

## Agenda

### Within the competence of the ordinary general meeting

1. Approval of the financial statements for the financial year ended on 31 December 2022
2. Approval of the consolidated financial statements for the financial year ended on 31 December 2022
3. Allocation of the result for the financial year ended on 31 December 2022
4. Allocation of previous losses to the “*issuance premiums*” account
5. Approval of the agreements referred to in Article L. 225-38 of the French Commercial Code – Bpifrance
6. Approval of the agreements referred to in Article L. 225-38 of the French Commercial Code – Technip Energies
7. Approval of the information relating to the remuneration of the corporate officers for the financial year ended on 31 December 2022
8. Approval of the remuneration components paid during the financial year 2022 or allocated in respect of the same financial year to the Chairman of the Board of directors of the Company, Mr Luc POYER
9. Approval of the remuneration components paid during the financial year 2022 or allocated in respect of the same financial year to the Chief Executive Officer of the Company, Mr Jean-Baptiste LUCAS
10. Approval of the remuneration policy for the members of the Board of directors (excluding the Chairman of the Board of directors) for the financial year 2023
11. Determination of the total annual amount of the remuneration to be allocated to the members of the Board of directors (excluding the Chairman of the Board of directors)
12. Approval of the remuneration policy for the Chairman of the Board of directors for the financial year 2023
13. Approval of the remuneration policy for the Chief Executive Officer for the financial year 2023
14. Renewal of the term of office of Mrs Myriam MAESTRONI as member of the Board of directors
15. Ratification of the address of the registered office of the Company
16. Authorisation and delegation to enable the Company to trade in its own shares – Determination of the terms in accordance with Article L. 22-10-62 of the French Commercial Code

### Within the competence of the extraordinary general meeting

17. Delegation of authority to the Board of directors for the purpose of reducing the share capital by cancellation of treasury shares
18. Delegation of authority to the Board of directors to issue shares or equity securities giving access to other equity securities or giving entitlement to the allocation of receivables and/or securities giving access to the capital, with preferential subscription right
19. Delegation of authority to the Board of directors to issue shares or equity securities giving access to other equity securities or entitlement to the allocation of receivables and/or securities giving access to the capital, without preferential subscription right, by public offering other than the public offerings referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code
20. Delegation of authority to the Board of directors to decide the increase of the share capital by issuing ordinary shares and/or securities giving access to the capital of the Company and/or the issue of securities giving entitlement to the allocation of receivable securities, with cancellation of the shareholders’ subscription preferential right, by means of a public offer as referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code
21. Delegation of authority to the Board of directors to increase the share capital by issuing shares or equity securities giving access to other equity securities or giving entitlement to receivables and/or securities giving access to the share capital, with cancellation of the preferential subscription right to the benefit of categories of persons meeting the characteristics determined in accordance with the provisions of Article L. 225-138 of the French Commercial Code
22. Authorisation to be granted in the event of an issue with cancellation of the shareholders’ preferential subscription right, to set, within the limit of 10% of the capital, the issuance price within the conditions set by the general meeting
23. Delegation of authority to the Board of directors to increase the number of securities to be issued in the event of a capital increase, with or without preferential subscription right

24. Delegation of authority to decide the increase of the share capital by incorporation of premiums or reserves
25. Delegation of authority to the Board of directors to issue ordinary shares and/or securities giving access to the Company's share capital, with a view to remunerate contributions in kind of equity securities granted to the Company and consisting of equity securities or securities giving access to the Company's share capital
26. Delegation of authority to the Board of directors to issue ordinary shares and securities, without the shareholders' preferential subscription right, in the event of a public exchange offer initiated by the Company
27. Delegation of authority to the Board of directors to decide the increase of the share capital in favour of the employees and corporate officers of the Company, or of related companies, with cancellation of the shareholders' preferential subscription right to the benefit of members of a company savings plan
28. Determination of the total amount of the capital increases that may be implemented pursuant to the above-mentioned delegations
29. Determination of the total amount of securities representing receivables that may be issued pursuant to the above-mentioned delegations
30. Delegation of authority to the Board of directors for the purpose of granting free existing shares or shares to be issued, with cancellation of the shareholders' preferential subscription right, to employees and/or executive corporate officers

Within the competence of the ordinary general meeting

31. Powers for the formalities

**Draft resolutions**

Within the competence of the ordinary general meeting

**First resolution**

**Approval of the financial statements for the financial year ended on 31 December 2022**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having taken note of the reports of the Board of directors and of the statutory auditors, as well as the financial statements, approves the financial statements for the financial year ended on 31 December 2022, as presented to it, as well as the transactions reflected in these accounts and summarised in these reports.

It specifically approves the total amount of non-deductible expenses referred to in Article 39(4) of the French General Tax Code, amounting to 21,370 euros.

**Second resolution**

**Approval of the consolidated financial statements for the financial year ended on 31 December 2022**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having taken note of the reports of the Board of directors and of the statutory auditors, as well as the consolidated financial statements, approves the consolidated financial statements for the financial year ended on 31 December 2022 as presented to it, as well as the transactions reflected in these accounts and summarised in these reports.

**Third resolution**

**Allocation of the result for the financial year ended on 31 December 2022**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, approves the proposal of the Board of directors and, after having noted that the financial statements show an accounting loss of (43,254,458.44) euros, decides to allocate it to the “*Retained earnings*” account, which will thus be brought to (64,090,755.23) euros.

In accordance with the law, the General Meeting notes that no dividend has been distributed for the previous three financial years.

**Fourth resolution**

**Allocation of previous losses to the “*issuance premiums*” account**

The General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, decides to allocate the previous losses from the “*Retained earnings*” account for an amount of (20,386,296.79) euros to the “*Issuance premiums*” account which will thus be brought from an amount of 191,580,149.34 euros to an amount of 171,193,852.55 euros.

**Fifth resolution**

**Approval of the agreements referred to in Article L. 225-38 of the French Commercial Code  
- Bpifrance**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having taken note of the report of the Board of directors and the special report of the statutory auditors on the agreements referred to in Article L. 225-38 of the French Commercial Code, approves any agreement described in the special report of the statutory auditors relating to Bpifrance Investissement, as well as the terms of the latter relating thereto.

**Sixth resolution**

**Approval of the agreements referred to in Article L. 225-38 of the French Commercial Code  
- Technip Energies**

The General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having taken note of the report of the Board of directors and the special report of the statutory auditors on the agreements referred to in Article L. 225-38 of the French Commercial Code, approves any agreement described in the special report of the statutory auditors relating to Technip Energies N.V., as well as the terms of the latter relating to it.

**Seventh resolution**

**Approval of the information relating to the remuneration of the corporate officers for the  
financial year ended on 31 December 2022**

The General Meeting, in accordance with the provisions of Article L. 22-10-34 I of the French Commercial Code, voting under the quorum and majority conditions required for ordinary general meetings, after having taken note of the report of the Board of directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves the information mentioned in Article L. 22-10-9 I of the French Commercial Code relating to the total remuneration and benefits of any kind paid during, or granted in respect of, the financial year ended on 31 December 2022 to the corporate officers, as described in the said report which is included in the Company's 2022 universal registration document, section 3.4.

**Eighth resolution**

**Approval of the remuneration components paid during the financial year 2022 or  
allocated in respect of the same financial year to the Chairman of the Board of directors of the Company,  
Mr Luc POYER**

The General Meeting, in accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, voting under the quorum and majority conditions required for ordinary general meetings, having taken note of the report of the Board of directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the financial year ended on 31 December 2022, or granted in respect of the same financial year, to Mr Luc POYER due to his office as Chairman of the Board of directors of the Company, as described in the said report which is included in the Company's 2022 universal registration document, section 3.4.

**Ninth resolution**

**Approval of the remuneration components paid during the financial year 2022 or allocated in respect of the same financial year to the Chief Executive Officer of the Company, Mr Jean Baptiste LUCAS**

The General Meeting, in accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, voting under the quorum and majority conditions required for ordinary general meetings, having taken note of the report of the Board of directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the financial year ended on 31 December 2022, or granted in respect of the same financial year, to Mr Jean-Baptiste LUCAS due to his office as Chief Executive Officer of the Company, as described in the said report which is included in the Company's 2022 universal registration document, section 3.4.

**Tenth resolution**

**Approval of the remuneration policy for the members of the Board of directors (excluding the Chairman of the Board of directors) for the financial year 2023**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having taken note of the report of the Board of directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, pursuant to the provisions of Article L. 22-10-8 of the French Commercial Code, the remuneration policy for the members of the Board of directors in respect of the 2023 financial year (excluding the Chairman of the Board of directors), as presented in the said report which is included in the Company's 2022 universal registration document, section 3.4.

**Eleventh resolution**

**Determination of the total annual amount of the remuneration to be allocated to the members of the Board of directors (excluding the Chairman of the Board of directors)**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having taken note of the report of the Board of directors, sets the total annual amount of the remuneration allocated to the members of the Board of directors for the financial year 2023 at 218,400 euros.

The General Meeting gives all powers to the Board of directors to distribute, in whole or in part, and according to the terms it shall set, this remuneration among its members.

**Twelfth resolution**

**Approval of the remuneration policy for the Chairman of the Board of directors for the financial year 2023**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having taken note of the report of the Board of directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, pursuant to the provisions of Article L. 22-10-8 II of the French Commercial Code, the remuneration policy for the Chairman of the Board of directors for the financial year 2023, as presented in the said report which is included in the Company's 2022 universal registration document, section 3.4.

### **Thirteenth resolution**

#### **Approval of the remuneration policy for the Chief Executive Officer for the financial year 2023**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having taken note of the report of the Board of directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, pursuant to the provisions of Article L. 22-10-8 II of the French Commercial Code, the remuneration policy for the Chief Executive Officer for the financial year 2023, as presented in the said report which is included in the Company's 2022 universal registration document, section 3.4.

### **Fourteenth resolution**

#### **Renewal of the term of office of Mrs Myriam MAESTRONI as member of the Board of directors**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having taken note of the report of the Board of directors, noting that the term of office of Mrs Myriam MAESTRONI as a member of the Board of directors expires at the present meeting, decided to renew her term of office as from this day and for a period of three years, which will expire at the end of the general meeting called to vote on the financial statements for the financial year ending on 31 December 2025.

### **Fifteenth resolution**

#### **Ratification of the address of the registered office of the Company**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having taken note of the decision of the Board of directors dated 8 July 2022, ratifies the correction and resulting transfer of the address of the Company's registered office to 79 Rue Général Mangin, 38100 Grenoble, instead of 75 Rue du Général Mangin, 38000 Grenoble, with effect from the date of this meeting, i.e. 24 May 2023, and the corresponding amendment of Article 4 of the Company's articles of association.

### **Sixteenth resolution**

#### **Authorisation and delegation to enable the Company to trade in its own shares - Determination of the terms in accordance with Article L. 22-10-62 of the French Commercial Code**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having taken note of the report of the Board of directors, voting in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code, Articles 241-1 to 241-5 of the General Regulations of the *Autorité des Marchés Financiers* and the directly applicable provisions of the European Commission Regulation No. 596/2014 of 16 April 2014:

- a) authorises the Board of directors to have the Company purchase its own shares, with a view to:
- the stimulation of the secondary market or the liquidity of the securities by an investment services provider within the framework of a liquidity contract that complies with the code of ethics recognised by the *Autorité des Marchés Financiers*;
  - the allocation or sale of shares to employees or corporate officers of the Company and of companies which are related to it in the conditions provided for by law, in particular within the framework of employee savings plans, stock option plans, free shares allocations, transactions for the shareholding of employees or any remuneration scheme in shares, in the conditions provided for by law;

- the allocation of shares to cover receivable securities exchangeable for Company shares and, more generally, securities giving entitlement to Company shares, in particular by redemption, conversion, exchange or presentation of a warrant;
  - cancellation of shares by way of capital decrease;
  - the implementation of any market practice that may be permitted by law or by the *Autorité des Marchés Financiers*, and more generally, the carrying out of any other transaction in accordance with the regulations in force;
- b) decides that the number of securities to be acquired, pursuant to this authorisation, may not, in application with the provisions of Article L. 22-10-62 of the French Commercial Code, exceed ten (10) % of the total number of shares making up the Company's share capital, it being specified that this limit applies to an amount of the Company's share capital that will be adjusted, if necessary, to take into account transactions affecting the share capital subsequent to this meeting;
- c) notes that the number of shares acquired by the Company with a view to their retention and subsequent remittance in payment or exchange in the context of a merger, spin-off or contribution may not exceed five (5) % of its share capital;
- d) decides that the unit purchase price may not exceed 60 euros per share (excluding fees, excluding commission) and sets to 10,000,000 euros the maximum amount of funds that may be committed to the share buyback programme;
- e) decides that in the event of a change in the nominal value of the share, a capital increase by incorporation of reserves, an allocation of free existing shares, a stock split or reverse stock split, a distribution of reserves or any other assets, a redemption of capital or any other transaction affecting the shareholders' equity, the purchase price set above shall be adjusted arithmetically to take into account the impact of these transactions on the value of the share;
- f) decides that the purchases, sales, exchanges or transfers of these shares may be carried out, in compliance with the rules laid down by the *Autorité des Marchés Financiers*, on or off the market, at any time, except during a public offer period targeting the Company's share capital, and by any means, in one or several times, and notably by transferring blocks of shares, by exercising any financial instrument or using derivatives;
- g) delegates all powers to the Board of directors, with the option of sub-delegation within the conditions provided by law, to decide and implement this authorisation;
- h) sets at eighteen (18) months from the date of this meeting, the duration of this authorisation, which thus invalidates, for the unused portion, any previous authorisation having the same purpose.

Within the competence of the extraordinary general meeting

**Seventeenth resolution**

**Delegation of authority to the Board of directors for the purpose of reducing the share capital by cancellation of treasury shares**

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having taken note of the report of the Board of directors and the report of the statutory auditors:

- a) authorises the Board of directors, in accordance with Article L. 22-10-62 of the French Commercial Code, to cancel, at its sole discretion, in one or several times, the shares of the Company that it holds as a result of the implementation of the share buyback programmes decided by the Company, up to a limit of ten (10%) of the total number of shares comprising the share capital per twenty-four (24) month period, and to reduce the share capital accordingly by allocating the difference between the purchase value of the cancelled shares and their book value to any available reserve and premium accounts;
- b) accordingly, delegates all powers to the Board of directors, with the option of sub-delegation within the conditions provided by law and the articles of association, to carry out any share cancellation transaction that may be decided upon pursuant to this authorisation, to amend the articles of association accordingly and to carry out all required formalities;
- c) decides that this authorisation is given for a period of eighteen (18) months from the date of this meeting, and invalidates, as from the date hereof, any previous authorisation with the same purpose.

**Eighteenth resolution**

**Delegation of authority to the Board of directors to issue shares or equity securities giving access to other equity securities or giving entitlement to the allocation of receivables and/or securities giving access to the capital, with preferential subscription right**

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having taken note of the report of the Board of directors and the report of the statutory auditors, after having noted that the share capital is fully paid up, voting in accordance with the provisions of Articles L. 225-129 and seq. of the French Commercial Code and Articles L. 228-91 and L. 228-92 of the French Commercial Code:

- a) delegates to the Board of directors its authority, with the option of sub-delegation within the legal and regulatory conditions, to proceed, in one or several times, with maintenance of the preferential subscription right, in the proportions and at the times it deems appropriate, with the issuance, in France or abroad, in euros, in foreign currencies or in any monetary unit established by reference to several currencies, of ordinary shares of the Company or any securities governed by the provisions of Articles L. 228-91 and seq. of the French Commercial Code, giving access by any means, immediately or in the future, to ordinary shares of the Company, the subscription of which may be paid in cash or by offsetting against certain, liquid and payable receivables of the subscribers against the Company;
- b) decides that the securities issued pursuant to this delegation may consist of receivable securities, be associated with the issue of such securities or allow their issue as intermediate securities;
- c) specifies, if necessary, that the issue of preference shares and securities giving access to preference shares is expressly excluded from this delegation;



- d) decides that the maximum nominal amount of the share capital increases that may be carried out immediately and/or in the future pursuant to this delegation may not exceed 671,018 euros or the equivalent in any other currency (i.e. twenty (20) % of the Company's share capital, as at the date of this meeting), it being specified:
- that this amount will be deducted from the overall cap referred to in the 28<sup>th</sup> resolution below;
  - that to this amount shall be added, as the case may be, the nominal amount of additional shares to be issued to preserve, in accordance with legal and regulatory provisions and any contractual stipulations, the rights of holders of securities giving access to the Company's capital;
  - that in the event of a capital increase by incorporation of premiums or reserves, in the form of an allocation of free shares during the period of validity of this delegation of authority, the aforementioned nominal amount shall be adjusted by the application of a multiplying coefficient equal to the ratio between the number of securities making up the capital after the operation and the number of securities before the operation;
- e) decides that the maximum nominal amount of issues of securities representing receivables giving access to the capital may not exceed one hundred million euros (100,000,000 €) (or its equivalent in foreign currency), this amount being deducted from the overall cap referred to in the 29<sup>th</sup> resolution below;
- f) decides that the shareholders will be able to exercise, in accordance with the legal and regulatory provisions in force, their preferential subscription right on an irreducible basis to the securities issued pursuant to this delegation;
- g) decides that the Board of directors may institute a reducible subscription right in favour of the shareholders, which shall be exercised in proportion to their rights and within the limit of their requests;
- h) decides that, in the event of insufficient subscriptions, including those from shareholders, the Board of directors may use, in the order it determines, the options offered by Article L. 225-134 of the French Commercial Code, or only some of them, and in particular those limiting the issue to the amount of subscriptions provided that this amount reaches at least three-quarters of the issue decided upon, or of offering to the public all or part of the unsubscribed securities;
- i) notes that this decision automatically entails the waiver by the shareholders of their preferential subscription right to the equity securities to which these securities will entitle them, in favour of the holders of the issued securities giving access to the Company's capital;
- j) decides that the sum due or to be due to the Company for each of the securities issued within the framework of this delegation shall be at least equal to the nominal value of the share on the date of issue of the said securities;
- k) decides that the issues of warrants to subscribe to shares of the Company may be carried out either by a subscription offer or by the allocation of free existing shares to the holders of existing shares;
- l) decides that in the event of a grant of free autonomous warrants, the Board of directors shall have the option of deciding that the fractional allocation rights shall not be negotiable or transferable and that the corresponding equity securities shall be sold;
- m) decides that the Board of directors shall have all powers to implement, with the option of sub-delegation, under the conditions provided by law and the articles of association, the present delegation, in particular for the purpose of:
- deciding and setting the terms and conditions of any issue;
  - determining the prices and conditions of the issues, setting the amounts to be issued;
  - determine the dates and terms of the issue(s) and the nature, form and characteristics of the securities to be created, which may, in particular, take the form of subordinated or unsubordinated securities (and, as the case may be, their subordination rank, in accordance with the provisions of Article L. 228-97 of the French Commercial Code);
  - setting, if necessary, the terms and conditions for exercising the rights attached to the securities issued or to be issued and, in particular, setting the date, even retroactively, as from which the new shares will carry

- dividend rights, determining the terms and conditions for exercising the rights of exchange, conversion, redemption or allocation in any other way of the securities issued;
- suspending, if necessary, the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions;
  - making any adjustments required in accordance with legal and regulatory provisions, and setting the terms and conditions under which the rights of holders of securities or other rights giving access to the capital will be preserved, as the case may be;
  - at its sole initiative, charging the costs of the capital increase against the amount of the premiums relating thereto and deducting from this amount the sums necessary to bring the legal reserve to one tenth of the new capital after each capital increase;
  - recording the completion of the capital increases resulting from the issues that would be decided pursuant to this delegation, and amending the articles of association accordingly;
  - in general, entering into any agreement, in particular to successfully complete the envisaged issues, and/or taking any measures and carrying out any formalities required for the admission to trade on a regulated market of the securities created;
- n) decides that the Board of directors may not, without the prior authorisation of the General Meeting, make use of this delegation as from the filing by a third party of a public offer targeting the Company's securities until the end of the offer period.
- o) sets at twenty-six (26) months, as from the date of this meeting, the period of validity of the present delegation of authority, and invalidates, with effect from the date hereof, any previous delegation having the same purpose;
- p) notes that the Board of directors shall report to the next ordinary general meeting, in accordance with the law and regulations, the use of this delegation.

### **Nineteenth resolution**

#### **Delegation of authority to the Board of directors to issue shares or equity securities giving access to other equity securities or entitlement to the allocation of receivables and/or securities giving access to the capital, without preferential subscription right, by public offering other than the public offerings referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code**

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after having taken note of the report of the Board of directors and the report of the statutory auditors, after having noted that the share capital is fully paid up, voting in accordance with the provisions of Articles L. 225-129 and 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:

- a) delegates to the Board of directors its authority, with the option of sub-delegation within the legal and regulatory conditions, to proceed, in one or several times, in the proportions and at the times it deems appropriate, with the issuance, by public offerings other than the public offerings referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, in France or abroad, in euros, in foreign currencies or in any monetary unit whatsoever established by reference to several currencies, of ordinary shares of the Company or of any securities governed by the provisions of Articles L. 228-91 and seq. of the French Commercial Code, giving access by any means, immediately or in the future, to ordinary shares of the Company, for which the subscription may be paid in cash or by set-off against certain, liquid and payable receivables of the subscribers against the Company;
- b) decides that the securities issued pursuant to this delegation may consist of receivable securities, be associated with the issue of such securities or allow their issue as intermediate securities;
- c) specifies, if necessary, that the issue of preference shares and securities giving access to preference shares is

expressly excluded from this delegation;

- d) decides that the maximum nominal amount of the share capital increases that may be carried out immediately and/or in the future pursuant to this delegation may not exceed 671,018 euros or the equivalent in any other currency (i.e. twenty (20) % of the Company's share capital, as at the date of this meeting), it being specified:
- that this amount will be deducted from the overall cap referred to in the 28<sup>th</sup> resolution below;
  - that to this amount shall be added, as the case may be, the nominal amount of additional shares to be issued in order to preserve, in accordance with legal and regulatory provisions and any contractual stipulations, the rights of holders of securities giving access to the Company's capital;
  - that in the event of a capital increase by incorporation of premiums, reserves, profits or other in the form of a grant of free shares during the period of validity of this delegation of authority, the aforementioned nominal amount shall be adjusted by the application of a multiplying coefficient equal to the ratio between the number of securities making up the capital after the operation and the number of securities before the operation;
- e) decides that the maximum nominal amount of issues of securities representing receivables giving access to the capital may not exceed one hundred million euros (100,000,000 €) (or its equivalent in foreign currency), this amount being charged to the overall cap referred to in the 29<sup>th</sup> resolution below;
- f) decides to cancel the shareholders' preferential subscription right to the ordinary shares of the Company and/or to any securities that may be issued pursuant to this delegation;
- g) notes that, in accordance with the provisions of Article L. 225-132 of the French Commercial Code, this delegation automatically entails a cancellation by the shareholders of their preferential subscription right to the shares to which these securities may entitle them, in favour of the holders of the securities that may be issued pursuant to this delegation;
- h) decides that the Board of directors, pursuant to Article L. 225-133 of the French Commercial Code, shall have the option of granting to the shareholders, for a period and according to the terms and conditions that it shall set in accordance with the applicable legal and regulatory provisions for all or part of an issue carried out, a priority subscription period on an irreducible and/or reducible basis that does not give rise to the creation of negotiable rights and that must be exercised in proportion to the number of shares owned by each shareholder;
- i) decides that in the event of insufficient subscriptions, the Board of directors may use, in the order it determines, the options offered by Article L. 225-134 of the French Commercial Code, or some of them only, and in particular those limiting the issue to the amount of subscriptions provided that the latter reaches at least three-quarters of the issue decided upon;
- j) delegates all powers to the Board of directors to determine the issuance price of the securities that would be issued pursuant to this delegation in accordance with the following terms:
- the issuance price will be set in accordance with the provisions of Articles L. 225-136 1°, L. 22-10-52 and R. 22-10-32 of the French Commercial Code (i.e. to date, it must be at least equal to the weighted average of the stock market prices for the last three (3) trading sessions prior to the start of the public offer, possibly reduced by a maximum discount of ten (10) %);
  - the issuance price of the securities giving access to the share capital which will be issued pursuant to this delegation, will be such that the sum received immediately by the Company, increased, if necessary, by the sum likely to be received subsequently by the Company, is, for each share issued as a result of these securities, at least equal to the issuance price defined in the preceding paragraph;
- k) decides that the Board of directors shall have all powers, with the option of sub-delegation, under the conditions provided by law and the articles of association, to implement this delegation, in particular for the purpose of:
- deciding and setting the terms and conditions of any issue;
  - determining the prices and conditions of the issues, setting the amounts to be issued;

- determining, in case of a priority period, the conditions of subscription of the securities issued on an irreducible basis and possibly on a reducible basis;
  - determining the characteristics, amount, dates and terms of the issue(s) as well as the nature, form and characteristics of the securities to be created, the terms of their payment (which may be made in cash and/or by set-off against liquid and payable receivables or partly in cash and partly by incorporation of reserves, profits or share premiums);
  - determining whether the securities issued will consist of or be associated with receivable securities, their fixed or open-ended duration, whether they will be subordinated or not in accordance with the provisions of Article L. 228-97 of the French Commercial Code, and their remuneration;
  - setting, if necessary, the terms for exercising the rights attached to the securities issued or to be issued and, in particular, setting the date, even retroactively, as from which the new shares will carry full rights, determining the terms for exercising the rights of exchange, conversion, redemption or allocation in any other way of the securities issued;
  - setting the issuance price of the shares or securities that may be created pursuant to the preceding paragraphs in such a way that the Company receives for each share created or allotted, independently of any remuneration, whatever its form, interest, issue or redemption premium in particular, a sum at least equal to the minimum price provided for by the legal or regulatory provisions applicable on the date of the issue;
  - suspending, if necessary, the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions;
  - making any adjustments required in accordance with legal and regulatory provisions, and setting the terms under which the rights of holders of securities or other rights giving access to the capital will be preserved, as the case may be;
  - at its sole initiative, allocating the costs of the capital increase against the amount of the premiums relating thereto and deducting from this amount the sums necessary to bring the legal reserve to one tenth of the new capital after each capital increase;
  - recording the completion of the capital increases resulting from the issues that would be decided pursuant to this delegation, and amending the articles of association accordingly;
  - in general, entering into any agreement, in particular to successfully complete the envisaged issues, and/or taking any measures and carrying out any formalities required for the admission to trading on a regulated market of the securities created;
- l) decides that this delegation may not be implemented as from the filing by a third party of a draft public offer targeting the Company's shares until the end of the offer period;
- m) sets the period of validity of this delegation at twenty-six (26) months from the date of this meeting, and invalidates, as of the date hereof, any previous delegation with the same purpose;
- n) notes that the Board of directors shall report to the next ordinary general meeting, in accordance with the law and regulations, on the use of this delegation.

**Twentieth resolution**

**Delegation of authority to the Board of directors to decide the increase of the share capital by issuing ordinary shares and/or securities giving access to the capital of the Company and/or the issue of securities giving entitlement to the allocation of receivable securities, with cancellation of the shareholders' preferential subscription right, by means of a public offer as referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code**

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after having taken note of the report of the Board of directors and the report of the statutory auditors, after having noted that the share capital is fully paid up, voting in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 22-10-49, L. 22-10-52, L. 225-136 and L. 228-91 and seq. of the French Commercial Code:

- a) delegates to the Board of directors its authority, with the option of sub-delegation under the legal and regulatory conditions, to proceed, in one or several times, in the proportions and at the times it deems appropriate, with the issuance, by means of a public offering as referred to in Article L. 411-2, 1° of the French Monetary and Financial Code, in France or abroad, in euros, foreign currencies or any monetary unit whatsoever established by reference to several currencies, of ordinary shares of the Company or any securities governed by the provisions of Articles L. 228-91 and seq. of the French Commercial Code, giving access by any means, immediately or in the future, to ordinary shares of the Company, the subscription of which may be paid in cash or by set-off against certain, liquid and payable receivables of the subscribers against the Company;
- b) decides that the securities issued pursuant to this delegation may consist of receivable securities, be associated with the issue of such securities or allow their issue as intermediate securities;
- c) specifies, if necessary, that the issue of preference shares and securities giving access to preference shares is expressly excluded from this delegation;
- d) decides that the maximum nominal amount of the share capital increases that may be carried out immediately and/or in the future pursuant to this delegation may not exceed a maximum nominal amount of 671,018 euros or the equivalent in any other currency (i.e. twenty (20) % of the Company's share capital, as at the date of this meeting), it being specified:
  - that this amount will be deducted from the overall cap referred to in the 28<sup>th</sup> resolution below;
  - that to this amount shall be added, as the case may be, the nominal amount of additional shares to be issued to preserve, in accordance with legal and regulatory provisions and any contractual stipulations, the rights of holders of securities giving access to the Company's capital;
  - that in the event of a capital increase by incorporation of premiums or reserves, in the form of a grant of free shares during the period of validity of this delegation of authority, the aforementioned nominal amount shall be adjusted by the application of a multiplying coefficient equal to the ratio between the number of securities making up the capital after the operation and the number of securities before the operation;
- e) decides that the total amount of equity securities that may be issued under this delegation may not exceed twenty (20) % of the share capital per year in accordance with the provisions of Article L. 225-136 and Article L. 22-10-52 of the French Commercial Code;
- f) decides that the maximum nominal amount of issues of securities representing receivables giving access to the capital may not exceed one hundred million euros (100,000,000 €) (or its equivalent in foreign currency), this amount being charged to the overall cap referred to in the 29<sup>th</sup> resolution below;
- g) decides to cancel the shareholders' preferential subscription right and to reserve the subscription to shares and other securities that would be issued pursuant to this delegation for the benefit of the persons referred to in Article L. 411-2, 1° of the French Monetary and Financial Code;

- h) notes that this decision automatically entails the cancellation by the shareholders of their preferential subscription right to the benefit of the equity securities to which these securities will entitle them, in favour of the holders of the issued securities giving access to the Company's capital;
- i) decides that if the subscriptions have not absorbed the entire issue of shares and/or securities giving access to the capital issued pursuant to this resolution, the Board of directors may limit the issue to the amount of subscriptions received, provided that this amount reaches at least three-quarters of the issue decided upon, and/or freely allocate all or part of the unsubscribed securities among the persons of its choice;
- j) decides, in accordance with the provisions of Article L. 225-136 2° and Article L. 22-10-52 of the French Commercial Code, that:
- the issuance price of the equity securities to be issued under this delegation shall be determined by the Board of directors under the conditions set forth in Article L. 225-136 1° and R. 22-10-32 of the French Commercial Code (i.e. to date, it shall be at least equal to the weighted average of the stock market prices of the last three (3) stock market sessions preceding the start of the public offering, possibly reduced by a maximum discount of ten (10) %);
  - the issuance price of the securities giving access to the share capital which will be issued pursuant to this delegation, will be such that the sum received immediately by the Company, increased, if necessary, by the sum likely to be received subsequently by the Company, is, for each share issued as a result of these securities, at least equal to the issuance price defined in the preceding paragraph;
- k) decides that the Board of directors shall have all powers to implement, with the option of sub-delegation, under the conditions provided for by law and the articles of association, this delegation, in particular for the purpose of:
- deciding and setting the conditions for the issue, subscription and payment of the securities to be issued under this delegation;
  - determining the characteristics, amount, dates and terms of the issue(s) as well as the nature, form and characteristics of the securities to be created, the terms of their payment (which may be made in cash and/or by set-off against liquid and payable receivables or partly in cash and partly by incorporation of reserves, profits or share premiums);
  - determining whether the securities issued will consist of or be associated with receivable securities, their fixed or open-ended duration, their subordinated or non-subordinated nature in accordance with the provisions of Article L. 228-97 of the French Commercial Code and their remuneration;
  - determining, if necessary, the terms for exercising the rights attached to the securities issued or to be issued and, in particular, setting the date, even retroactively, as from which the new shares will carry full rights, determining the terms for exercising the rights of exchange, conversion, redemption or allocation in any other way of the securities issued;
  - setting the issuance price of the shares or securities that may be created pursuant to the preceding paragraphs in such a way that the Company receives for each share created or allotted, independently of any remuneration, whatever its form, interest, issue or redemption premium in particular, a sum at least equal to the minimum price provided for by the legal or regulatory provisions applicable on the date of the issue;
  - suspending, if necessary, the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions;
  - making any adjustments required in accordance with legal and regulatory provisions, and setting the terms under which the rights of holders of securities or other rights giving access to the capital will be preserved, as the case may be;
  - at its sole initiative, allocating the costs of the capital increase against the amount of the premiums relating thereto and deducting from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each capital increase;

- recording the completion of the capital increases resulting from the issues that would be decided pursuant to this delegation, and amending the articles of association accordingly;
  - in general, entering into any agreement, in particular to successfully complete the envisaged issues, and/or taking any measures and carrying out any formalities required for the admission to trading on a regulated market of the securities created;
- l) decides that the Board of directors may not, without the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a draft public offer targeting the Company's securities until the end of the offer period;
- m) fixes at twenty-six (26) months, as from the date of this meeting, the period of validity of the present delegation of competence, and invalidates, as from the date hereof, any delegation having the same object;
- n) notes that the Board of directors shall report to the next ordinary general meeting, in accordance with the law and regulations, the use of this delegation.

### **Twenty-first resolution**

**Delegation of authority to the Board of directors to increase the share capital  
by issuing shares or equity securities giving access to other equity securities or giving entitlement to  
receivables and/or securities giving access to the share capital, with cancellation of the preferential  
subscription right to the benefit of categories of persons meeting the characteristics determined in  
accordance with the provisions of Article L. 225-138 of the French Commercial Code**

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having taken note of the report of the Board of directors and the special report of the statutory auditors and in accordance with the provisions of Articles L. 225-129 and seq. and L. 225-138 of the French Commercial Code:

- a) delegates to the Board of directors its authority, with the option of sub-delegation within the legal and regulatory conditions, to proceed, in one or several times, at its sole discretion, in the proportions and at the times it deems appropriate, both in France and abroad, in euros, foreign currencies or any monetary unit whatsoever established by reference to several currencies, with the issuance of ordinary shares of the Company or any securities governed by the provisions of Articles L. 228-91 and seq. of the French Commercial Code, giving access by any means, immediately or in the future, to ordinary shares of the Company;
- b) decides to cancel the shareholders' preferential subscription right to the shares and other securities that may be issued pursuant to this resolution and to reserve the shares and other securities to be issued pursuant to this resolution for one or more categories of beneficiaries meeting the following characteristics:
- natural or legal persons (including companies), trusts or investment funds, or other investment vehicles, whatever their form, incorporated under French or foreign law, investing on a regular basis in the energy, chemical and clean-technology sectors and/or in growth companies known as small caps or mid caps participating in the issue for a unit investment amount of more than one hundred thousand euros (100,000 €) (issue premium included);
  - French or foreign companies, institutions or entities of any form and/or industrial companies having a similar or complementary activity to that of the Company, which may, as the case may be, enter into or have entered into partnerships for the purpose of (i) developing hydrogen production, storage and distribution solutions and (ii) industrialising such solutions; and
  - French or foreign investment services providers, or any foreign institution with an equivalent status, likely to guarantee the realisation of an issue intended to be placed with the persons referred to above and, in this context, to subscribe to the securities issued;

- c) cancels, in favour of the said beneficiaries, the shareholders' preferential subscription right to the shares that may be issued pursuant to this authorisation;
- d) notes that, in accordance with the provisions of Article L. 225-132 of the French Commercial Code, this delegation automatically entails a cancellation by the shareholders of their preferential subscription right to the shares to which these securities may entitle them, in favour of the holders of the securities that may be issued pursuant to this delegation;
- e) decides that the maximum nominal amount of the share capital increases that may be carried out pursuant to this delegation may not exceed 671,018 euros or the equivalent in any other currency (i.e. twenty (20) % of the Company's share capital, as at the date of this meeting), it being specified that the nominal amount of any capital increase carried out pursuant to this delegation shall be deducted from the overall nominal cap referred to in the 28<sup>th</sup> resolution below. This cap shall be increased, as the case may be, by the nominal value of the shares to be issued in order to preserve, in accordance with the legal and regulatory provisions and, as the case may be, the applicable contractual stipulations, the rights of the holders of securities or other rights giving access to the Company's capital;
- f) decides that in the event of a capital increase by incorporation of premiums or reserves in the form of a grant of free shares during the period of validity of this delegation of authority, the aforementioned nominal amount shall be adjusted by the application of a multiplying coefficient equal to the ratio between the number of securities making up the capital after the operation and the number of securities before the operation;
- g) decides to set at one hundred million euros (100,000,000 €) (or its equivalent in foreign currency) the maximum nominal amount of receivable securities that may be issued pursuant to this delegation, this amount is to be deducted from the overall cap referred to in the 29<sup>th</sup> resolution below;
- h) decides that if the subscriptions have not absorbed the entire issue of shares and/or securities giving access to the capital issued pursuant to this resolution, the Board of directors may limit the issue to the amount of the subscriptions provided that the latter reaches at least three-quarters of the issue decided upon, and/or freely allocate all or part of the unsubscribed securities among the persons of its choice who meet the above characteristics;
- i) delegates all powers to the Board of directors to set the issuance price of the securities that would be issued pursuant to the present delegation according to the following terms:
  - the issuance price of the new shares likely to be issued under this delegation shall be at least equal to the weighted average of the prices of the last three (3) trading sessions preceding the setting of the issuance price, possibly reduced by a maximum discount of ten (10) %;
  - the issuance price of the securities giving access to the share capital which will be issued pursuant to this delegation, will be such that the sum received immediately by the Company, increased, if necessary, by the sum likely to be received subsequently by the Company, is, for each share issued as a result of these securities, at least equal to the issuance price defined in the preceding paragraph;
- j) decides that the Board of directors shall have all powers, with the option of sub-delegation within the legal and regulatory conditions, to implement this delegation, within the limits and under the conditions specified above, in particular for the purpose of:
  - determining the list of beneficiaries, within the categories of beneficiaries defined above, of each issue and the number of securities to be subscribed by each of them, pursuant to this delegation of authority;
  - determining the characteristics and amounts of these issues and setting the subscription prices and dates, the terms of each issue and the conditions of subscription, payment (which may be made in cash and/or by set-off against liquid and payable receivables or partly in cash and partly by incorporation of reserves, profits or issue premiums), and delivery of the securities issued pursuant to this delegation of authority, as well as the date, which may be retroactive, from which the new securities will bear interest;



- determining whether the securities issued will consist of or be associated with receivable securities, their fixed or open-ended duration, their subordinated or non-subordinated nature in accordance with the provisions of Article L. 228-97 of the French Commercial Code and their remuneration;
  - setting the deadline for subscribers to pay up their securities;
  - recording or having recorded the completion of the capital increase up to the amount of the shares actually subscribed;
  - at its sole initiative, allocating the costs of the capital increase(s) against the premiums relating to these increases and deducting from this amount the sums necessary to bring the legal reserve to one tenth of the new capital after each increase;
  - in general, taking all measures and carrying out all formalities useful for the issue and listing of the securities thus issued and the corresponding amendments to the Articles of Association pursuant to this delegation;
- k) decides that the Board of directors may not, without the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a draft public offer targeting the Company's securities until the end of the offer period;
- l) decides that this delegation is granted for a period of eighteen (18) months from the date of this meeting, and invalidates, as from the date hereof, any previous delegation with the same purpose.

#### **Twenty-second resolution**

#### **Authorisation to be granted in the event of an issue with cancellation of shareholders' preferential subscription right, to set, within the limit of 10% of the capital, the issuance price within the conditions set by the general meeting**

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after having taken note of the report of the Board of directors and the report of the statutory auditors, voting in accordance with the provisions of Article L. 225-136 1° and Article L. 22-10-52 of the French Commercial Code:

- a) authorises the Board of directors, except during a public offer period, to set the issuance price of the securities that would be issued pursuant to the 19<sup>th</sup> and 20<sup>th</sup> resolutions of this meeting and within the limit of ten (10) % of the share capital (assessed on the issue date) over a period of twelve (12) months, under the following conditions:
- the issuance price of the shares shall be at least equal to the volume-weighted average share price of the last three (3) trading sessions preceding the setting of the issuance price, possibly reduced by a maximum discount of ten (10) %;
  - the issuance price of the securities giving access to the share capital shall be such that the amount received immediately by the Company, increased, as the case may be, by any amount that may be received subsequently by the Company, shall be, for each share issued as a result of these securities, at least equal to the issuance price defined in the preceding paragraph;
- b) specifies, insofar as necessary, that the nominal amount of the capital increases decided upon under this resolution shall be deducted from the overall cap referred to in the 28<sup>th</sup> resolution below, and, as the case may be in the event of the issue of receivable securities, from the second cap referred to in the 29<sup>th</sup> resolution;
- c) decides that this authorisation may not be used from the time a third party files a public offer targeting the Company's shares until the end of the offer period;
- d) sets the period of validity of this authorisation at twenty-six (26) months from the date of this meeting and invalidates, as from the date hereof, any delegation with the same purpose.

**Twenty-third resolution**

**Delegation of authority to the Board of directors to increase the number of securities to be issued in the event of a capital increase, with or without preferential subscription right**

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after having taken note of the report of the Board of directors and the report of the Statutory Auditors, voting in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code:

- a) authorises the Board of directors to increase the number of securities to be issued in the event of an increase in the Company's share capital with or without preferential subscription right, pursuant to the 18<sup>th</sup> to 21<sup>st</sup> resolutions referred to above, at the same price as the one retained for the initial issue, within the time limits and within the limits provided for by the regulations applicable on the date of the issue (as of today, within thirty (30) days of the closing of the subscription and within the limit of fifteen (15) % of the initial issue);
- b) decides that the Board of directors may only use this delegation to increase the number of shares in the event of a capital increase with preferential subscription right in order to meet the reducible subscription requests made by shareholders and/or transferees of the preferential subscription right;
- c) decides that the nominal amount of the capital increases decided upon under this resolution shall be deducted from the overall cap referred to in 28<sup>th</sup> resolution below, and, as the case may be in the event of the issue of receivable securities, from the second cap referred to in the 29<sup>th</sup> resolution;
- d) decides that this authorisation may not be used from the time a third party files a public offer targeting the Company's shares until the end of the offer period;
- e) sets at twenty-six (26) months (except for the 21<sup>st</sup> resolution for which this delegation is valid for a duration of eighteen (18) months), as from this meeting, the period of validity of this delegation of authority and invalidates, as from the date hereof, any previous delegation with the same purpose;
- f) notes that the Board of directors shall report to the next ordinary general meeting, in accordance with the law and regulations, the use of this delegation.

**Twenty-fourth resolution**

**Delegation of authority to decide the increase of the share capital by incorporation of premiums or reserves**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after having taken note of the report of the Board of directors, voting in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

- a) delegates to the Board of directors its authority, with the option of sub-delegation within the legal and regulatory conditions, to decide on one or more capital increases, in one or several times, at the times and according to the terms it shall determine, by incorporation into the capital of all or part of the premiums or reserves, the capitalisation of which shall be legally and statutorily possible, in the form of a free grant of new shares or by increasing the nominal value of the shares or by the combined use of these two procedures;
- b) decides that the total nominal amount of the capital increases that may be carried out pursuant to the said delegation is set at one hundred thousand euros (100,000 €), it being specified:
  - that to this total amount shall be added, as the case may be, the nominal amount of additional shares to be issued in order to preserve, in accordance with legal and regulatory provisions and any contractual stipulations, the rights of holders of securities giving access to the Company's capital;
  - that this amount may not exceed the amount of the reserve or premium accounts available on the day of the capital increase;

- that the nominal amount of the capital increases decided under this resolution shall be deducted from the overall cap referred to in the 28<sup>th</sup> resolution below.
- c) decides, in accordance with the provisions of Articles L. 225-130 and L. 22-10-50 of the French Commercial Code, that in the event of use of this delegation by the Board of directors, the rights forming fractional shares will not be negotiable or transferable and that the corresponding shares will be sold;
- d) decides that the Board of directors shall have all powers to implement, with the option of sub-delegation, within the conditions provided for by law and the articles of association, the present delegation, in particular for the purpose of:
  - determining the amount and nature of the sums to be incorporated into the capital, determine the number of new shares to be issued and/or the amount by which the nominal value of the existing shares making up the share capital shall be increased, determining the date, even retroactively, as from which the new shares shall carry full rights or the date on which the increase in the nominal value shall take effect;
  - making any adjustments required in accordance with the legal and regulatory provisions, and setting the terms and conditions under which the rights of holders of securities giving access to the capital will be preserved, as the case may be;
  - recording the completion of each capital increase and make the corresponding amendments to the articles of association; and
  - in general, taking all measures and carrying out all formalities required for the successful completion of each capital increase;
- e) decides that this authorisation may not be used from the time a third party files a public offer targeting the Company's securities until the end of the offer period;
- f) set at twenty-six (26) months, as from the date of this meeting, the period of validity of the present delegation of authority, and invalidates, as from the date hereof, any previous delegation having the same purpose;
- g) notes that the Board of directors shall report to the next ordinary general meeting, in accordance with the law and regulations, the use of this delegation.

#### **Twenty-fifth resolution**

#### **Delegation of authority to the Board of directors to issue ordinary shares and/or securities giving access to the Company's share capital, with a view to remunerate contributions in kind of equity securities granted to the Company and consisting of equity securities or securities giving access to the Company's share capital**

The General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, after having taken note of the report of the Board of directors and the report of the statutory auditors, after having noted that the share capital is fully paid up, voting in accordance with the provisions of Article L. 225-147 and Article L. 22-10-53 of the French Commercial Code:

- a) delegates to the Board of directors its authority, with the option of sub-delegation within the legal and regulatory conditions, to proceed, in one or several times, with the issuance of ordinary shares of the Company or any securities governed by the provisions of Articles L. 228-91 and seq. of the French Commercial Code, giving access, immediately or in the future, to ordinary shares of the Company, with a view to remunerate contributions in kind of equity securities granted to the Company and consisting of equity securities or securities giving access to the capital, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable, up to a limit of ten (10) % of the share capital (as at the time of issue), it being specified that the amounts of the issues carried out pursuant to this delegation shall be deducted from the overall caps referred to in the 28<sup>th</sup> and 29<sup>th</sup> resolutions below;

- b) decides to cancel the shareholders' preferential subscription right to the ordinary shares of the Company and/or to any securities that may be issued pursuant to this delegation;
- c) notes that, in accordance with the provisions of Article L. 225-132 of the French Commercial Code, this delegation automatically entails a cancellation by the shareholders of their preferential subscription right to the shares to which these securities may entitle them, in favour of the holders of the securities that may be issued pursuant to this delegation;
- d) notes that, pursuant to the provisions of Article L. 225-147 and Article L. 22-10-53 of the French Commercial Code, the Board of directors will vote on the basis of the report of the contributions auditor (“*commissaire aux apports*”);
- e) decides that the Board of directors shall have all powers to implement, with the option of sub-delegation, within the conditions provided for by law and the articles of association, this delegation, in particular for the purpose of:
  - deciding on the capital increase remunerating the contributions and determining the securities to be issued;
  - setting the terms of issue of the securities issued in consideration of the contributions;
  - approving the valuation of the contributions and, if necessary, reducing the valuation of the contributions if all contributors agree;
  - setting the exchange ratio and, as the case may be, the amount of the cash balance to be paid;
  - determining, if necessary, the terms for exercising the rights attached to the securities issued or to be issued and, in particular, setting the date, even retroactively, as from which the new shares will carry full rights, determining the terms for exercising the rights of exchange, conversion, redemption or allocation in any other way of the securities issued;
  - suspending, if necessary, the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions;
  - making any adjustments required in accordance with the legal and regulatory provisions, and setting the terms under which the rights of holders of securities giving access to the capital will be preserved, as the case may be;
  - at its sole initiative, allocating the costs of the capital increase against the amount of the premiums relating thereto and deducting from this amount the sums necessary to bring the legal reserve to one tenth of the new capital after each capital increase;
  - recording the completion of the capital increases resulting from the issues that would be decided pursuant to this delegation, and amending the articles of association accordingly;
  - in general, entering into any agreement, in particular to successfully complete the envisaged issues, and/or taking any measures and carrying out any formalities;
- f) decides that this delegation may not be implemented as from the filing by a third party of a draft public offer targeting the Company's shares until the end of the offer period;
- g) sets at twenty-six (26) months, as from the date of this meeting, the period of validity of the present delegation of authority, and invalidates, as from the date hereof, any previous delegation having the same purpose;
- h) notes that the Board of directors will report to the next ordinary general meeting, in accordance with the law and regulations, on this delegation.

**Twenty-sixth resolution**

**Delegation of authority to the Board of directors to issue ordinary shares and securities, without the shareholders' preferential subscription right, in the event of a public exchange offer initiated by the Company**

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after having taken note of the report of the Board of directors and the report of the statutory auditors, voting in accordance with Articles L. 225-129 to L. 225-129-6, L. 22-10-54, L. 228-91 and seq. of the French Commercial Code:

- a) decides to delegate to the Board of directors, with the option of sub-delegation within the legal and regulatory conditions, the power to decide, except during the period of a public offer targeting the Company's shares, on the issuance (i) of ordinary shares of the Company, and/or (ii) of securities which are equity securities of the Company giving access by any means, immediately and/or in the future, to other equity securities of the Company and/or giving the right to the allocation of receivable securities and/or (iii) securities which are receivable securities giving access or likely to give access by any means, immediately and/or in the future, to equity securities of the Company to be issued or existing, in remuneration of the securities contributed to a public exchange offer initiated by the Company, and decides, insofar as is necessary, to cancel, in favour of the holders of these securities, the preferential subscription right of the shareholders to these ordinary shares and securities to be issued;
- b) decides that this delegation may be implemented in the context of any public exchange offer (“PEO”) initiated by the Company, in France or abroad, according to domestic rules, for securities meeting the conditions set out in Article L. 22-10-54 of the French Commercial Code or any other form of public offer in accordance with applicable law and regulations, including notably (but not limited to) any public exchange offer, any alternative purchase or exchange offer, any single offer to purchase or exchange the securities in question in exchange for payment in securities and cash, any purchase tender offer (“PTO”) or exchange offer combined with a secondary PEO or PTO and any reverse merger in the United States of America;
- c) notes that this delegation automatically entails the cancellation by the shareholders of their preferential subscription right to the ordinary shares and equity securities of the Company to which the securities issued on the basis of this delegation may give immediate and/or future entitlement, in favour of the holders of securities giving access to the capital of the Company issued pursuant to this delegation;
  - the cap of the nominal amount of the capital increase, immediate and/or in the future, resulting from all issuances carried out pursuant to this delegation is set at 671,018 euros or the equivalent in any other currency (i.e. twenty (20) % of the Company's share capital, as at the date of this meeting);
  - the aggregate amount of the securities representing receivable issued under this delegation may not exceed a cap of a maximum principal amount of one hundred million euros (100,000,000 €) (or the equivalent of this amount in the event of an issue in a foreign currency or in a unit of account set by reference to several currencies);

for the purpose of calculating the cap set out in paragraph (b) above, the equivalent in euros of the principal amount of securities representing receivables issued in foreign currencies shall be assessed as at the date of the issuance decision;

- d) decides that the nominal amount of any capital increase carried out pursuant to this delegation shall be deducted from the overall nominal cap referred to in the 28<sup>th</sup> resolution, and, as the case may be in the event of the issue of receivable securities, from the second cap referred to in the 29<sup>th</sup> resolution;
- e) decides that in the event of a capital increase by incorporation of premiums or reserves, in the form of a grant of free shares during the period of validity of this delegation of authority, the aforementioned nominal amount shall be adjusted by the application of a multiplying coefficient equal to the ratio between the number of securities making up the capital after the operation and the number of securities before the operation;

- f) decides to grant the Board of directors, with the option of sub-delegation within the conditions provided for by law, all powers necessary to carry out, within the framework of the public exchange offers referred to above, the issues of ordinary shares and/or securities remunerating the securities contributed, and in particular to:
- determine the list of securities contributed to the exchange;
  - set the terms of the issue, the exchange ratio and, as the case may be, the amount of the cash balance to be paid and determine the terms of the issue;
  - determine the dates, terms of issue, in particular the price and the date of full entitlement, of the new ordinary shares or, as the case may be, of the securities, to determine the date, even retroactively, as from which the new shares will bear full rights;
  - suspend, if necessary, the exercise of the rights attached to the securities issued or to be issued in accordance with the legal and regulatory provisions, to make, if necessary, any adjustments in order to take into account the impact of the transaction on the Company's capital and to set the terms according to which the rights of the holders of securities giving access to the Company's capital will be preserved in accordance with the applicable legal, regulatory or contractual provisions;
  - record the difference between the issuance price of the new ordinary shares and their nominal value as a liability in a “contribution premium” account, to which the rights of all shareholders will be attached;
  - proceed, if necessary, with the allocation from the said “contribution premium” account of all the expenses and duties incurred by the relevant operation;
  - record the final completion of the capital increases carried out pursuant to this delegation;
  - amend the Company's articles of association accordingly;
  - carry out all formalities and declarations and request all authorisations that may be necessary for the completion of these contributions; and
  - generally do whatever is useful or necessary for the successful completion of the issuances.
- g) decides that this delegation may not be implemented as from the filing by a third party of a draft public offer targeting the Company's shares until the end of the offer period;
- h) decides to set at twenty-six (26) months, as from this meeting, the duration of this delegation.

#### **Twenty-seventh resolution**

#### **Delegation of authority to the Board of directors to decide the increase of the share capital in favour of the employees and corporate officers of the Company, or of related companies, with cancellation of the shareholders' preferential subscription right to the benefit of the members of a company savings plan**

The General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, after having taken note of the report of the Board of directors and the report of the statutory auditors, voting in application of the provisions of Articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code, on the one hand, and of Articles L. 3332-1 and seq. of the French Labour Code on the other hand,

- a) delegates to the Board of directors its authority, with the option of sub-delegation within the legal and regulatory conditions, to increase, in one or several times, the share capital by a maximum nominal amount of one (1) % of the Company's share capital (as at the date of this meeting), by issuing shares or any other equity security reserved to the members of one or more company savings plans (or any other plan for whose members Articles L. 3332-1 and seq. of the French Labour Code would allow a capital increase to be reserved under equivalent conditions), set up by the Company or within the group made up of the Company and the companies included in the same consolidation scope, (hereinafter the “**CSP Members**”);
- b) decides to cancel the shareholders' preferential subscription right and to reserve the subscription to the

securities which would be issued pursuant to this delegation to the CSP Members;

- c) decides that the subscription price of a share or any other equity security that may be issued pursuant to this delegation shall be determined by the Board of directors in accordance with the provisions of Articles L.3332-18 and seq. of the French Labour Code;
- d) decides that the nominal amount of any capital increase carried out pursuant to this delegation shall be deducted from the overall nominal cap referred to in the 28<sup>th</sup> resolution below;
- e) delegates all powers to the Board of directors to implement this delegation and, in particular, to set the terms of the issues that would be carried out pursuant to this delegation, to record the capital increase(s) carried out pursuant to this delegation, to amend the articles of association accordingly and, in general, to do whatever is necessary;
- f) decides to set at twenty-six (26) months, as of today, the duration of this delegation;
- g) notes that the Board of directors shall report to the next ordinary general meeting, in accordance with the law and regulations, the use of the authorisations granted under this resolution.

### **Twenty-eighth resolution**

#### **Determination of the total amount of the capital increases that may be carried out pursuant to the above-mentioned delegations**

The General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, after having taken note of the report of the Board of directors, decides that the maximum total nominal amount of the capital increases that may be carried out pursuant to the 18<sup>th</sup>, 19<sup>th</sup>, 20<sup>th</sup>, 21<sup>st</sup>, 22<sup>nd</sup>, 23<sup>rd</sup>, 24<sup>th</sup>, 25<sup>th</sup>, 26<sup>th</sup> and 27<sup>th</sup> resolutions of the present meeting (or any resolution that may be substituted for it subsequently) may not exceed 671,018 euros or the equivalent in any other currency (i.e. twenty (20) % of the Company's share capital, as at the date of this meeting), it being specified that to this cap shall be added, as the case may be, the nominal amount of any additional shares to be issued in the event of new financial transactions, to preserve the rights of holders of securities giving access to the share capital

### **Twenty-ninth resolution**

#### **Determination of the total amount of securities representing receivables that may be issued pursuant to the above-mentioned delegations**

The General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, having taken note of the report of the Board of directors decides that the total nominal amount of securities representing receivables giving access to the Company's capital that may be issued pursuant to the 18<sup>th</sup>, 19<sup>th</sup>, 20<sup>th</sup>, 21<sup>st</sup>, 22<sup>nd</sup>, 23<sup>rd</sup>, 25<sup>th</sup> and 26<sup>th</sup> resolutions of this meeting (or any resolution that may be substituted for it at a later date) may not exceed one hundred million euros (100,000,000 €).

**Thirtieth resolution**

**Delegation of authority to the Board of directors for the purpose of granting free existing shares or shares to be issued, with cancellation of the shareholders' preferential subscription right, to employees and/or executive corporate officers**

The General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, having taken note of the report of the Board of directors and the special report of the statutory auditors, ruling in accordance with the provisions of Article L. 225-197-1 and Article L. 22-10-59 of the French Commercial Code,

- a) authorises the Board of directors to proceed, in one or several times, for the benefit of (i) the employees of the Company and of companies related to the Company as defined by Article L. 225-197-2 of the French Commercial Code and (ii) the Company's corporate officers (meeting the conditions set out in Article L. 225-197-1, II and Article L. 22-10-59 of the French Commercial Code) (hereinafter the “**Beneficiaries**”), to the grant of free existing shares or shares to be issued by the Company (hereinafter the “**Free Shares 2023**”);
- b) decides that the total number of shares that may be granted under this authorisation may not exceed 0.5% of the share capital (as at the date of this meeting), it being specified:
  - that this cap does not take into account the number of shares to be issued in order to reserve the rights of holders of securities giving access to the Company's share capital in the event of a transaction on the Company's share capital occurring during the vesting period referred to below;
  - that the number of shares that may be granted to eligible corporate officers of the Company (who meet the conditions referred to in III of Article L. 22-10-59 of the French Commercial Code) pursuant to this authorisation may not represent more than 0.15% of the share capital (as at the date of this meeting), this cap being deducted from the aforementioned overall cap of 0.5% of the share capital;
  - that the definitive grant of shares to the above-mentioned Beneficiaries shall be subject to the fulfilment of performance conditions, which shall be determined by the Board of directors;
  - that no free shares may be granted to employees and corporate officers who each hold more than ten (10) % of the share capital. Furthermore, a grant of free shares may not result in employees and corporate officers each holding more than ten (10) % of the share capital.
- c) decides that the shares that would be granted pursuant to this authorisation shall be, at the Board of directors' discretion, either new shares resulting from a capital increase by incorporation of reserves that would be deducted from the reserves, profits or issuance premiums appearing on the Company's balance sheet and creation of new ordinary shares of par value each, or existing shares of the Company resulting from repurchases made by it within the conditions provided for by law;
- d) sets the minimum vesting period at the end of which the grant of shares to their Beneficiaries will become definitive at three (3) years, as from the date of their grant by the Board of directors, and gives all powers to the Board of directors to set, if necessary, a vesting period longer than the one set by this authorisation and/or a holding period;
- e) decides, however, that the grant of shares will become definitive before the end of the vesting period, in the event of the beneficiary's disability corresponding to the classification in the second or third category provided for in Article L. 341-4 of the French Social Security Code;
- f) notes that during a potential holding period, the shares granted will be personal, non-transferable and inalienable (except in the event of the death or disability of the beneficiary corresponding to the classification in the second or third category provided for in Article L. 341-4 of the French Social Security Code);
- g) notes that the Beneficiaries will nevertheless have the status of shareholders and will enjoy all the rights attached to the shares allocated as from the expiry of the vesting period;
- h) notes that this authorisation entails the cancellation by the shareholders, in favour of the Beneficiaries of the



shares that would be issued as and when the said shares are definitively granted, of their preferential subscription right and of the part of the reserves to which, if necessary, a deduction will be made in the event of the issue of new shares;

- i) notes that the Board of directors shall inform the ordinary annual general meeting of the transactions carried out within the frame of this authorisation;
- j) decide to give all powers to the Board of directors to implement this delegation within the limits set out above, and within the limits set by the legal provisions in force and the Company's articles of association, and in particular to:
  - determine the identity of the Beneficiaries of the free share grants, set the number of shares allocated to each of them;
  - set the conditions and criteria for the grant of the Free Shares 2023, and in particular to make the definitive grant of the Free Shares 2023 subject to presence and/or performance conditions;
  - set the number of shares granted to corporate officers that they are required to hold in registered form until they leave office or are reappointed;
  - to adjust, if necessary during the vesting period, the number of free shares granted in order to preserve the rights of the Beneficiaries in the event of any transactions involving the Company's capital;
  - determine the amount of reserves, profits or premiums to be incorporated into the capital;
  - decide on the date of full entitlement, even retroactively, of the newly issued shares;
  - decide and record the capital increase(s) thus executed;
  - as the case may be, take all necessary measures to ensure compliance with the holding obligation required from the Beneficiaries for the period decided by the Board of directors;
  - to carry out all acts and formalities necessary in order, in the event of the grant of free new shares issued, to record the completion of the resulting capital increases and to make the resulting amendments to the articles of association and, more generally, to do all that is necessary.
- k) sets the duration of this authorisation at twelve (12) months from the date of this meeting.

### **Thirty-first resolution**

#### **Powers for the formalities**

The General Meeting, voting under the conditions of quorum and majority required for an ordinary general meeting, gives all powers to the bearer of an original, a copy or an extract of the minutes of the present resolutions for the purpose of carrying out all legal publication formalities.