



NHOA S.A.

French *société anonyme* organized with a Board of Directors
Share capital of 2,553,372 euros
Registered office: 28, rue de Londres, 75009 Paris
808 631 691 RCS Paris

(the « Company »)

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| <p style="text-align: center;">TEXT OF RESOLUTIONS TO BE SUBMITTED TO THE ORDINARY ANNUAL AND EXTRAORDINARY SHAREHOLDERS' MEETING OF 2 NOVEMBRE 2021</p> |
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AGENDA

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

- Ratification of the resignation of Mrs. Anne Harvengt as Director (Resolution n°1);
- Ratification of the co-opting of a Director, Mr. Jong-Peir Li (Resolution n°2);
- Ratification of the resignation of Mrs. Alice Tagger as Director (Resolution n°3);
- Ratification of the co-opting of a Director, Mrs. Chia-Jou Lai (Resolution n°4);
- Ratification of the resignation of Mrs. Carly Wishart as Director (Resolution n°5);
- Ratification of the co-opting of a Director, Mrs. Feng-Ping Liu (Resolution n°6);
- Ratification of the resignation of Mrs. Mireille Van Staeyen as Director (Resolution n°7);
- Ratification of the co-opting of a Director, Mrs. Chen-Ming Chang (Resolution n°8);
- Ratification of the resignation of Mr. Thierry Kalfon as Director (Resolution n°9);
- Ratification of the co-opting of a Director, Mr. An-Ping Chang (Resolution n°10);
- Appointment of a new Director, Mrs. Cindy Utterback (Resolution n°11);
- Authorisation to be given to the board of directors for the purchase by the Company of its own shares (Resolution n°12).

(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 with preferential subscription rights (Resolution n°13);

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- Delegation of powers to the Board of Directors to proceed with a share capital increase reserved for employees who are members of a company savings plan without preferential subscription rights (Resolution n°14);
- Authorization granted to the Board of Directors to allocate share subscription and/or share purchase options for the benefit of executive officers and employees of the Company and its subsidiaries (Resolution n°15);
- 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°16);
- Amendment to article 17 of the articles of association in order to set at 75 years the age limit for the Chairman of the Board of Directors (Resolution n°17);
- Powers for formalities (Resolution n°18).

RESOLUTIONS TO BE SUBMITTED TO THE ORDINARY MEETING OF SHAREHOLDERS

1. FIRST RESOLUTION

Ratification of the resignation of Mrs. Anne Harvengt as Director

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, and after acknowledging the resignation of Mrs. Anne Harvengt as Director, ratifies her resignation, which became effective on 20 July 2021.

2. SECOND RESOLUTION

Ratification of the co-opting of a Director, Mr. Jong-Peir Li

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings and having acknowledged the resignation of Mrs. Anne Harvengt as Director, ratifies the temporary appointment made pursuant to Article L.225-24 of the French Commercial Code, by decision of the Board of Directors on 20 July 2021 as a Director of Mr. Jong-Peir Li, born on 16 July 1964, who is a Taiwanese national, residing at 113, Sec. 2, Zhongshan North Road, Taipei, Taiwan, until the end of the General Meeting called to approve the financial statements for the year ended 31 December 2021.

Mr. Jong-Peir Li has already indicated that he is not affected by any measure or provision likely to prohibit him for exercising these functions within the Company.

3. THIRD RESOLUTION

Ratification of the resignation of Mrs. Alice Tagger as Director

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, and after acknowledging the resignation of Mrs. Alice Tagger as Director, ratifies her resignation, which became effective on 20 July 2021.

4. FOURTH RESOLUTION

Ratification of the co-opting of a Director, Mrs. Chia-Jou Lai

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings and having acknowledged the resignation of Mrs. Alice Tagger as Director, ratifies the temporary appointment made pursuant to Article L.225-24 of the French Commercial Code, by decision of the Board of Directors on 20 July 2021 as a Director of Mrs. Chia-Jou Lai, born on 28 September 1975, who is a Taiwanese national, residing at 113, Sec. 2, Zhongshan North Road, Taipei, Taiwan, until the end of the General Meeting called to approve the financial statements for the year ended 31 December 2022.

Mrs. Chia-Jou Lai has already indicated that she is not affected by any measure or provision likely to prohibit her for exercising these functions within the Company.

5. FIFTH RESOLUTION

Ratification of the resignation of Mrs. Carly Wishart as Director

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, and after acknowledging the resignation of Mrs. Carly Wishart as Director, ratifies her resignation, which became effective on 20 July 2021.

6. SIXTH RESOLUTION

Ratification of the co-opting of a Director, Mrs. Feng-Ping Liu

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings and having acknowledged the resignation of Mrs. Carly Wishart as Director, ratifies the temporary appointment made pursuant to Article L.225-24 of the French Commercial Code, by decision of the Board of Directors on 20 July 2021 as a Director of Mrs. Feng-Ping Liu, born on 12 July 1971, who is a Taiwanese national, residing at 113, Sec. 2, Zhongshan North Road, Taipei, Taiwan, until the end of the General Meeting called to approve the financial statements for the year ended 31 December 2022.

Mrs. Feng-Ping Liu has already indicated that she is not affected by any measure or provision likely to prohibit her for exercising these functions within the Company.

7. SEVENTH RESOLUTION

Ratification of the resignation of Mrs. Mireille Van Staeyen as Director

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, and after acknowledging the resignation of Mrs. Mireille Van Staeyen as Director, ratifies her resignation, which became effective on 20 July 2021.

8. EIGHT RESOLUTION

Ratification of the co-opting of a Director, Mrs. Chen-Ming Chang

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings and having acknowledged the resignation of Mrs. Mireille Van Staeyen as Director, ratifies the temporary appointment made pursuant to Article L.225-24 of the French Commercial Code, by decision of the Board of Directors on 20 July 2021 as a Director of Mrs. Chen-Ming Chang, born on 6 January 1959, who is a Taiwanese national, residing at 113, Sec. 2, Zhongshan North Road, Taipei, Taiwan, until the end of the General Meeting called to approve the financial statements for the year ended 31 December 2022.

Mrs. Chen-Ming Chang has already indicated that she is not affected by any measure or provision likely to prohibit her for exercising these functions within the Company.

9. NINETH RESOLUTION

Ratification of the resignation of Mr. Thierry Kalfon as Director

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, and after acknowledging the resignation of Mr. Thierry Kalfon as Director, ratifies his resignation, which became effective on 20 July 2021.

10. TENTH RESOLUTION

Ratification of the co-opting of a Director, Mr. An-Ping Chang

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings and having acknowledged the resignation of Mr. Thierry Kalfon as Director, ratifies the temporary appointment made pursuant to Article L.225-24 of the French Commercial Code, by decision of the Board of Directors on 20 July 2021 as a Director of Mr. An-Ping Chang, born on 8 July 1952, who is a Taiwanese national, residing at 113, Sec. 2, Zhongshan North Road, Taipei, Taiwan, until the end of the General Meeting called to approve the financial statements for the year ended 31 December 2021.

Mr. An-Ping Chang has already indicated that he is not affected by any measure or provision likely to prohibit him for exercising these functions within the Company.

11. ELEVENTH RESOLUTION

Appointment of a new Director, Mrs. Cindy Utterback

The shareholders' meeting, having a quorum and the majority required for ordinary shareholders' meetings, appoints as Director, for a term of three (3) years, expiring at the end of the general meeting to be held in 2024 to approve the financial statements for the year ended 31 December 2023:

- Cindy Utterback, born on 17 November 1964, who is an American national, residing at 1923 Lime Kiln Road, Helena, MT 59601, United-States.

Mrs. Cindy Utterback has already indicated that she agrees to assume these functions if they are entrusted to her by the present meeting and that she is not affected by any measure or provision likely to prohibit her for exercising these functions within the Company.

12. TWELFTH RESOLUTION

Authorisation to be given to the board of directors for the purchase by the Company of its own shares

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

1. Decides to authorise the Board of Directors, with the power to sub-delegate, pursuant to the conditions set forth under article L. 22-10-62 of the French Commercial Code, to purchase the Company's shares through the implementation of a share repurchase program;

2. Decides that:

- the maximum purchase price (excluding expenses and fees) per share is set at 35.00 Euros; and
- the maximum amount of funds allocated to the implementation of this share repurchase program may not exceed 12,250,000 Euros;

3. **Decides** to delegate to the Board of Directors, with the power to sub-delegate, pursuant to the conditions set forth under articles L. 22-10-62 of the French Commercial Code, in the event of a change in the nominal share value, a share capital increase by incorporation of reserves, an allocation of free shares, a split or reverse split of securities, a distribution of reserves or of any other assets, a capital amortization or any other transaction affecting shareholders' equity, the power to adjust the purchase price mentioned above in order to take into account the effect of those transactions on the value of the share;

4. **Decides** that the Company may purchase a number of shares such that:

- the maximum number of shares that may be acquired pursuant to this authorization may not exceed ten percent (10%) of the total number of shares comprising the Company's share capital and five percent (5%) of the total number of shares comprising the Company's share capital for the acquisitions made to retain shares and to subsequently use them as payment or in an exchange in the context of a merger, split or contribution transaction; it being specified that (i) these limits apply to an amount of the Company's share capital that will be adjusted, if necessary, to take into account those transactions that will affect the share capital subsequent to this Shareholders' Meeting, and (ii) when the shares are bought back to promote liquidity under the conditions set out by the General Regulations ("*Règlement Général*") of the French Autorité des marchés financiers, the number of shares taken into account to calculate the above mentioned 10% limit corresponds to the number of shares purchased, minus the number of shares re-sold during the authorization period; and
- the acquisitions carried out by the Company must not result in the Company holding, at any moment whatsoever, directly or indirectly, more than ten percent (10%) of its share capital.

5. **Acknowledges** that his authorization is intended to allow the Company to pursue the following objectives, in compliance with applicable legislative and regulatory provisions:

- to allocate shares to employees or corporate officers of the Company or its subsidiaries in accordance with the terms and conditions set forth by law, in particular with respect to the allocation of free shares, the participation in the profits resulting from the expansion of the business, the stock option plans or through a company savings plan;
- to retain the Company's shares that will have been purchased and to use them in exchange or in payment within the context of potential external growth transactions, in accordance with stock market regulations;
- to deliver shares upon the exercise of rights attached to securities giving access to the share capital of the Company;
- to ensure liquidity and to promote the secondary market for the Company's securities, which would be accomplished by an investment services provider acting under a liquidity contract in

compliance with the ethics charter approved by the French *Autorité des marchés financiers*;

- to cancel all or part of the repurchased securities; and
- to accomplish all other authorized goals or goals that could become authorized by law or recognized or that would be recognized as a market practice by the French *Autorité des Marchés Financiers*, in which case the Company would inform its shareholders by way of a press release;

6. **Decides** that these purchase, sale, exchange or transfer transactions may be carried out in any manner, in one or several instalments, that is, either on the regulated market, on a multilateral trading facility, through a systematic internalizer or through an over-the-counter transaction, such as an acquisition or block trades, or by resorting to financial instruments, in particular financial derivatives negotiated on a regulated market, on a multilateral trading facility, through a systematic internalizer or through an over-the-counter transaction or by resorting to warrants, in compliance with the conditions set forth by the legislative and regulatory provisions that are applicable on the date of the considered transactions and during the periods set by the Company's Board of Directors or by the person to whom the Board of Directors delegated its authority. The maximum portion of the share capital acquired or transferred in the form of blocks trades can be the total amount of the repurchase program;

7. **Grants** full powers to the Board of Directors, along with the power to sub-delegate pursuant to the conditions set forth in article L. 22-10-62 of the French Commercial Code, to decide and implement this authorization, to specify, if necessary, its terms and, in particular, to place any on or off-market orders, to allocate or reallocate purchased shares to the various set objectives, in accordance with applicable laws and regulations, to enter into any agreements, particularly for the purpose of maintaining share purchase and sale registries, to complete any formalities or statements with any agencies, particularly the French *Autorité des marchés financiers* and, in general, to take any necessary action in order to complete the transactions carried out pursuant to this authorization;

8. **Grants** also full powers to the Board of Directors, if the law or the French *Autorité des marchés financiers* were to extend or supplement to the authorized objectives for share repurchase programs, to inform the public of any changes to the repurchase program concerning the modified objectives, in accordance with applicable laws and regulations;

9. **Acknowledges** that the Board of Directors shall inform, every year, the shareholders' meeting, in its management report, of the completion of the share repurchase transactions carried out pursuant to this authorization;

10. **Acknowledges** that this delegation invalidates any prior delegation having the same purpose; and

11. **Sets** the duration of validity of the present authorization at eighteen (18) months starting from the present shareholders' meeting.

RESOLUTIONS TO BE SUBMITTED TO THE EXTRAORDINARY MEETING OF SHAREHOLDERS

13. THIRTEENTH RESOLUTION

Delegation of authority to the board of directors for the purpose of increasing the share capital by issuing ordinary shares 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. 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 shares 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 amount of the share capital increases likely to be carried pursuant to the present delegation, may not exceed an overall amount (issue premium included) of Euros 140 millions);

decides that the shareholders may exercise, pursuant to applicable legal and regulatory provisions, their preferential subscription rights to ordinary shares issued pursuant to the present resolution, on an irrevocable basis; 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, on a reducible basis, do not cover the entire issuance of shares 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,
- 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 pro-rata to each shareholders' rights or to sell them on a stock exchange;

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 a 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 full powers 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 increase from the amount of premium and withhold from that amount the sums necessary to increase the legal reserve after such capital increase,
- determine the mode of payment, including by compensation of debt, of securities to be issued,
- 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, ordinary shares (and, if applicable, subscription warrants) thus created,
- acknowledge the completion of the share capital increase and make any modifications to the articles of association, and
- in general, decide, and complete all formalities, enter all agreements, determine all useful conditions and do all that is necessary to ensure the successful completion of the issuance likely to be made pursuant to the present resolution and of the rights attached thereto;

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 the delegation of authority granted to the board of directors by the general meeting on 25 June 2021 in its twenty-first resolution and, insofar as necessary, that the amount of the capital increase which would be carried out pursuant to the present delegation of authority shall not be deducted from the delegations of authority's overall ceiling set in the twenty-ninth resolution of such general meeting of 25 June 2021; 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.

14. FOURTEENTH RESOLUTION

Delegation of powers to the board of directors to proceed with a share capital increase 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.

15. FIFTEENTH RESOLUTION

Authorization granted to the Board of Directors to allocate share subscription and/or share purchase options for the benefit of executive officers and employees of the Company and 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. 225-177 *et seq.* and L. 22-10-56 *et seq.* of the French Commercial Code:

1. **Authorizes** the Board of Directors to allocate, through one or more grants, and subject to the abstention periods provided for by law, options giving the right to subscribe for new shares of the Company to be issued as part of a capital increase or to purchase existing shares of the Company resulting from repurchases made in accordance with the conditions provided for by law, to the benefit of employees and executive officers of the Company or its subsidiaries under the conditions provided in Article L. 225-180 of the French *Code de commerce*, or of some of them and therefore approves the implementation by the Board Directors of one or more share subscription and/or share purchase option plans with the characteristics described below;

2. **Decides** that the options that may be allocated under this authorization may not give the right, through exercise, to subscribe or purchase a total number of shares exceeding 175,000 shares, corresponding to a capital increase of a maximum nominal amount of 35,000 Euros; it being specified that this cap: (i) does not take into account any adjustments that may be made in accordance with applicable legal and regulatory provisions and, where applicable, contractual provisions providing for other cases of adjustment to preserve the rights of holders of securities or other rights giving access to the share capital; and (ii) will be adjusted to take into account any operation of division of the nominal value of the shares and increase in the number of shares that may take place prior to the allocation of the options;

3. **Decides** that the period during which the options must be exercised may not exceed 10 years from the date of their allocation and that, if deemed useful or necessary by the Board of Directors, the exercise of the options may be followed by a holding period of a duration it shall determine and which shall not exceed 3 years;

4. **Decides** that the exercise price of the options allocated pursuant to this delegation shall be set on

the day the options are allocated by the Board of Directors so that the exercise price of the options may not be less than (i) in the case of share subscription and/or share purchase options, 80% of the average share price on the twenty stock market trading days preceding the day on which the options are allocated; and, (ii) but only in the case of share purchase options, 80% of the average purchase price of the shares held by the Company under Article L. 22-10-62 of the French Commercial Code;

5. **Decides** that the exercise price may only be modified during the term of the options to implement the measures necessary to protect the interests of the beneficiaries of the options pursuant to Article L. 225-181 of the French Commercial Code;

6. **Acknowledges** that the decision of the Shareholders' Meeting entails the waiver by the shareholders, in favor of the beneficiaries of the options, of their preferential subscription rights relating to the shares that will be issued as and when the share subscription options are exercised;

7. The right to exercise the options 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. 225-180 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.

8. **Decides** to grant full powers to the Board of Directors, with the option to delegate and sub-delegate under the conditions set forth by law, in particular to:

- determine the conditions for the allocation of the options, the number of beneficiaries and the number of options granted to each of them;
- establish the conditions for the allocation of options;
- set, within the aforementioned limits, the exercise price of the options and the period during which the options may be exercised and decide on the conditions under which they will be adjusted, in the cases provided for by law;
- set the exercise conditions and, if applicable, the performance conditions to which the exercise of options will be subject;
- impose, if applicable, a period during which the options may not be exercised and/or a period during which the shares acquired may not be sold;
- temporarily suspend the exercise of options in certain cases;
- take into account, in determining the characteristics of each plan, the legal constraints, in particular tax constraints, applicable depending on the jurisdiction in which the beneficiaries are located;
- establish the rules for the allocation plan of the options;
- where necessary, take all measures to reserve the rights of option beneficiaries in accordance with any legal or regulatory provision;

- set the dividend entitlement date (date de jouissance), even retroactive, of the shares to be issued on the exercise of the options;
- at its sole initiative, charge the costs of the capital increase against the amount of the premiums relating to these issues and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each increase; and
- record the capital increase(s) resulting from the exercise of the options, carry out all acts and formalities in order to finalize the capital increase(s) carried out under this authorization, amend the Articles of Association accordingly and, more generally, take all necessary decisions within the scope of this authorization, grant all delegations of authority and do all that is necessary.

9. **Acknowledges** that, in the event that the Board of Directors uses the delegation of authority granted to it in this resolution, the Board of Directors shall inform the shareholders' meeting each year, in accordance with law, of the operations carried out under this resolution.

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

16. SIXTEENTH 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 175,000 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.

17. SEVENTEENTH RESOLUTION

Amendment to article 17 of the articles of association in order to set at 75 years the age limit for the Chairman of the Board of Directors

The shareholders' meeting, having a quorum and the majority required for extraordinary shareholders' meetings and having reviewed the report of the board of directors, decides to raise the age limit of the Chairman of the board of directors from seventy to seventy-five years. Hence:

article 17 of the articles of association will henceforth be drafted as follows:

“ARTICLE 17 CHAIRMAN OF THE BOARD

The Board of Directors shall elect a Chairman from among its members who are natural persons, who shall be appointed for a period which may not exceed his (her) remaining term of office as Director. He (she) may be re-elected for an unlimited period.

In the event of the temporary absence or death of the Chairman, the Board of Directors may delegate the powers and duties of Chairman to a director.

In the event of temporary absence, this delegation shall be granted for a limited period, which shall be renewable. In the event of death, it shall be valid until the election of a new Chairman.

The age limit for the Chairman of the board of directors shall be set at 75 years. His (her) duties shall end at the latest at the end of the first session of the board of directors held after he (she) has reached the age of 75.

The Chairman shall (i) organise and direct the works of the board of directors, on which he (she) shall report to the shareholders' meeting, (ii) ensure the proper functioning of the corporate bodies and (iii) ensure, in particular, that the directors are capable of fulfilling their duties

The remuneration of the Chairman is determined by the board of directors.

Where the general management of the Company is ensured by the Chairman, the stipulations concerning the Managing director (directeur général) below shall apply to him (her). The Chairman carries therefore the title of Chairman and Managing director (président-directeur général).”

18. EIGHTEENTH 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*).