

MCPHY ENERGY

A limited company (*société anonyme*) with share capital of €3,352,691.40
Registered office: 1115, route de Saint-Thomas - 26190 La Motte-Fanjas
502 205 917 R.C.S. [Trade Register] Romans
(the “Company”)

**TEXT OF RESOLUTIONS
ORDINARY AND EXTRAORDINARY SHAREHOLDERS’
MEETING
OF 19 MAY 2022**

Agenda

Within the competence of the ordinary general meeting

1. Approval of the Company financial statements for the year ended 31 December 2021;
2. Allocation of the results for the fiscal year ended 31 December 2021;
3. Allocation of previous losses to the “issuance premiums” account;
4. Approval of the consolidated financial statements for the year ended 31 December 2021;
5. Approval of agreements signed pursuant to Article L.225-38 of the French Commercial Code;
6. Approval of information referred to in paragraph I of Article L.22-10-9 of the French Commercial Code and concerning the total compensation and benefits of all kinds paid to corporate officers during the fiscal year ended 31 December 2021 or granted to them in respect of such fiscal year;
7. Approval of fixed, variable, and special items comprising the total compensation and benefits of all kinds paid during the fiscal year ended 31 December 2021 or granted in respect of such fiscal year to Mr. Pascal Mauberger, the Chairman of the Board of Directors of the Company, for the period running from 1 January 2021 through 17 June 2021, in accordance with Article L.22-10-9 of the French Commercial Code;
8. Approval of fixed, variable, and special items comprising the total compensation and benefits of all kinds paid during the fiscal year ended 31 December 2021 or granted in respect of such fiscal year to Mr. Luc Poyer, the Chairman of the Board of Directors of the Company, for the period running from 18 June 2021 through 31 December 2021, in accordance with Article L.22-10-9 of the French Commercial Code;
9. Approval of fixed, variable, and special items comprising the total compensation and benefits of all kinds paid during the fiscal year ended 31 December 2021 or granted in respect of such fiscal year to Mr. Laurent Carne, the Chief Executive Officer of the Company, for the period running from 1 January 2021 through 11 July 2021, in accordance with Article L.22-10-9 of the French Commercial Code;
10. Approval of fixed, variable, and special items comprising the total compensation and benefits of all kinds paid during the fiscal year ended 31 December 2021 or granted in respect of such fiscal year to Mr. Luc Poyer, interim Chief Executive Officer of the Company, for the period running from 12 July 2021 through 17 October 2021, in accordance with Article L.22-10-9 of the French Commercial Code;
11. Ratification of the changes made to the compensation policy applicable to the Chief Executive Officer in respect of the fiscal year ended 31 December 2021, for the period running from 18 October 2021 through 31 December 2021, in accordance with Article L. 22-10-9 of the French Commercial Code;
12. Approval of fixed, variable, and special items comprising the total compensation and benefits of all kinds paid during the fiscal year ended 31 December 2021 or granted in respect of such fiscal year to Mr. Jean-Baptiste Lucas, the Chief Executive Officer of the Company, for the period running from 18 October 2021 through 31 December 2021, in accordance with Article L.22-10-9 of the French Commercial Code;
13. Approval of the policy on the compensation of directors (excluding the Chairman of the Board of Directors) in respect of the 2022 fiscal year;
14. Determination of the global annual budget for the compensation of directors;
15. Approval of the policy on the compensation of the Chairman of the Board of Directors in respect of the 2022 fiscal year;
16. Approval of the policy on the compensation of the Chief Executive Officer in respect of the 2022 fiscal year;

17. Ratification of the co-option of Mr. Jean-Marc Lechêne as a member of the board of directors of the Company;
18. Renewal of the term of office of Mr. Jean-Marc Lechêne as a member of the board of directors of the Company;
19. Renewal of the term of office of Mr. Pascal Mauberger as a member of the board of directors of the Company;
20. Ratification of the decision to relocate the registered office;
21. Authorization and delegation to enable the Company to trade in its own shares – Determination of procedures in accordance with Article L. 22-10-62 of the French Commercial Code;

Within the competence of the extraordinary general meeting

22. Delegation of authority for the purpose of reducing the share capital by cancellation of treasury shares under the terms of Article L.22-10-62 of the French Commercial Code – Powers to the Board of Directors;
23. Delegation of authority for the purpose of issuing ordinary shares and/or transferable securities, with cancellation of shareholders' subscription rights and public offering;
24. Delegation of authority to the Board of Directors for the purpose of increasing the share capital by issuing ordinary shares, with cancellation of shareholders' preferential subscription rights to the benefit of specific categories of persons meeting specified characteristics within the meaning of Article L.225-138 of the French Commercial Code;
25. Authorization to grant in the context of share capital increases with cancellation of shareholders' preferential subscriptions rights to set, within the limit of 10% of the share capital, the issuance price in the conditions set by the shareholders' general meeting;
26. Delegation of authority for the purpose of increasing the number of shares to be issued in the context of a share capital increase maintaining or with cancellation of shareholders' preferential subscriptions rights;
27. Delegation of authority to decide to increase the share capital by incorporation of premiums, reserves, profits, or other amounts;
28. Delegation of authority for the purpose of issuing ordinary shares and/or transferable securities giving access to the Company's share capital, to remunerate contributions in kind granted to the Company and consisting of equity securities or securities giving access to the share capital;
29. Delegation of authority to the Board of Directors for the purpose of issuing ordinary shares and transferable securities, with cancellation of shareholders' preferential subscriptions rights, in the event of a public exchange offering initiated by the Company;
30. Delegation of authority to the Board of Directors for the purpose of implementing a share capital increase to the benefit of employees and corporate officers of the Company or its affiliates, with cancellation of shareholders' preferential subscription rights to the benefit of members of a company savings plan;
31. Overall cap on the aforementioned delegations of authority;
32. Delegation of authority to the Board of Directors for the purpose of granting free existing or to-be-issued shares, with cancellation of shareholders' preferential subscription rights, for the benefit of a specific category of persons;

Within the competence of the ordinary general meeting

33. Powers to complete formalities.

Within the competence of the ordinary general meeting

First resolution

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

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors as well as the reports of the Statutory Auditors, hereby **approves** the Company financial statements for the fiscal year ended 31 December 2021 as presented, as well as the transactions reflected in the financial statements and summarized in the reports.

It specifically **approves** the total amount of non-tax-deductible charges as defined by point 4 of Article 39 of the French General tax code, amounting to €16,917.

Second resolution

Allocation of the results for the fiscal year ended 31 December 2021

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, **approves** the proposal of the Board of Directors, and, having observed that the financial statements report a net accounting loss of €20,386,296.79, **decides** to allocate this amount to “Retained losses” which will thus total €(30,713,412.74).

In accordance with the law, the general meeting **notes** that no dividend has been paid in respect of the last three fiscal years.

Third resolution

Allocation of previous losses to the “Issuance premiums” account

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, **decides** to partially allocate previous losses reported in “Retained losses,” in the amount of €10,327,115.95, to the “Issuance premiums” account, the total of which will therefore become €191,487,149.34.

Fourth resolution

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

The general meeting of shareholders, acting under the conditions of quorum and majority required for an ordinary general meeting, having reviewed the management report including the Group management report as well as the reports of the Statutory Auditors on the consolidated financial statements for the fiscal year ended 31 December 2021, hereby **approves** the consolidated financial statements for such fiscal year as presented, as well as the transactions reflected in the financial statements and summarized in the reports.

Fifth resolution

Approval of agreements signed pursuant to Article L.225-38 of the French Commercial Code

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the special report of the Statutory Auditors, on regulated agreements and commitments indicated in Article L.225-38 of the French Commercial Code, **approves** the agreements described in the special report of the Statutory Auditors and the terms of the report.

Sixth resolution

Approval of information referred to in paragraph I of Article L.22-10-9 of the French Commercial Code and concerning the total compensation and benefits of all kinds paid to corporate officers during the fiscal year ended 31 December 2021 or granted to them in respect of such fiscal year

The general meeting of shareholders, in accordance with the requirements of Articles L.225-100 II and L.22-10-34 of the French Commercial Code, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors on Company governance stipulated in Article L.225-37 of the French Commercial Code, **approves** the information referred to in paragraph I of Article L.22-10-9 of the French Commercial Code concerning the total compensation and benefits of all kinds paid or granted to corporate officers in respect of the fiscal year ended on 31 December 2021, as described in such report provided in the Company’s Universal Registration Document 2021, section 3.7.

Seventh resolution

Approval of fixed, variable, and special items comprising the total compensation and benefits of all kinds paid during the fiscal year ended 31 December 2021 or granted in respect of such fiscal year to Mr. Pascal Mauberger, the Chairman of the Board of Directors of the Company, for the period running from 1 January 2021 through 17 June 2021, in accordance with Article L.22-10-9 of the French Commercial Code

The general meeting of shareholders, in accordance with the requirements of Articles L.225-100 III and L.22-10-34 of the French Commercial Code, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors on Company governance stipulated in Article L.225-37 of the French Commercial Code, **approves** the fixed, variable, and special items comprising the total compensation and benefits of all kinds paid during the fiscal year ended 31 December 2021 or granted in respect of such fiscal year to Mr. Pascal Mauberger by virtue of his function as Chairman of the Board of Directors of the Company for the period running from 1 January 2021 through 17 June 2021, as described in such report provided in the Company's Universal Registration Document 2021, section 3.7.

Eighth resolution

Approval of fixed, variable, and special items comprising the total compensation and benefits of all kinds paid during the fiscal year ended 31 December 2021 or granted in respect of such fiscal year to Mr. Luc Poyer, the Chairman of the Board of Directors of the Company, for the period running from 18 June 2021 through 31 December 2021, in accordance with Article L.22-10-9 of the French Commercial Code

The general meeting of shareholders, in accordance with the requirements of Articles L.225-100 III and L.22-10-34 of the French Commercial Code, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors on Company governance stipulated in Article L.225-37 of the French Commercial Code, **approves** the fixed, variable, and special items comprising the total compensation and benefits of all kinds paid during the fiscal year ended 31 December 2021 or granted in respect of such fiscal year to Mr. Luc Poyer by virtue of his function as Chairman of the Board of Directors of the Company for the period running from 18 June 2021 through 31 December 2021, as described in such report provided in the Company's Universal Registration Document 2021, section 3.7.

Ninth resolution

Approval of fixed, variable, and special items comprising the total compensation and benefits of all kinds paid during the fiscal year ended 31 December 2021 or granted in respect of such fiscal year to Mr. Laurent Carme, the Chief Executive Officer of the Company, for the period running from 1 January 2021 through 11 July 2021, in accordance with Article L.22-10-9 of the French Commercial Code

The general meeting of shareholders, in accordance with the requirements of Articles L.225-100 III and L.22-10-34 of the French Commercial Code, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors on Company governance stipulated in Article L.225-37 of the French Commercial Code, **approves** the fixed, variable, and special items comprising the total compensation and benefits of all kinds paid during the fiscal year ended 31 December 2021 or granted in respect of such fiscal year to Mr. Laurent Carme by virtue of his function as Chief Executive Officer of the Company, as described in such report provided in the Company's Universal Registration Document 2021, section 3.7.

Tenth resolution

Approval of fixed, variable, and special items comprising the total compensation and benefits of all kinds paid during the fiscal year ended 31 December 2021 or granted in respect of such fiscal year to Mr. Luc Poyer, interim Chief Executive Officer of the Company, for the period running from 12 July 2021 through 17 October 2021, in accordance with Article L.22-10-9 of the French Commercial Code

The general meeting of shareholders, in accordance with the requirements of Articles L.225-100 III and L.22-10-34 of the French Commercial Code, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors on Company governance stipulated in Article L.225-37 of the French Commercial Code, **approves** the fixed, variable, and special items comprising the

total compensation and benefits of all kinds paid during the fiscal year ended 31 December 2021 or granted in respect of such fiscal year to Mr. Luc Poyer by virtue of his function as Chief Executive Officer of the Company, as described in such report provided in the Company's Universal Registration Document 2021, section 3.7.

Eleventh resolution

Ratification of the changes made to the compensation policy applicable to the Chief Executive Officer in respect of the fiscal year ended 31 December 2021, for the period running from 18 October 2021 through 31 December 2021, in accordance with Article L. 22-10-9 of the French Commercial Code

The general meeting of shareholders, in accordance with the requirements of Articles L.225-100 III and L.22-10-34 of the French Commercial Code, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors on Company governance stipulated in Article L.225-37 of the French Commercial Code, **ratifies** the changes made to the compensation policy applicable to the Chief Executive Officer in respect of the fiscal year ended 31 December 2021 concerning the items described in such report provided in the Company's Universal Registration Document 2021, section 13.1 and amended in connection with the recruitment of Mr. Jean-Baptiste Lucas, for the period running from 18 October 2021 through 31 December 2021, it being specified that these changes are described in the corporate governance report included in the Company's Universal Registration Document 2021, Section 3.7.

Twelfth resolution

Approval of fixed, variable, and special items comprising the total compensation and benefits of all kinds paid during the fiscal year ended 31 December 2021 or granted in respect of such fiscal year to Mr. Jean-Baptiste Lucas, the Chief Executive Officer of the Company, for the period running from 18 October 2021 through 31 December 2021, in accordance with Article L.22-10-9 of the French Commercial Code

The general meeting of shareholders, in accordance with the requirements of Articles L.225-100 III and L.22-10-34 of the French Commercial Code, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors on Company governance stipulated in Article L.225-37 of the French Commercial Code, **approves** the fixed, variable, and special items comprising the total compensation and benefits of all kinds paid during the fiscal year ended 31 December 2021 or granted in respect of such fiscal year to Mr. Jean-Baptiste Lucas by virtue of his function as Chief Executive Officer of the Company, as described in such report provided in the Company's Universal Registration Document 2021, section 3.7.

Thirteenth resolution

Approval of the policy on the compensation of directors (excluding the Chairman of the Board of Directors) in respect of the 2022 fiscal year

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors on Company governance stipulated in Article L.225-37 of the French Commercial Code, **approves**, pursuant to the requirements of Article L.22-10-8 of the French Commercial Code, the policy on the compensation of directors in respect of the 2022 fiscal year (excluding the Chairman of the Board of Directors), as presented in such report provided in the Company's Universal Registration Document 2021, section 3.7.

Fourteenth resolution

Determination of the global annual budget for the compensation of directors

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors, **sets** the global annual budget for the compensation of directors (excluding the Chairman of the Board of Directors) in respect of the 2022 fiscal year at €218,400.

The general meeting grants all powers to the Board of Directors to distribute all or part of this compensation to its members under such conditions as it sees fit.

Fifteenth resolution

Approval of the policy on the compensation of the Chairman of the Board of Directors in respect of the 2022 fiscal year

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors on Company governance stipulated in Article L.225-37 of the French Commercial Code, **approves**, pursuant to the requirements of Article L.22-10-8 of the French Commercial Code, the policy on the compensation of the Chairman of the Board of Directors in respect of the 2022 fiscal year, as presented in such report provided in the Company's Universal Registration Document 2021, section 3.7.

Sixteenth resolution

Approval of the policy on the compensation of the Chief Executive Officer in respect of the 2022 fiscal year

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors on Company governance stipulated in Article L.225-37 of the French Commercial Code, **approves**, pursuant to the requirements of Article L.22-10-8 paragraph of the French Commercial Code, the policy on the compensation of the Chief Executive Officer in respect of the 2022 fiscal year, as presented in such report provided in the Company's Universal Registration Document 2021, section 3.7 and completed in the explanatory statements provided in the report of the Board of Directors to the general meeting.

Seventeenth resolution

Ratification of the co-option of Mr. Jean-Marc Lechêne as a member of the board of directors of the Company

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors, **decides** to ratify the co-option of Mr. Jean-Marc Lechêne as a member of the Board of Directors of the Company decided by the Board of Directors at its meeting on 8 February 2022 to replace Mr. Léopold Demiddeleer, who was stepping down from the Board of Directors, for the remainder of the latter's term of office, namely, until the close of the general shareholders' meeting called to approve the financial statements for the fiscal year ended 31 December 2021.

Eighteenth resolution

Renewal of the term of office of Mr. Jean-Marc Lechêne as a member of the board of directors of the Company

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors and having observed that the term of office of Mr. Jean-Marc Lechêne would expire at the end of this general meeting, **decides** to renew his appointment as from the date hereof for a period of three (3) years, ending at the close of the general shareholders' meeting called to approve the financial statements for the year ending 31 December 2024.

Nineteenth resolution

Renewal of the term of office of Mr. Pascal Mauberger as a member of the board of directors of the Company

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors and having observed that the term of office of Mr. Pascal Mauberger would expire at the end of this general meeting, **decides** to renew his appointment as from the date hereof for a period of one year, ending at the close of the general shareholders' meeting called to approve the financial statements for the year ending 31 December 2022.

Twentieth resolution

Ratification of the decision to relocate the registered office

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the decision of the Board of Directors dated 8 March 2022, **ratifies** the relocation of the registered office from 1115 Route du Saint-Thomas, 26190 La Motte-Fanjas to 75 Rue du Général Mangin, 38000 Grenoble, effective as of the date of this general shareholders' meeting, namely, 19 May 2022, and the corresponding amendment of Article 4 of the Company's Articles of Association.

Twenty-first resolution

Authorization and delegation to enable the Company to trade in its own shares – Determination of procedures in accordance with Article L. 22-10-62 of the French Commercial Code

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors, acting in accordance with the requirements of Article L. 22-10-62 of the French Commercial Code and with the directly applicable provisions of European Commission Regulation No. 596/2014 of 16 April 2014, **authorizes** the Board of Directors to cause the Company to buy its own shares, in order:

- To promote the secondary market or the liquidity of the Company's securities by an investment services provider under a liquidity agreement that complies with the code of ethics recognized by the AMF;
- To grant or assign shares to employees or corporate officers of the Company and of its affiliated companies as permitted by law, in particular in connection with employee savings plans, stock options, grants of free shares, employee shareholding transactions, or any mechanisms providing for share-based payments, as provided for by law;
- To retain acquired shares, sell them, transfer them, or deliver them in payment or exchange, in particular in connection with external growth transactions;
- To cancel shares by decreasing the share capital;
- To implement any market practice permitted by law or by the AMF, and, more generally, to carry out any other transactions that comply with applicable regulations;

Decides that, in accordance with Article L. 22-10-62 of the French Commercial Code, the number of shares to be acquired under this authorization may not exceed ten per cent (10%) of the total number of shares comprising the Company's share capital, it being specified that this cap applies to the Company's share capital as adjusted, if applicable, to take into account transactions affecting the share capital after the date of this general shareholders' meeting;

Takes note that the number of shares acquired by the Company in order to retain them and later deliver them in payment or exchange in connection with a merger, demerger, or contribution may not exceed 5% of its share capital;

Decides that the price paid per share may not exceed €60 per share (excluding costs and fees) and that the maximum amount that may be used by the share buyback program shall be €10,000,000;

Decides that in the event of a change in the par value of the Company's stock, a capital increase by incorporation of reserves, a free grant of shares, a stock split or reverse stock split, a distribution of reserves or any other assets, a capital redemption, or any other transaction affecting shareholders' equity, the price per share set forth above shall be adjusted arithmetically to take into account the effect of such transactions on the stock value;

Decides that the purchases, sales, exchanges, or transfers of these shares may be carried out, in accordance with the rules promulgated by the AMF, on-market or off-market and at any time (except during a tender offer for the Company's shares), and by any means, on one or more occasions, and, in particular, by way of block transfer of shares, by the exercise of any financial instrument, or by using derivatives products;

Delegates all powers to the Board of Directors, with authority to sub-delegate as provided for by law, to decide upon and carry out the implementation of this authorization;

Sets the period for which this authorization is given at eighteen (18) months with the effect of cancelling any previous delegation for the same purpose.

Within the competence of the extraordinary general meeting

Twenty-second resolution

Delegation of authority for the purpose of reducing the share capital by cancellation of treasury shares under the terms of Article L.22-10-62 of the French Commercial Code – Powers to the Board of Directors

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors,

Authorizes the Board of Directors in accordance with Article L.22-10-62 of the French Commercial Code to cancel, on its own initiative, in one or several phases, Company shares that it holds following the implementation of share repurchase programs, up to the limit of 10% of the total number of shares making up the share capital per period of twenty-four (24) months, and to correspondingly reduce the share capital by stating the difference between the purchase value of the canceled shares and their book value against all available reserve or premium accounts;

Delegates, in consequence, all powers to the Board of Directors with authority to sub-delegate in accordance with conditions stipulated by the law and the Articles of Association, to perform any share cancellation action that may be decided by virtue of this authorization, modify the Articles of Association accordingly and complete all required formalities;

Decides that this authorization is granted for a period of eighteen (18) months as from the date of this general meeting, with the effect of cancelling, from this date forward, any previous delegation for the same purpose.

Twenty-third resolution

Delegation of authority for the purpose of issuing ordinary shares and/or transferable securities, with cancellation of shareholders' subscription rights and public offering

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, having observed that the share capital is fully paid-up, acting by virtue of the provisions of Articles L.225-129 *et seq.* of the French Commercial Code and in particular Articles L.225-135, L.225-136, L.228-91, L.228-92, L.22-10-51 and L.22-10-52 of the French Commercial Code:

Delegates to the Board of Directors its authority to proceed with, by public offering, in one or several phases, in the proportion and at the times it deems appropriate, in France or internationally, in euros or another currency or whatsoever monetary unit created by reference to a basket of currencies, the issuance of ordinary shares of the Company or any transferable securities governed by the requirements of Articles L.228-91 *et seq.* of the French Commercial Code, giving immediate or future access to the ordinary shares of the Company, for which the subscription may be made in cash or by payment with liquid and due receivables;

Decides that the securities issued under this delegation may be debt securities, may be issued in conjunction with the issuance of such securities, or may permit the issuance of such securities as an intermediate security;

Specifies, to the extent necessary, that the issuance of preference shares and securities giving access to preference shares is expressly excluded from this delegation;

Decides that the maximum nominal amount of share capital increases likely to be performed immediately and/or in the future by virtue of this delegation shall not exceed three hundred and fifty thousand euros (€350,000), it being specified that:

- i. this amount will be deducted from the overall cap referred to in the 31st resolution below; and that

- ii. this amount will be supplemented where necessary by the nominal amount of additional shares to issue to preserve, in accordance with legal and regulatory requirements and all contractual requirements, the rights of holders of securities giving access to the Company's share capital;

Decides that the overall maximum nominal amount (or its corresponding value in euros) of the issuances of debt securities giving access to the capital shall not exceed twenty million euros (€20,000,000), this amount being deducted against the overall cap referred to in the 31st resolution below;

Decides to remove the preferential right of shareholders to subscribe to ordinary shares of the Company and/or to all securities that would be issued by virtue of this delegation;

Takes note that in accordance with the requirements of Article L.225-132 of the French Commercial Code, this delegation shall imply as of right, that the shareholders waive, to the benefit of holders of securities giving access to the Company's capital, their preferential right to subscribe to the equity securities to which these securities give entitlement;

Decides that the Board of Directors, pursuant to Article L.225-133 of the French Commercial Code, shall be able to grant to shareholders, for a given period and under the conditions to be defined in accordance with all applicable legal and regulatory requirements for all or part of an issue, a period of preferential right to subscribe to new shares as of right and/or to excess shares, not resulting in the creation of marketable rights and which must be exercised in proportion to the number of shares owned by each shareholder;

Decides that if subscriptions do not absorb the whole capital increase, including those of shareholders, the Board of Directors may use the faculties offered by Article L.225-134 of the French Commercial Code in the order it chooses;

Delegates all powers to the Board of Directors to determine the issuance price of the securities that may be issued pursuant to this delegation, in the following manner:

- the issuance prices shall be set in accordance with the requirements of Articles L.225-136 line 1, L.22-10-52 and R.22-10-32 of the French Commercial Code (at this time, no less than the average market price weighted by the volumes for the last three (3) trading days preceding the subscription period, potentially lowered by a maximum discount of five per cent (5%);
- the issuance price of securities giving access to the share capital and issued by virtue of this delegation, shall be the sum received immediately by the Company, plus where necessary, that likely to be received later by the Company, *i.e.*, for each share issued subsequently to these securities, no less than the issue price defined in the previous paragraphs;

Decides that this delegation may not be used after a third party has filed a draft tender offer for the Company's shares, until the end of the offer period;

Sets the duration of this delegation at twenty-six (26) months as from the date of this general meeting, with the effect of voiding from this day forward any previous delegation for the same purpose;

Decides that the Board of Directors will have full authority to implement this delegation, with authority to sub-delegate, under conditions set down by the law and the Articles of Association, enabling it to:

- determine the terms and conditions of any issue;
- set the price and terms of issuances as well as the amounts of shares to issue;
- determine, in the case of a priority period, the conditions of subscription to securities issued as of right and for excess shares;
- determine the dates and conditions of the issuance or issuances and the nature, form and characteristics of the securities created, which may take the form of subordinated securities or not (and if necessary, their seniority in accordance with the requirements of Article L.228-97 of the French Commercial Code);

- set, as necessary, the conditions of exercise of the rights associated with securities issued or to be issued, and in particular, set the date, even retroactive, from when the new shares shall be entitled to receive dividends, determine the conditions of exercise of rights to exchange, convert, refund, or assign the securities issued in any other way;
- suspend, as required, the exercise of the rights associated with these securities in accordance with legal and regulatory requirements;
- perform all adjustments required in accordance with legal and regulatory requirements and determine the conditions under which, where necessary, the rights of holders of securities giving access to the capital shall be preserved;
- at its own initiative, deduct the capital increase costs against the amount of related premiums and deduct from this amount the sums required to ensure the legal reserve of one tenth of the new capital after each increase;
- acknowledge capital increases resulting from issuances decided by virtue of this delegation, perform the corresponding amendments to the Articles of Association;
- in general, approve all agreements, in particular to ensure the due execution of planned issuances and/or take all measures and complete all appropriate formalities;

Takes note that the Board of Directors shall report the use of this delegation of authority to the next ordinary general meeting in accordance with legal and regulatory requirements.

Twenty-fourth resolution

Delegation of authority to the Board of Directors for the purpose of increasing the share capital by issuing shares, with cancellation of shareholders' preferential rights, for the benefit of categories of persons satisfying criteria determined in accordance with Article L. 225-138 of the French Commercial Code

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, acting in accordance with the requirements of Articles L. 225-129 *et seq.* and L. 225-138 of the French Commercial Code:

Delegates to the Board of Directors, with the right to sub-delegate in accordance with legal and regulatory conditions, its authority to proceed with, in one or several phases, in the proportion and at the times it deems appropriate, in France or internationally, in euros or another currency or whatsoever monetary unit created by reference to a basket of currencies, the issuance of ordinary shares of the Company or any securities governed by the requirements of Articles L.228-91 *et seq.* of the French Commercial Code, giving immediate or future access to the ordinary shares of the Company, for which the subscription may be made by one or several categories of recipients meeting the following criteria:

- French or foreign investment firms and investment funds (including but not limited to any FCPI (innovation investment funds), FCPR (venture capital funds) or FIP (local investment funds) that invest in the energy, chemical, or clean technology sectors;
- French or foreign investment firms and investment funds (including but not limited to any FCPI, FCPR, or FIP) that habitually invest in small cap or mid cap companies;
- French or foreign groups or companies with which the Company intends to enter into or has entered into collaborations with the purpose of (i) developing hydrogen production, storage, and distribution solutions and (ii) scaling up such solutions to industrial scale;
- industrial companies with a similar or complementary activity to that of the Company;
- natural persons seeking to invest in a company in order to benefit from a tax reduction; and

- companies commonly investing in small and medium-sized firms to enable their shareholders or partners to benefit from tax reductions;

Cancels, in favor of such recipients, the preferential right of shareholders to any shares that may be issued pursuant to this authorization;

Decides that the nominal amount of the capital increase potentially conducted by virtue of this delegation of authority shall not exceed three hundred and fifty thousand euros (€350.000) or the equivalent in another currency or monetary unit created by reference to a basket of currencies, it being specified that the nominal amount of any capital increase conducted under this delegation shall be deducted from the aggregate nominal cap referred to in the 31st resolution below. This amount will be supplemented where necessary by the nominal amount of the shares to be issued to preserve, in accordance with legal and regulatory requirements and any applicable contractual requirements, the rights of holders of securities or other rights giving access to the Company's share capital;

Decides that the maximum nominal amount of the debt securities that may be issued pursuant to this delegation shall be twenty million euros (€20,000,000) (or the equivalent in the event of an issuance in another currency), such amount to be deducted from the overall cap referred to in the 31st resolution below;

Delegates all powers to the Board of Directors to determine the issuance price of the securities that may be issued pursuant to this delegation, in the following manner:

- the issuance price of shares likely to be issued by virtue of this delegation shall be no less than the average market price weighted by the volumes of the three (3) last trading days preceding the determination of the issuance price, potentially lowered by a maximum discount rate of five per cent (5%);
- the issuance price of securities giving access to the share capital and issued by virtue of this delegation, shall be the sum received immediately by the Company, plus where necessary, that likely to be received later by the Company, *i.e.*, for each share issued subsequently to these securities, no less than the issuance price defined in the previous paragraphs;

Decides that the Board of Directors shall not, unless authorized beforehand by the general shareholders' meeting, make use of this delegation of authority once a third party has filed a draft tender offer for the Company's shares and until the end of the offer period;

Decides that the Board of Directors will have full authority, with authority to sub-delegate as permitted by law, to implement this delegation, within the limits and subject to the terms set forth above, in order to:

- set the list of recipients from within the categories of recipients defined above, for each issuance and the number of shares available for subscription by each of them, by virtue of this delegation of authority;
- set the amounts of these issuances and determine the prices and dates of subscription, the conditions for each issuance and the conditions of subscription, full payment and delivery of the shares issued by virtue of this delegation of authority, as well as the date, even retroactive, from when the new shares will be entitled to receive dividend payments;
- set the period granted to subscribers to fully pay-up their shares;
- acknowledge or delegate acknowledgment of the completion of the capital increase corresponding to the number of shares that will be effectively subscribed;
- at its own initiative, deduct the costs of the capital increase or increases against the amount of related premiums and deduct from this amount the sums required to ensure the legal reserve remains at one tenth of the new capital after each increase;
- in general, take all measures and complete all formalities involved in the issuance and listing of the shares and transferable securities issued, as well as the corresponding amendments to the Articles of Association by virtue of this delegation;

Decides that this authorization is granted for a period of eighteen (18) months as from the date of this general meeting, with the effect of voiding, from this date forward, any other previous delegation for the same purpose.

Twenty-fifth resolution

Authorization to grant in the context of share capital increases with cancellation of shareholders' preferential subscriptions rights to set, within the limit of 10% of the share capital, the issuance price in the conditions set by the shareholders' general meeting

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, acting in accordance with the requirements of Article L.225-136-1 and Article 22-10-52 of the French Commercial Code:

Authorizes the Board of Directors, except during a tender offer, to set the issuance price for the shares that may be issued pursuant to the 23rd resolution of this general shareholders' meeting and within the limit of 10% of the share capital (assessed on the date of the issuance) over a twelve (12) month period, as set forth below:

- the issuance price of the shares shall be no less than the average market price weighted by the volumes of the three (3) last trading days preceding the determination of the issuance price, potentially lowered by a maximum discount rate of ten per cent (10%);
- the issuance price of securities giving access to the share capital shall be the sum received immediately by the Company, plus where necessary, that likely to be received later by the Company, *i.e.*, for each share issued subsequently to these securities, no less than the issuance price defined in the previous paragraph;

Decides that this authorization may not be used after a third party has filed a draft tender offer for the Company's shares, until the end of the offer period;

Sets the duration of this authorization at twenty-six (26) months with effect from the date of this general meeting, with the effect of voiding from this day forward any other previous delegation for the same purpose.

Twenty-sixth resolution

Delegation of authority for the purpose of increasing the number of shares to be issued in the context of a share capital increase maintaining or with cancellation of shareholders' preferential

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, acting in accordance with the requirements of Article L.225-135-1 of the French Commercial Code:

Authorizes the Board of Directors to increase the number of shares to be issued in the event of a capital increase of the Company, with or without preferential subscription rights, pursuant to the 23rd and 24th resolutions referred to above, at the same price as that of the initial issuance, within the time periods and limits provided for by applicable regulations on the date of the issuance (as of the date hereof, within 30 days of the close of the subscription period and up to a maximum of 15% of the initial issuance);

Decides that the Board of Directors may use this delegation to increase the number of shares in the event of a capital increase with maintenance of the preferential subscription right only in order to fill the demand for subscriptions on a reducible basis on the part of shareholders and/or the acquirers of the preferential subscription right;

Decides that the nominal amount for any capital increase executed pursuant to this resolution shall be deducted from the aggregate nominal cap referred to in the 31st resolution below;

Sets the duration of this delegation of authority at twenty-six (26) months with effect from the date of this general meeting, with the effect of voiding from this day forward any other previous delegation for the same purpose;

Takes note that the Board of Directors shall report the use of this delegation of authority to the next ordinary general meeting in accordance with legal and regulatory requirements.

Twenty-seventh resolution

Delegation of authority to decide to increase the share capital by incorporation of premiums, reserves, profits, or other amounts

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors, acting in accordance with the requirements of Articles L.225-129, L. 225-129-2, L.225-130, and L. 22-10-50 of the French Commercial Code:

Delegates authority to the Board of Directors to decide to carry out one or more capital increases, on one or more occasions, at the times and pursuant to the terms that it shall determine, by incorporation into the share capital of all or part of the premiums, reserves, profits, or other amounts the capitalization of which is permitted by the law and the Articles of Association, in the form of a free grant of new shares or by an increase in the par value of the shares or by the combined use of both methods;

Decides that the total nominal amount of share capital increases that may be performed pursuant to this delegation shall be €100,000, it being specified that:

- this amount will be supplemented where necessary by the nominal amount of additional shares to issue to preserve, in accordance with legal and regulatory requirements and all contractual requirements, the rights of holders of securities giving access to the Company’s share capital;
- this amount may not exceed the amount of the available reserves, premiums, or profits as of the date of the capital increase;
- the nominal amount of the capital increases carried out pursuant to this resolution shall be deducted from the aggregate nominal cap referred to in the 31st resolution below.

Sets the duration of this delegation of authority at twenty-six (26) months with effect from the date of this general meeting, with the effect of voiding from this day forward any other previous delegation for the same purpose;

Decides, in accordance with Articles L. 225-130 and L. 22-10-50 of the French Commercial Code, that in the event that the Board of Directors uses this delegation, rights forming fractional shares shall be neither negotiable nor transferable, and that the corresponding shares shall be sold;

Decides that the Board of Directors will have full authority to implement this delegation, with authority to sub-delegate, under conditions set down by the law and the Articles of Association, enabling it to:

- set the amount and the nature of the amounts to be incorporated into the share capital, to set the number of new shares to be issued and/or the amount by which the nominal value of the existing shares comprising the share capital will be increased, to determine the date, even retroactively, as from which the new shares will bear dividend rights or the date from which the increase in the nominal value will take effect;
- perform all adjustments required in accordance with legal and regulatory requirements and determine the conditions under which, where necessary, the rights of holders of securities giving access to the capital shall be preserved;
- take note of the completion of each capital increase and make the corresponding amendments to the Articles of Association;
- in general, take all measures and carry out all formalities required to properly implement each capital increase;

Takes note that the Board of Directors shall report the use of this delegation of authority to the next ordinary general meeting in accordance with legal and regulatory requirements.

Twenty-eighth resolution

Delegation of authority for the purpose of issuing ordinary shares and/or transferable securities giving access to the Company's share capital, to remunerate contributions in kind granted to the Company and consisting of shares or transferable securities giving access to the Company's share capital

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, having noted that the share capital is fully paid up, acting in accordance with the requirements of Article L.225-147, paragraph 6, and Article 22-10-53 of the French Commercial Code:

Delegates to the Board of Directors its authority to carry out, on one or more occasions, the issuance of ordinary shares of the Company or any transferable securities governed by the requirements of Articles L.228-91 *et seq.* of the French Commercial Code, giving immediate or future access to ordinary shares of the Company, as consideration for contributions in kind made to the Company and consisting of shares or transferable securities giving access to the share capital, where Article L. 22-10-54 of the French Commercial Code do not apply, up to a limit of 10% of the share capital at the time of the issuance, it being specified that the amounts of the issuances carried out pursuant to this delegation shall be deducted from the overall cap referred to in the 31st resolution below;

Decides to remove the preferential right of shareholders to subscribe to ordinary shares of the Company and/or to all securities that would be issued by virtue of this delegation;

Decides that this delegation may not be used after a third party has filed a draft tender offer for the Company's shares, until the end of the offer period;

Takes note that in accordance with the requirements of Article L.225-132 of the French Commercial Code, this delegation shall imply as of right, that the shareholders waive, to the benefit of holders of securities giving access to the Company's capital, their preferential right to subscribe to the equity securities to which these securities give entitlement;

Takes note that in accordance with Article L. 225-147 and Article L. 22-10-53 of the French Commercial Code, the Board of Directors shall make its decision in light of the report of the Contribution Auditor;

Sets the duration of this delegation of authority at twenty-six (26) months with effect from the date of this general meeting, with the effect of voiding from this day forward any other previous delegation for the same purpose;

Decides that the Board of Directors will have full authority to implement this delegation, with authority to sub-delegate, under conditions set down by the law and the Articles of Association, enabling it to:

- decide to increase the share capital as consideration for the contributions and determine what securities to issue;
- set the terms for the issuance of the securities issued in consideration of the contributions;
- approve the valuation of contributions and where necessary, reduce the valuation of contributions if all contributors accept to do so;
- set the exchange parity and where necessary, the balance to be paid in cash;
- set, as necessary, the conditions of exercise of the rights associated with securities issued or to be issued, and in particular, set the date, even retroactive, from when the new shares shall be entitled to receive dividends, determine the conditions of exercise of rights to exchange, convert, refund, or assign the securities issued in any other way;
- suspend, as required, the exercise of the rights associated with these securities in accordance with legal and regulatory requirements;
- perform all adjustments required in accordance with legal and regulatory requirements and determine the conditions under which, where necessary, the rights of holders of securities giving access to the capital shall be preserved;

- at its own initiative, deduct the capital increase costs against the amount of related premiums and deduct from this amount the sums required to ensure the legal reserve of one tenth of the new capital after each increase;
- acknowledge capital increases resulting from issuances decided by virtue of this delegation, perform the corresponding amendments to the Articles of Association;
- in general, approve all agreements, in particular to ensure the due execution of planned issuances and/or take all measures and complete all appropriate formalities;

Takes note that the Board of Directors shall report this delegation of authority to the next ordinary general meeting in accordance with legal and regulatory requirements.

Twenty-ninth resolution

Delegation of authority to the Board of Directors for the purpose of issuing ordinary shares and transferable securities, with cancellation of shareholders' preferential subscriptions rights, in the event of a public exchange offer initiated by the Company

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, acting in accordance with the requirements of Articles L.225-129 to L.225-129 to L. 225-129-6, L. 22-10-54, and L. 228-91 *et seq.* of the French Commercial Code:

Decides to delegate to the Board of Directors with authority to sub-delegate under conditions set down by the law, the authority to approve, except during a public offering concerning the shares of the Company, the issuance of (i) ordinary shares of the Company and/or (ii) Company equity securities giving access by all means immediately or in the future, to other Company equity securities and/or giving right to the allocation of debt securities, and/or (iii) debt securities giving access or likely to give access by all means, immediately or in the future, to new or existing Company equity securities, as compensation for shares contributed to a public offering of exchange initiated by the Company, and decides, where necessary and to the benefit of holders of these shares, to remove the preferential subscription right for shareholders to new shares and transferable securities;

Decides that this delegation of authority may be used in the course of any public exchange offer initiated by the Company, in France or abroad, pursuant to local rules, for securities meeting the conditions specified in L.22-10-54 of the French Commercial Code or any other form of public offering compliant with the law and applicable regulations, including (but not limited to) all public exchange offers, all alternative tender or exchange offers, all standalone offers for the purchase or exchange of the securities in question against payment in shares and cash, any tender offer accompanied by a subsidiary exchange offer or vice versa, or any reverse merger in the United States;

Takes note that this delegation of authority implies as of right that the shareholders waive their preferential subscription right to ordinary shares and Company equity securities to which these securities give entitlement on the basis of this delegation of authority, immediately or in the future, to the benefit of holders of securities giving access to the Company capital and issued by virtue of this delegation of authority;

- a) the cap for the nominal amount of increase in the Company's capital, immediate or in the future, resulting from all securities issuances made by virtue of this delegation of authority, is set at three hundred and fifty thousand euros (€350,000);
- b) the total of all debt security issuances made by virtue of this delegation of authority shall not exceed a cap of a principal of twenty million euros (€20,000,000) or the corresponding value if this issuance is made in another currency or in account units fixed using a basket of currencies);

for the calculation of the cap indicated in b) above, the corresponding value in euros of the principal amount of any debt securities issued in foreign currencies shall be valued on the date of approval of the issue;

Decides that the nominal amount for any capital increase executed pursuant to this resolution shall be deducted from the aggregate nominal cap referred to in the 31st resolution below;

Decides that this delegation may not be used after a third party has filed a draft tender offer for the Company's shares, until the end of the offer period;

Decides to set the period of validity of this delegation at twenty-six (26) months with effect from this general meeting;

Decides to grant to the Board of Directors with authority to sub-delegate under conditions set down by the law, all powers required as part of the public offerings of exchange indicated above, to issuance ordinary shares and/or transferable securities remunerating the securities contributed, and notably to:

- determine the list of securities contributed for exchange;
- set the conditions of issue, the exchange parity and where necessary, the balance to be paid in cash and determine the issuance procedures;
- determine the dates and conditions of issue, notably the price and dividend dates of new ordinary shares or where necessary, the securities, and determine the date, even retroactively, from when the new shares will receive dividends;
- potentially suspend the exercise of rights associated with new or existing securities in accordance with legal and regulatory provisions, where necessary proceed with adjustments to take account of the effect of the operation on the Company capital and determine the conditions for preservation of the rights of holders of securities giving access to Company capital in accordance with applicable legal, regulatory, or contractual requirements;
- record as a balance sheet liability in a "share premium" account which shareholder rights will apply to, the difference between the issuance price for the new ordinary shares and their nominal value;
- where necessary, record all costs and fees generated by the transaction in question in such "share premium" account;
- take note of the completion of capital increases carried out pursuant to this delegation;
- make the corresponding amendments to the Company's Articles of Association;
- complete all formalities and declarations, obtain all authorizations required to make these share contributions; and
- in general, do everything useful or necessary for the success of the issuances.

Thirtieth resolution

Delegation of authority to the Board of Directors for the purpose of implementing a share capital increase for the benefit of employees and corporate officers of the Company or of its affiliated companies, with cancellation of the preferential subscription right for the benefit of the participants in a company savings plan

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, acting in accordance with the requirements of Article L.225-129-6 and L. 225-138-1 of the French Commercial Code, on the one hand, and Articles L. 3332-1 *et seq.* of the French Labor Code, on the other:

Delegates its authority to the Board of Directors to carry out, on one or more occasions, a capital increase in a maximum nominal amount of €30,148.56 through the issuance of shares or any other equity security reserved for participants in one or more company savings plans (or other plans for whose participants Articles L.3332-1 *et seq.* of the French Labor Code would permit the reservation of a capital increase on the same terms), implemented by the Company or within the group formed by the Company and the companies within the same scope of consolidation (hereinafter "**CSP Participants**");

Decides to remove the preferential subscription right of shareholders and to restrict subscription for the shares that may be issued pursuant to this delegation to CSP Participants;

Decides that the subscription price for a share or any other equity security that would be issued by virtue of this delegation shall be determined by the Board of Directors in accordance with the provisions of Articles L.3332-18 *et seq.* of the French Labor Code;

Decides that the nominal amount for any capital increase executed pursuant to this resolution shall be deducted from the aggregate nominal cap referred to in the 31st resolution below;

Decides to set the period of validity of this delegation at twenty-six (26) months from the date hereof;

Delegates all powers to the Board of Directors to implement this delegation and in particular set the terms and conditions of the issuances that may be carried out pursuant to this delegation, to take note of the capital increase or increases carried out under this delegation, amend the Articles of Association accordingly and in general, take all measures required;

Takes note that the Board of Directors shall report the use of the authorizations granted pursuant to this resolution to the next ordinary general meeting in accordance with legal and regulatory requirements.

Thirty-first resolution

Overall cap on the total amount of issuances that may be carried out pursuant to the delegations referred to above

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors,

Decides that:

- the maximum total nominal amount of capital increases potentially executed by virtue of the 23rd, 24th, 25th, 26th, 27th, 28th, 29th, and 30th resolutions of this meeting shall not exceed three hundred and fifty thousand euros (€350,000), it being specified that this cap may be augmented as necessary by the nominal amount of potential additional shares in the event of new financial transactions, to preserve the rights of holders of transferable securities giving access to the capital;
- the maximum total nominal amount of transferable debt securities giving access to the Company's capital potentially issued by virtue of the aforementioned resolutions of this meeting shall not exceed twenty million euros (€20,000,000).

Thirty-second resolution

Delegation of authority to the Board of Directors for the purpose of assigning new to be issued or existing free shares with cancellation of shareholders' preferential subscription rights to the benefit of a specific category of persons

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, acting in accordance with the requirements of Articles L.225-197-1 and L.22-10-59 of the French Commercial Code,

Authorizes the Board of Directors, to carry out, on one or more occasions, for the benefit of (i) employees of the Company and its affiliates as defined in Article L.225-197-2 of the French Commercial Code and (ii) the corporate officers of the Company (satisfying the conditions stipulated by Articles L.225-197-1, II and L.22-10-59 of the French Commercial Code) (the "**Beneficiaries**"), the free grant of new or existing shares in the Company (hereinafter the "**AGA 2022**");

Decides that the total number of shares granted by virtue of this authority shall not exceed **0.5%** of the share capital, it being specified that:

- this cap does not take into account the number of new shares in order to reserve the rights of holders of securities giving access to the capital of the Company in the case of an operation involving the Company capital occurring during the vesting period indicated below;

- the number of shares likely to be granted to eligible corporate officers of the Company (who satisfy the conditions referred to in Article L. 22-10-59 II of the French Commercial Code) under this authorization may not exceed **0.15%** of the share capital, with such cap to be deducted from the overall cap of 0.5% of the share capital referred to above;
- the vesting of shares granted to the recipients referred to above will be subject to the achievement of performance conditions to be determined by the Board of Directors;
- free shares may not be granted to employees or company officers holding, individually, more than 10% of the share capital. Furthermore, a free grant of shares may not have the effect of causing any employee or company officer to hold more than 10% of the share capital.

Sets the period for which this authorization is given at **twelve (12)** months as from the date of this general meeting;

Decides that the shares granted pursuant to this authorization shall be, at the option of the Board of Directors, either new shares originating from a capital increase by incorporating reserves drawn from reserves, profits or issuance premiums on the Company's balance sheet and issuing new ordinary shares with a nominal of €0.12 each, or existing Company shares from repurchases conducted in full compliance with the law;

Sets the minimum vesting period, at the end of which the grant of shares to their recipients will become definitive as three (3) years as from the date of their grant by the Board of Directors, and grants all powers to this effect to the Board of Directors, to stipulate as necessary, a vesting period greater than that set by this authorization and/or a lockup period;

Decides, however, that the grant of shares shall vest before the end of the vesting period in the event that the recipient becomes disabled within the definition of the second or third categories provided for in Article L. 341-4 of the French Social Security Code;

Takes note that during any lockup period, the granted shares shall be personal, exempt from seizure and non-transferable (unless the beneficiary is deceased or disabled and classified in the second or third categories as defined by Article L.341-4 of the French Social Security Code);

Takes note that the Recipients shall be considered shareholders and will enjoy all rights attached to the shares granted as from the end of the vesting period;

Takes note that this authorization shall automatically entail, for the benefit of the Recipients of the shares to be issued over the course of their vesting, a waiver by the shareholders of their preferential subscription right and to the portion of reserves to which an issuance of new shares may be applied;

Takes note that the Board of Directors shall inform the ordinary general meeting each year of the transactions carried out pursuant to this authorization;

Decides to give all powers to the Board of Directors to implement this delegation within the limits set down above and within the limits set by legal requirements in effect and the Company's Articles of Association, in order to:

- determine the identity of the Recipients of free share grants, and set the number of shares to be granted to each;
- set the conditions and the criteria for allocation of AGA 2022, and, in particular, to subject the definitive grant of AGA 2022 to performance requirements and/or ongoing presence at the Company;
- set for corporate officers the number of shares granted that they must retain as registered shares until they cease to hold office or when their office is renewed;
- where necessary during the vesting period, make adjustments to the number of free shares granted in order to preserve the rights of the Recipients in the event of any transactions affecting the Company's share capital;
- set the amount of reserves, profits, or premiums to incorporate into the share capital;
- determine the ex-dividend date, which may be retroactive, for newly-issued shares;

- decide upon and take note of the capital increase or increases thus carried out;
- where necessary, take all useful measures to ensure compliance with the lockup requirement imposed on Recipients for the period determined by the Board of Directors;
- in the event of the free issuance of new shares, complete all actions and formalities required to report the resulting capital issuances and make the necessary amendments to the Company's Articles of Association, and in general all other necessary items.

Within the competence of the ordinary general meeting

Thirty-third resolution

Powers to complete formalities.

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, **gives** all powers to the bearer or an original, copy, or excerpt of the minutes of this meeting in order to carry out all legal publicity formalities.
