



Draft resolutions proposed to the Extraordinary Shareholders' Meeting to be held on November 14, 2019

Resolution falling within the authority of the Extraordinary Shareholders' Meeting

1st resolution (Authorisation to allow the Board of Directors to proceed with the free allocation of existing shares or shares to be issued to employees and corporate officers of the company or certain of them) - The Shareholders' Meeting, deliberating pursuant to the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report:

1. authorizes the Board of Directors, within the framework of the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code, with the option of sub-delegation within legal conditions, to carry out, in one or more operations, free allocations of existing or new shares (with the exclusion of preference shares), in favour of beneficiaries or categories of beneficiaries that it will determine among the salaried employees of the company or associated companies or groups within the conditions stipulated in Article L. 225-197-2 of the said Code, under the conditions defined below;
2. decides that the number of existing or new shares that may be allocated based on this resolution may not exceed 150,000 shares, i.e. 0.4% of the share capital of the Company at the date of this Shareholders' Meeting, it being stated that the maximum number of new or existing shares may be increased to take into account the additional number of shares that may be allocated through an adjustment in the number of shares initially allocated following an operation on the Company's share capital;
3. decides that the total number of shares to be granted freely to the corporate officers of the Company pursuant to this authorization shall not represent more than 50% of all the free allocations that may be made by the Board of Directors pursuant to the proposed authorization, i.e. a number of shares representing a percentage equal or less than 0.2% of the share capital of the Company at the date of this Shareholders' Meeting (subject to any adjustment mentioned in the previous paragraph);
4. decides that the allocation of the shares to their beneficiaries will be definitive after a minimum vesting period of three (3) years that shall be set by the Board of Directors, and that the Board of Directors shall have the option to apply a lock-up period at the end of the vesting period;
5. decides that, as an exception to the above, the shares shall be definitively vested before the expiry of the applicable vesting period in the event of invalidity of the beneficiary corresponding to the second or third category stipulated in Article L. 341-4 of the French Social Security Code, or the equivalent abroad. In this case the shares shall be freely transferable;
6. decides that the final allocation of the shares at the end of the vesting period will be subject to several performance conditions set by the Board of Directors, summary of which is provided on the report of the Board of Directors;
7. grants all powers to the Board of Directors, with the option of sub-delegation within legal conditions, to implement this authorization for the purpose, notably, of:
 - determining whether the freely allocated shares are existing or new shares, and if applicable, to modify its choice before the final allocation of the shares,
 - determining the identity of the beneficiaries or categories of beneficiaries, of the share allocations, among the employees of the Company or associated companies or groups indicated above and the number of shares allocated to each one,
 - setting the conditions, and if applicable, the share allocation criteria, notably the vesting period, and if applicable, the lock-up period required for each beneficiary, within the limits of this proposed resolution,
 - providing for the option of temporarily suspending the allocation rights,



- recording the definitive allocation dates and dates from which the shares may be freely transferable, given the legal restrictions,
 - in the event of the issue of new shares, deducting, if applicable, the amounts required for the release of the shares from the reserves, profits or issue premiums; recording the completion of the capital increases carried out in application of this authorization, amending the Articles of Incorporation accordingly, and, generally, taking any necessary steps to carry out the required formalities;
8. decides that the Company may, if applicable, carry out adjustments to the number of shares initially freely allocated in order to preserve the rights of the beneficiaries, according to any operations on the Company's capital, notably in the event of a change in the par value of the share, capital increase by incorporation of reserves, free allocation of shares to all shareholders, issue of new capital securities or securities giving access to the share capital with preferential subscription rights reserved for shareholders, division or grouping of securities, distribution of reserves or issue premiums, capital impairment, modification of the allocation of profits through the creation of preference shares or any other operation on equity. It should be noted that the shares allocated in application of these adjustments are considered to have been allocated on the same date as the initially allocated shares;
 9. notes that in the case of the free allocation of new shares, this authorization will entail, as and when such shares are irrevocably allotted, a capital increase by incorporation of reserves, profits or issue premiums for the benefit of the beneficiaries of the said shares, and the correlative waiver by the shareholders of their preferential rights in respect of said shares in favour of the beneficiaries of the said shares;
 10. takes note of the fact that if the Board of Directors uses this authorization, it will inform the Ordinary Shareholders' Meeting each year of the operations carried out pursuant to this authorization, under the conditions stipulated by Article L. 225-197-4 of the French Commercial Code;
 11. decides that this authorization is granted for a period of 38 months beginning on the date of this Shareholders' Meeting.

As of this date, it ends for the unused portion, the authorization for the same purpose granted to the Board of Directors by the Shareholders' Meeting of May 17, 2018 (14th resolution).

Resolution concerning powers

2nd resolution (Powers to carry out formalities)

The Shareholders' Meeting gives all powers to the bearer of an original, a portion or a copy of the minutes of this Shareholders' Meeting to carry out any legal formalities including the filing, publications and declarations required under applicable laws or regulations that concern the above mentioned resolutions.