipulations providing other adjustments, to safeguard the rights of the holders of securities giving access to share capital;

decides that the nominal amount of the share capital increases likely to be carried out, is limited to 10% of the amount of share capital per periods of 12 months (it being understood that this limit of 10% will be determined on the date of the decision to increase the capital, applicable to an adjusted share capital according to the transactions with or without public offering, affecting it after the present shareholders' meeting);

decides that the securities giving access to the issued equity securities of the Company to be issued may consist of debt securities. The overall nominal amount of the securities representing debt securities giving access to Company's capital to be issued, likely to be issued pursuant to the present delegation will be a maximum of 20,000,000 Euros or the value of this amount in the event of a foreign currency issuance or issuance in units of account established by reference to several currencies;

decides to suppress the shareholders' preferential subscription right to the securities to be issued pursuant to the present delegation;

acknowledges and decides that, for the benefit of holders of securities giving access to share capital of the Company immediately or in the future, likely to be issued pursuant to the present delegation, the latter automatically implies shareholders' renunciation of their preferential subscription right to equity securities to which these securities could give rights;

acknowledges that if the subscriptions do not cover the entire issuance of shares or securities as defined above, the Board of Directors may limit the issuance to the amount of subscriptions received, as part of these share capital increases which may be decided by the board pursuant to the present delegation of authority;

decides that:

- the price of the shares as part of the present delegation, will at least be equal to the minimum authorised by the applicable law (i.e. currently, a price at least equal to the weighted average share prices quoted at the last three (3) stock-exchange trading days preceding the beginning of the public offer (within the meaning of EU Regulation 2017/1129), eventually, reduced by a maximum discount of 10%),
- for the securities giving access to the share capital, the issuance price will be such that the amount received immediately by the Company, increased, as applicable, by the amount likely to be received in the future, or for each share issued as a result of the issuance of these securities, be at least equal to the issuance price defined above;

delegates full powers to the Board of Directors to set the price and conditions of the issuances, set the amounts to be issued, determine the terms of issuance and the type of securities to create, set the dividend entitlement date, even retroactive, of the securities to be issued;

grants power to the Board of Directors, along with the power to delegate pursuant to the conditions set forth by law, to implement the present delegation, and in particular:

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- deduct the costs of the share capital increases from the amount of premiums and withhold from that amount the sums necessary to increase the legal reserve to 1/10 of the new share capital after each increase,
- determine the mode of payment, including by compensation of debt, securities to be issued, and if necessary, the terms and conditions of their repurchase,
- allocate securities, by conversion, exchange, refund, presentation of a warrant,
- make adjustments required pursuant to legal and regulatory provisions or applicable contractual stipulations to protect the rights of holders of the securities giving access to share capital of the Company so issued, and suspend, if necessary, the exercise of rights attached to the securities for a maximum period of three (3) months,
- sign any contract with investment service providers,
- take all measures and complete all formalities required for the admission to trading on a regulated market, of rights, equity securities and securities thus created,
- determine the terms of purchase on a stock-market or tender offer or exchange offer of securities or subscription warrants or allocation of equity securities, as repayment of these securities,
- make any modifications to the articles of association, in particular regarding the amount of the share capital and the number of shares comprising the share capital, and
- in general, decide, and complete all formalities, determine all conditions necessary to ensure the successful completion of the issuances likely to be made pursuant to the present resolution;

acknowledges that this delegation invalidates any prior delegation having the same purpose; and

decides that the present authorization is valid for a period of twenty-six (26) months starting from the date of the present shareholders' meeting.

20. TWENTIETH RESOLUTION

Delegation of authority to the Board of Directors in the event of an issuance of ordinary shares or securities giving access to share capital without preferential subscription rights in order to set the subscription price, within the limit of 10% of the share capital per year

The shareholders' meeting, having a quorum and the majority required for extraordinary shareholders' meetings:

- having reviewed the report of the Board of Directors and the auditors' special report,
- pursuant to the provisions of Article L.22-10-52 of the French Commercial Code, and
- within the limit of 10% of the share capital per year during the issuance (it being understood that this limit of 10% is determined at any time applicable to an adjusted share capital according to the transactions with or without public offering, affecting it after the present shareholders' meeting);

authorises the Board of Directors, with the power to sub-delegate pursuant to the conditions set forth by the law for each issuance decided as part of the preceding nineteenth and twentieth resolutions, to derogate from the price conditions provided in the aforementioned resolutions and to determine the

subscription price of ordinary shares or securities giving right to the share capital, in accordance with the following conditions: after consideration of market opportunities, the subscription price will be at least equal to the volumes-weighted average (in the central order book excluding off-market block trades) of the closing price of the Company's shares on Euronext Paris during the last three (3) stock-exchange trading days preceding the day on which the issuance price was set, this average may, as the case may be, be adjusted in order to account for a different dividend entitlement date and potentially be discounted by a maximum amount of 20%, it being understood that the average may not in any event be less than the nominal value of a Company's share on the issuance date of the relevant shares;

specifies that the above three (3) stock-market trading days will immediately precede the day on which the issuance price of the shares is determined, the latter determination which will occur at the end of the period during which investors place firm or indicative subscription orders (such period being the "book building" period) and therefore to reflect the price of such orders;

decides that the Board of Directors will have full powers to implement this resolution;

acknowledges that this delegation invalidates any prior delegation having the same purpose; and

decides that the present authorization is valid for a period of twenty-six (26) months starting from the date of the present shareholders' meeting.

21. TWENTY-FIRST RESOLUTION

Delegation of authority to the Board of Directors in the event of an issuance of ordinary shares or securities giving access to share capital without preferential subscription rights and for the benefit of a category of persons

The shareholders' meeting, having a quorum and the majority required for extraordinary shareholders' meetings :

- having reviewed the report of the Board of Directors and the auditors' special report,
- pursuant to the provisions of Article L.225-129 to L.225-129-2, L.225-129-5, L.225-129-6, L.22-10-49, L.225-135, L.22-10-51, L.225-138, L.228-91 *et seq.* of the French Commercial Code,

delegates to the Board of Directors, with the power to sub-delegate pursuant to the conditions set forth by the law and regulation, the authority to decide one or several share capital increases immediately and/or in the future, in proportions and at times which it shall determine both in France and abroad, without preferential subscription rights, by issuing ordinary Company's shares or securities giving access to share capital of the Company, including via a free allocation of subscription warrants;

decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded;

decides that the nominal amount of the share capital increases likely to be carried out immediately and/or in the future pursuant to the present delegation, may not exceed a nominal overall amount of 510,674 Euros (or based on the current nominal value of the Company's shares of 0.20 Euro, a maximum of 2,553,370 shares), it being understood that this amount will be deducted from the overall nominal cap set forth in the twenty-sixth resolution of the present shareholders' meeting and that this overall nominal amount does not take into account adjustments likely to be made pursuant to the applicable legal and regulatory provisions, if necessary, to contractual stipulations providing other adjustments, to safeguard the rights of the holders of securities giving access to share capital;

decides that the securities giving access to the equity securities of the Company may consist of debt securities to be issued. The overall nominal amount of the securities representing debt securities giving access to Company's capital to be issued, likely to be issued pursuant to the present delegation will be a maximum of 20,000,000 Euros or the value of this amount in the event of a foreign currency issuance or issuance in units of account established by reference to several currencies;

decides to suppress the shareholder's preferential subscription right to the securities to be issued pursuant to the present delegation and to reserve the subscription right:

- a) in the context of an industrial or strategic agreement with the Company to:
 - [industrial or commercial companies of the energy transition sector; or
 - investment fund companies or fund management companies or collective savings managing funds established under French or foreign law; or
 - any other legal entity (including a trust) or physical person, investing in the energy transition sector; and]

- b) in the context of an offering referred to in paragraph 1^o of Article L.411-2 of the French Monetary and Commercial Code in respect of French investors and equivalent provisions for foreign investors to:
 - [industrial or commercial companies of the energy transition sector; or
 - investment fund companies or fund management companies or collective savings managing funds established under French or foreign law; or
 - any other legal entity (including a trust) or physical person, investing in the energy transition sector;
 - investment services providers of French or foreign law likely to secure such an offering;]

acknowledges that, for the benefit of holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, this delegation of authority automatically implies shareholders' renunciation of their preferential subscription right to shares or securities giving access to the share capital that these securities grant rights;

decides that the Board of Directors will set the list of the beneficiaries within the category of beneficiaries mentioned above to the benefit of which the preferential subscription right have been waived and will set the characteristics, the amount and the terms of any issue as well as the terms and conditions for paying up the issued shares. In particular, it will determine the number of shares to be issued to each beneficiary and will set, given the information contained in its report, the subscription price of such securities, their entitlement date, provided that the sum received or to be received by the Company for each share issued under this delegation shall be at least equal to the volume-weighted average (in the central order book and excluding off-market block trades) of the Company's share price quotation selected from a period comprising between five and thirty stock market trading days in a row consecutive sessions among the last thirty stock market trading days preceding the date upon which the issuance price is set, it being specified that this average could be adjusted, if necessary, to account for the different dividend entitlement date (*date de jouissance*) and potentially be discounted by a maximum amount of 20%;

specifies that the last thirty stock market trading days above are those that will immediately precede the determination of the issuance price of the ordinary shares, such determination to take place, if necessary, at the close of the period during which investors are placing firm or indicative subscription orders (such period being the “bookbuilding” period) and therefore to reflect the price of such orders

decides that the Board of Directors cannot, unless authorised in advance by the shareholders’ general meeting, make use of this delegation in the context of a public offering initiated by a third party targeting the securities of the Company until the end of the offering period;

decides that the Board of Directors will have the option under the terms set out in paragraph 1, to sub-delegate to the Chief Executive Officer the power to take all or part of the decisions mentioned above and, as the case may be, in accordance with indicative parameters which it may have adopted; and

acknowledges that, in the event of use by the Board of Directors of the delegation of authority granted by this resolution, the Board of Directors shall report to the following ordinary shareholders’ general meeting, in accordance with the law and regulations, regarding the use made of the delegation of authority granted by this resolution.

decides that the present authorization is valid for a period of eighteen (18) months starting from the date of the present shareholders’ meeting.

22. TWENTY-SECOND RESOLUTION

Authorisation to increase the number of securities to be issued by 15% with or without preferential subscription rights

The shareholders’ meeting, having a quorum and the majority required for extraordinary shareholders’ meetings:

- having reviewed the report of the Board of Directors and the auditors’ special report,
- pursuant to the provisions of Article L.225-135-1 of the French Commercial Code, and
- subject to the approval of the eighteenth, nineteenth, twentieth and twenty-first resolutions above;

authorises the Board of Directors, with the power to sub-delegate pursuant to the conditions set forth by the law, to increase the number of shares or securities to be issued for each of the issuances with or without preferential subscription right decided pursuant to the seventeenth, eighteenth, nineteenth, twentieth and twenty-first resolutions of the present shareholders’ meeting, for a period of 30 days following the end of the subscription up to the 15% limit of the initial subscription and with the same price as agreed for the initial subscription;

decides that the nominal amount of share capital increases likely to be carried out pursuant to the present delegation will be deducted from the overall nominal cap set forth in the twenty-sixth resolution of the present shareholders’ meeting;

acknowledges that this delegation invalidates any prior delegation having the same purpose; and

decides that the present authorization is valid for a period of twenty-six (26) months starting from the date of the present shareholders’ meeting.

23. TWENTY-THIRD RESOLUTION

Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares

or securities giving access to share capital, up to the limit of 10% of the share capital per year, in order to remunerate contributions in kind made to the Company, outside of a public exchange offer

The shareholders' meeting, having a quorum and the majority required for extraordinary shareholders' meetings:

- having reviewed the report of the Board of Directors and the auditors' special report, and
- pursuant to the provisions of Articles L. 225-129 to L. 225-129-2, L. 225-129-5, L. 225-129-6, L. 225-147, L. 225-147-1, L. 22-10-49, L. 22-10-53 and L. 228-91 et seq. of the French Commercial Code;

delegates to the Board of Directors, with the power to sub-delegate pursuant to the conditions set forth by law, when the provisions of Article L.22-10-54 of the French Commercial Code are not applicable, based on the report of the contribution appraiser referred to under Article L.22-10-53 of the French Commercial Code, the authority to decide one or several share capital increases immediately and/or in the future by issuing ordinary Company's shares or securities giving access to share capital of the Company, in proportions and at times which it shall determine both in France and abroad; in remuneration of the contribution in kind made to the Company and comprising equity securities or securities giving access to share capital;

decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded;

decides that the nominal amount of the share capital increases likely to be carried out immediately and/or in the future pursuant to the present delegation, may not exceed 10% of the share capital (existing at the time of the issuance), it being understood that this amount will be deducted from the overall nominal cap set forth in the twenty-sixth resolution of the present shareholders' meeting and that this overall nominal amount does not take into account adjustments likely to be made pursuant to the applicable legal and regulatory provisions, if necessary, to contractual stipulations providing other adjustments, to safeguard the rights of the holders of securities and other rights giving access to share capital;

decides that the securities giving access to the issued equity securities of the Company to be issued may consist of debt securities. The overall nominal amount of the securities representing debt securities giving access to Company's capital to be issued, likely to be issued pursuant to the present delegation will be a maximum of 20,000,000 Euros or the value of this amount in the event of a foreign currency issuance or issuance in units of account established by reference to several currencies;

decides to suppress as required for the benefit of the contributors of these equity securities or securities, the shareholders' preferential subscription right to securities to be issued pursuant to the present delegation;

acknowledges that for the benefit of holders of securities giving access immediately or in the future to the share capital of the Company, likely to be issued pursuant to the present delegation, the latter automatically implies shareholders' renunciation of their preferential subscription right to equity securities to which these securities could give rights;

delegates full powers to the Board of Directors, along with the power to sub-delegate in accordance with the conditions set forth by law, to decide on the report of the auditor(s) mentioned under Article L.225-147 of the French Commercial Code, on the appraisal of the contribution and or the consideration of specific benefits, to reduce, with the consent of the contributors, the appraisal of the contribution or the

consideration of specific benefits, to decide and to acknowledge the final completion of the share capital increase remunerating the contribution transaction made pursuant to the present delegation, to deduct from the contribution premium, as the case may be, the entire costs and charges generated by the share capital increase, to withhold from that premium, if deemed necessary, the amount required to increase the legal reserve, to modify accordingly the articles of association, and in general to do all that is required:

acknowledges that this delegation invalidates any prior delegation having the same purpose; and

decides that the present authorization is valid for a period of twenty-six (26) months starting from the date of the present shareholders' meeting.

24. TWENTY-FOURTH RESOLUTION

Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares or securities giving access to share capital, in the event of a public exchange offer initiated by the Company

The shareholders' meeting, having a quorum and the majority required for extraordinary shareholders' meetings:

- having reviewed the report of the Board of Directors and the auditors' special report, and
- pursuant to the provisions of Articles L. 225-129 to L. 225-129-2, L. 225-129-5, L. 225-129-6, L. 22-10-49, L. 22-10-54 and L. 228-91 et seq. of the French Commercial Code;

delegates to the Board of Directors, along with the power to sub-delegate in accordance with the conditions set forth by law, its authority to decide the issuance of shares or any other securities giving access to share capital of the Company, as consideration for the equity securities provided as contribution to the public exchange offering initiated by the Company, in France and abroad, in accordance with the national rules, on the equity securities of a company admitted to trading on one of the regulated markets referred to under Article L.22-10-54 of the French Commercial Code, and decides, as required, to suppress for the benefit of holders of these securities, the preferential subscription right of shareholders to these shares and securities to be issued;

decides that the nominal amount of the share capital increases likely to be carried out immediately and/or in the future pursuant to the present delegation, may not exceed an overall nominal amount of 800,000 Euros (or based on the current nominal value of the Company's shares of 0.20 Euro, a maximum of 4,000,000 shares), it being understood that this amount will be deducted from the overall nominal cap set forth in the twenty-sixth resolution of the present shareholders' meeting and that this overall nominal amount does not take into account adjustments likely to be made pursuant to the applicable legal and regulatory provisions, if necessary, to contractual stipulations providing other adjustments, to safeguard the rights of the holders of securities giving access to share capital;

decides that the securities giving access to the issued equity securities of the Company to be issued may consist of debt securities. The overall nominal amount of the securities representing debt securities giving access to Company's capital to be issued, likely to be issued pursuant to the present delegation will be a maximum of 20,000,000 Euros or the value of this amount in the event of a foreign currency issuance or issuance in units of account established by reference to several currencies;

acknowledges that for the benefit of holders of securities giving access immediately or in the future to the share capital of the Company, likely to be issued pursuant to the present delegation, the latter

automatically implies shareholders' renunciation of their preferential subscription right to equity securities to which these securities could give rights;

decides that the Board of Directors will have full powers along with the power to sub-delegate under the conditions set forth by the law, to implement the present resolution and in particular to set the dates and terms and conditions of the issuances as well as the type and characteristics of the securities to be created, determine the price and terms and conditions of the issuances, in particular to determine the exchange ratio as well as, if required, the amount of the cash payment remaining to be paid and to acknowledge the number of securities provided as contribution to the exchange, to deduct from the contribution premium, as the case may be, the entire costs and duties occasioned by the share capital increase, to modify accordingly the articles of association, in general, take all necessary actions, conclude all contracts for the successful completion of the authorised transaction, acknowledge the final completion of the share capital(s) resulting therefrom and modify accordingly the articles of association;

acknowledges that this delegation invalidates any prior delegation having the same purpose; and

decides that the present authorization is valid for a period of twenty-six (26) months starting from the date of the present shareholders' meeting.

25. TWENTY-FIFTH RESOLUTION

Delegation of authority to the Board of Directors to increase the share capital by incorporation of reserves, profits or issuance premiums, merger or contributions premiums or any other amounts likely to be capitalised

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings:

- having reviewed the report of the Board of Directors and the auditors' special report, and
- pursuant to the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-130 and L. 22-10-50 of the French Commercial Code;

delegates to the Board of Directors, with the power to sub-delegate pursuant to the conditions set forth by law, the authority to decide one or several share capital increases in proportions and at times which it shall determine both in France and abroad; by incorporation of reserves, profits or issuance premiums, merger or contribution premiums or any other amounts likely to be capitalised, in the form of free allocation of shares or of increase of the nominal value of the existing shares or the combination of these two mode of payments, the terms of which it shall determine;

decides that the nominal amount of the share capital increases likely to be carried out immediately and/or in the future pursuant to the present delegation, may not exceed an overall nominal amount of 800,000 Euros (or based on the current nominal value of the Company's shares of 0.20 Euro, a maximum of 4,000,000 shares), it being understood that this amount will be deducted from the overall nominal cap set forth in the twenty-sixth resolution of the present shareholders' meeting and that this overall nominal amount does not take into account adjustments likely to be made pursuant to the applicable legal and regulatory provisions, if necessary, to contractual stipulations providing other adjustments, to safeguard the rights of the holders of securities giving access to share capital;

decides that the Board of Directors will have full powers along with the power to sub-delegate under the conditions set forth by law, to implement the present resolution and in particular to:

- determine the terms and conditions of the authorised transactions and in particular, determine the amount and nature of the reserves and premiums to incorporate to the share capital, determine the number of new shares to be issued or the amount for which the nominal of the existing shares comprising the share capital will be increased, set the starting date, even retroactive, of the dividend entitlement of the new shares or the effective date of the nominal increase, and as the case may be, deduct on the issuance premiums and in particular or the costs and duties generated by the completion of the issuances and withhold from that amount the sums necessary to increase the legal reserve to 1/10 of the new share capital after each increase,
- acknowledge the completion of the share capital increase in the amount of shares that will effectively be issued,
- decides pursuant to the provisions of Article L.22-10-50 of the French Commercial Code, that fractionable rights will not be tradable and that the corresponding shares will be sold, the proceeds of the sale being allocated to the holders of the rights no later than 30 days after the date of registration in their account of the entire number of shares allocated, and
- in general, take all actions necessary for the completion of the share capital increases, complete all formalities required for the issuance and admission to trading of the shares issued pursuant to the present delegation and modify accordingly the articles of association;

acknowledges that this delegation invalidates any prior delegation having the same purpose; and

decides that the present authorization is valid for a period of twenty-six (26) months starting from the date of the present shareholders' meeting.

26. TWENTY-SIXTH RESOLUTION

Overall limitation of authorisations

The shareholders' meeting, having a quorum and the majority required for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors and the auditors' special report;

decides that the nominal amount of the share capital increases likely to be carried out immediately and/or in the future pursuant to the seventeenth to twentieth, twenty-second to twenty-fifth to resolutions of the present shareholders' meeting, may not exceed an overall nominal amount of 2,553,372 Euros (or based on the current nominal value of the Company's shares of 0.20 Euro, a maximum of 12,766,860 shares), it being understood that this overall nominal amount does not take into account adjustments likely to be made pursuant to the applicable legal and regulatory provisions, if necessary, to contractual stipulations providing other adjustments, to safeguard the rights of the holders of securities giving access to share capital.

27. TWENTY-SEVENTH RESOLUTION

Delegation of authority to the Board of Directors in the event of an issuance of ordinary shares reserved for employees who are members of a company savings plan without preferential subscription rights

The shareholders' meeting, having a quorum and the majority required for extraordinary shareholders' meetings:

- having reviewed the report of the Board of Directors and the auditors' special report, and
- pursuant to the provisions of Articles L. 3332-1 et seq. of the French Labour Code and Articles L.

225-129-2, L. 225-129-6 and L. 225-138-1 et seq. of the French Commercial Code;

delegates to the Board of Directors all powers, along with the power to sub-delegate in accordance with the conditions set forth by law, to carry out a share capital increase immediately and/or in the future, of an overall maximum nominal amount of 10,000 Euros (or based on the current nominal value of the Company's share of 0.20 Euro, a maximum of 50,000 shares) in one or several instalments, by issuing shares or securities or other rights giving access to share capital reserved for the benefit of employees who are members of the savings plan of the Company or associated French or foreign companies pursuant to the conditions set forth under Article L.225-180 of the French Commercial Code and Article L.3344-1 of the French Labour Code, completed in accordance with the provisions of Articles L. 3332-18 to L.3332-24 of the French Labour Code, in the proportions and at times which it shall determine, to subscribe directly or via any mutual fund;

decides that the subscription price of the new shares will be equal to 80% of the average of the quoted prices of the Company's shares during the twenty stock-exchange market trading days preceding the day of the decision setting the opening date for subscription when the duration of the lock-up period stipulated by the savings plan pursuant to Article L.3332-25 et seq. of the French Labour Code is less than ten years, and to 70% of this average where this lock-up period is greater than or equal to ten years. Nevertheless, the shareholders' meeting expressly authorises the Board of Directors, if it deems it appropriate, to reduce or cancel the above-mentioned discounts, within the legal and regulatory limitations, in order to take account of, among others, the applicable legal, accounting, tax and social security considerations in the countries where the members of a company savings plan benefiting from the capital increase reside;

decides to suppress the shareholders' preferential subscription rights related to shares to be issued in one or several instalments by the Board of Directors, and to reserve the subscription to employees of the Company who are members of a company savings plan.

decides that the Board of Directors may also decide to substitute all or part of the discount with an allocation of free shares or other securities giving access to the Company's share capital, either existing or to be issued, it being understood that the total benefit resulting from the allocation and, as the case may be, the discount mentioned above may not exceed the total benefit that members of the savings plan would have received if that difference had been 20% or 30% when the lock-up period stipulated by the plan pursuant to Articles L. 3332-25 et seq. of the French Labour Code, is greater or equal to 10 years;

decides pursuant to Article L.3332-21 of the French Labour Code that the Board of Directors may also decide the attribution, free of charge, of new or existing shares or other new or existing securities giving access to the Company's share capital, as an employer matching contribution, provided that their equivalent monetary value, valued at the subscription price, will not have the effect of exceeding the limits provided under Articles L.3332-10 et seq. of the French Labour Code;

grants full powers to the Board of Directors, with the power to sub-delegate in accordance with the conditions set forth by law, to implement the present delegation and complete the share capital increase and for this purpose:

- determine the number of new shares to be issued and their dividend entitlement date,
- determine, within the legal limitations, the terms and conditions of issuing new shares as well as the timeframe given to the employees to exercise their rights and the timeframe and terms and conditions of paying up the new shares,

- acknowledge the completion of the share capital increase in the amount of the issued shares and modify correspondingly the articles of association, and
- accomplish all transactions and formalities rendered necessary by the completion of the share capital increase;

acknowledges that this delegation invalidates any prior delegation having the same purpose; and

decides that the present delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months starting from the date of the present shareholders' meeting.

28. TWENTY-EIGHT RESOLUTION

Authorization granted to the Board of Directors to allocate existing or new free shares for the benefit of executive officers and employees of the Company or its subsidiaries

The Shareholders' meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' meetings, after having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of Articles L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French Commercial Code, authorizes the Board of Directors to proceed with, for the benefit of the employees and the executive officers of the Company or its subsidiaries under the conditions set out in Article L.225-197-2, or for the benefit of some of them, free allocations of up to a maximum of 669,250 common shares, existing or to be issued, with a nominal value of 0.20 Euros each (the "**Free Shares**"), and therefore approves the implementation by the Board Directors of one or more Free Shares plans pursuant to the conditions described below.

(1) Capital increase

The allotment of the totality of the Free Shares, in the case of new shares, will result in a capital increase of a maximum nominal amount of 35,000 Euros, capital increase authorized by this Shareholders' meeting, it being specified that this amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital.

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

(2) Vesting and lock-up periods

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

The definitive acquisition of the Free Shares at the end of the vesting period may be subject (i) to the condition of the beneficiary's presence in the Company or its subsidiaries under the conditions set out in article L.225-197-2 of the French Commercial Code as an employee and/or an executive officer and/or a member of a governance or administration body (Board of Director or supervisory board or, as the case may be, their equivalent under foreign law), and (ii) to the fulfilment of performance conditions that the Board of Directors may determine upon allocation, as is specified below.

However, notwithstanding point (i) above, in the event of disability of the beneficiary corresponding to the classification in the second or third categories provided for in Article L.341-4 of the French Social Security Code (or its equivalent in the applicable foreign law), the Free Shares will be definitively allocated before the end of the remaining vesting period, said shares being then freely transferable.

(3) Delegation of powers to the Board of Directors

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

- to determine the eligibility of the employees of the Company or its subsidiaries under the conditions set out in article L.225-197-2 of the French Commercial Code as referred to in the first paragraph, eligible for such allocation;
- to determine, if any, the performance criteria granting the definitive allocation of the Free Shares;
- to determine the identity of the beneficiaries and the number of Free Shares granted to each of them;
- determine within the aforementioned limits, the allocation period and, if applicable, the Free Shares conservation period;
- to establish the rules for the allocation plan of the Free Shares;
- to set, in accordance with the conditions and limits set forth by applicable legal provisions, the dates on which the Free Shares will be allocated;
- as required, to take all measures in order to preserve the rights of the holders of the Free Shares pursuant to any legal or regulatory provision;
- to set the dividend entitlement date (*date de jouissance*), even retroactively, of the Free Shares to be issued; and
- to record the completion of the increase(s) in the share capital resulting from the definitive allocation of Free Shares, complete any acts and formalities in order to finalise the increase(s) in share capital realised pursuant to this authorisation, amend the bylaws accordingly and more generally take all decisions required in the context of this authorisation, grant all delegations, and do all that is needed.

This authorization shall be used within thirty-eight (38) months from the date of this Shareholders' meeting.

29. TWENTY -NINETH RESOLUTION

Powers for formalities

The shareholders' meeting, having a quorum and the majority required for extraordinary shareholders' meetings;

grants full powers to the holder of an original or an excerpt of these minutes, in order to complete all the filing and posting legal formalities at the Paris Commercial Court (*Tribunal de Commerce de Paris*).