

***This is a free translation of the Adocia's Annual General Meeting minutes issued in the French language, for informational purposes only.***

## **ADOCIA**

French *Société anonyme* with a share capital of 685,976.30 €  
Headquarters : 115, avenue Lacassagne - 69003 Lyon.  
487 647 737 R.C.S. Lyon

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### **ANNUAL COMBINED GENERAL MEETING**

**ON JUNE 27, 2017**

### **MINUTES**

June 27, 2017, at 10 am, ADOCIA's shareholders held their Combined General meeting at Hôtel de Talleyrand, at Jones Day offices, 2 rue Saint Florentin, 75001 Paris, by the Board of Directors.

An attendance sheet has been established, and the powers of shareholders represented by proxy and voting forms by mail have been annexed. The attendance sheet was signed by the shareholders present and by the proxies of shareholders represented when entering the meeting.

The meeting was chaired by Mr. Gérard Soula, as Chairman of the Board of Directors.

The company BPI France Investissement, represented by Mr. Laurent Arthaud and Mr. Rémi Soula, the two shareholders present, representing either by themselves or as agents, the largest number of votes, and accepting, are appointed as scrutineers.

Valerie Danaguezian is nominated as Secretary.

ODICEO represented by Sylvain Boccon Gibbod and Ernst & Young represented by Sylvain Lauria, auditors duly convened are present.

The Works Council represented by Mr. Jens Radzimanowski, duly convened is present.

Is absent, apologized:

- Maud Guillarme, Works Council member's.

The attendance sheet, certified by the officers thus formed, indicates that the shareholders present, represented or voting by mail have 3,094,461 shares, with 5,376,974 votes attached, representing 45,14% of the 6, 853,992 shares representing the share capital (number of shares composing the capital net of shares held by the Company).

One quarter of the shares entitled to vote being present or represented, the meeting is declared duly constituted to deliberate for both ordinary and extraordinary sessions.

The President then listed the documents that have been made available for the shareholders:

- A copy of the notice of meeting published in the BALO on May 19, 2017,
- Copies of letters of notice of the meeting sent to all holders that have been registered as holders of shares, for at least one month before the date of the notice,
- A copy of the notice published in "Le Tout Lyon June 6, 2017,
- Copies and receipt of letters of notice of the meeting sent to the auditors, and Works Council,
- The attendance sheet of this meeting to which are attached the powers of shareholders represented by proxy and voting forms by mail,
- A document containing the name and first name of the directors and details of other companies in which they exercise management functions, management, administration and or monitoring
- A document stating the names, references and job functions or nominees to the Board of Directors and the number of shares of the Company that they hold,
- The total amount, certified by the auditors, of the remuneration paid to the five highest paid employees of the Company and,
- A copy of the articles incorporation and in-laws of the Company.

He also put on the table the following documents that will be submitted to the approval of this meeting:

- An inventory of the assets and liabilities of the Company ended December 31, 2016 and the financial statements ended 31 December 2016
- Reports of the Board of Directors,
- Reports of the auditors and,
- The text of the resolutions proposed by the Board of Directors.

The president noted the legislated documents were disclosed by the Works Council that did made any comments.

Then the president noted that the meeting was convened in accordance with the provisions of Articles R. 225-66 and following of the Commercial Code and declares that the documents and information referred to in Articles R. 225-81 and R. 225-83 of the Code, as well as the list of shareholders have been sent to shareholders or made available to them at the headquarters since the convening of the meeting.

The meeting gives him record his statements.

The President then declared that the meeting was called to deliberate on the following agenda:

### **Annual Shareholders' Meeting Agenda**

- report of the Board of Directors, to which is attached the Chairman's report on the internal control - presentation by the Board of the annual financial statements for the fiscal year closed December 31, 2016,
- auditors' reports on the annual and consolidated financial statements for the fiscal year closed December 31, 2016 and the agreements specified in Article L. 225-38 of the French Commercial Code,
- First resolution :Approval of the annual financial statements for the fiscal year closed December 31, 2016
- Second resolution : Approval of the consolidated financial statements for the fiscal year closed December 31, 2016

- Third resolution : Allocation of income for the fiscal year closed December 31, 2016
- Fourth resolution : Approval of the related-party transactions specified in Articles L. 225-38 et seq. of the French Commercial Code
- Fifth resolution : Renewal of Mr. Gérard Soula as a Board member
- Sixth resolution : Renewal of BpiFrance Investissement as a Board member
- Seventh resolution : Renewal of Mrs. Dominique Takizawa as a Board member
- Eight resolution : Approval of principles and criteria to be applied in determining, allocating and awarding the fixed, variable and extraordinary components of total compensation and the benefits of all types that may be awarded to Mr. Gérard Soula as a Chief Executive Officer
- Ninth resolution : Approval of principles and criteria to be applied in determining, allocating and awarding the fixed, variable and extraordinary components of total compensation and the benefits of all types that may be awarded to Mr. Olivier Soula as a Deputy Chief Executive Officer
- Tenth resolution : Renewal of the mandate of the Statutory Auditors
- Eleventh resolution: Determination of the attendances fees (jetons de presence) to be allocated to members of the board of directors.
- Twelfth resolution : Authorization to be given to the Board of Directors for the Company to purchase its own shares

### **Extraordinary Shareholders' Meeting Agenda**

- Thirteen resolution : renewal of Mr. Olivier Soula as a Board member for an extraordinary term of 2 years (by derogation to statutory provisions)
- Fourteen resolution : renewal of Mr. Olivier Martinez as a Board member for an extraordinary term of 2 years (by derogation to statutory provisions)
- Fifteen resolution : authorization to be granted to the Board of Directors to reduce stated capital by cancelling shares pursuant to the authorization for the Company to purchase its own shares,
- Sixteen resolution : change of the Articles of association in order to comply with the relevant statutory provisions for “Article 4 Registered Office “, Article 16 – Agreements requiring authorization” and Article 18 – Statutory Auditors),
- Seventeen resolution :Delegation of authority to be granted to the Board to increase capital by issuing common shares or equity securities with a continuation of the preemptive subscription right for shareholders,
- Eighteen resolution :Delegation of authority to be granted to the Board to increase capital by issuing common shares or equity securities without a preemptive subscription right for shareholders and offer them to the general public,
- Nineteen resolution: Delegation of authority to be granted to the Board to increase capital by issuing common shares or equity securities without a preemptive subscription right for shareholders pursuant to an offer to qualified investors or a restricted group of investors as specified in Article L. 411-2 of the French Monetary and Finance Code,

- Twentieth resolution : Delegation to the Board to increase the number of securities to be issued in the event of a capital increase with or without a preemptive subscription right,
- Twenty-first resolution: If shares or any equity securities without a preemptive subscription right for shareholders are issued, authorization to be granted to the Board to determine the issue price for up to 10% of stated capital and up to the limits specified by the shareholders,
- Twenty-second resolution : Delegation of authority to the Board to issue ordinary shares and securities convertible into shares of the Company, in case of public offer with an exchange component initiated by the Company,
- Twenty-third resolution : Delegation of authority granted to the Board of Directors to decide the issuance of ordinary shares of the Company or any securities convertible into shares of the Company, immediately and / or at a later date, up to 10% of the capital to pay for contributions in kind of shares or securities convertible into shares of other companies outside a public exchange offer)
- Twenty-fourth resolution: Delegation of authority to be granted to the Board to increase capital by issuing common shares or equity securities giving access to capital or giving access to securities representing receivables granting access to capital, without a preemptive subscription right for shareholders, in favor of a certain category of person within a specific equity financing program,
- Twenty-fifth resolution : Aggregate limits on the issues completed pursuant to the seventeenth, eighteenth, nineteenth, twentieth, twenty-second, twenty-third, twenty-fourth and twenty-eight resolutions of the current meeting,
- Twenty-sixth resolution :Delegation of authority to the Board of Directors to increase the share capital by incorporation of premiums, reserves, profits or other,
- Twenty-seventh resolution : Delegation of authority to be granted to the Board to issue and grant warrants to (i) members and observers of the Board of the Company who held office on the warrant grant date who are not employees or officers of the Company or one of its subsidiaries, (ii) persons who have signed a services or consultancy contract with the Company, or (iii) members of any committee that the Board of Directors decides to create who are not employees or officers of the Company or one of its subsidiaries,
- Twenty-eighth resolution: Delegation to be granted to the Board to increase stated capital by issuing shares and equity securities in the Company to the employees who participate in a corporate savings plan.

Then the President makes also available the additional reports of the Board of Directors and the ones of the Statutory Auditors related to the issuance of shares decided by the Board prior to this meeting, in accordance with the delegation granted by the General Shareholders Meeting.

Then the President presents and reads the reports of the Board of Directors.

Then the President read the reports of the auditors.

Finally, the President declared open discussion.

The President declared to be at the disposal of the attendees to provide any explanations and clarifications as well as to answer any observations they may find useful to present.

Then no body asking the right to speak, the President put successively to the vote the resolutions listed in the agenda.

## **Resolution for the annual Shareholders' meeting**

### **FIRST RESOLUTION**

*(Approval of the annual financial statements for the fiscal year closed December 31, 2016)*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the management report of the Board of Directors and the Statutory Auditors' report,

**approve** the annual financial statements for the fiscal year closed December 31, 2016, as they have been presented thereto, as well as the transactions evidenced in said financial statements and summarized in said reports,

note the extraordinary and non-deductible expenses specified in Article 39-4 of said French Tax Code totaling €15,552.62 and approve them.

This resolution collecting 5,376,974 votes, that is to say 100% of the valid votes, was adopted.

### **SECOND RESOLUTION**

*(Approval of the consolidated financial statements for the fiscal year closed December 31, 2016)*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the management report of the Board of Directors and the Statutory Auditors' report,

**approve** the consolidated financial statements for the fiscal year closed December 31, 2016, as they have been presented thereto, as well as the transactions evidenced in said financial statements and summarized in said reports,

This resolution collecting 5,376,974 votes, that is to say 100% of the valid votes, was adopted

### **THIRD RESOLUTION**

*(Allocation of income for the fiscal year closed December 31, 2016)*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the management report of the Board of Directors, noting that the loss for the fiscal year closed December 31, 2016 totaled 13,993,435.40 euros,

**decide** to allocate said benefit to the accounting items entitled "retained earnings".

Pursuant to the French General Tax Code, that the General Shareholders' Meeting acknowledges that no dividend was distributed over the last three fiscal years.

This resolution collecting 5, 376, 974 votes, that is to say 100% of the valid votes, was adopted.

### **FOURTH RESOLUTION**

*(Approval of the related-party transactions specified in Articles L. 225-38 et seq. of the French Commercial Code)*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, and in Article L.225-38 of the French Commercial Code,

having deliberated and reviewed the special Statutory Auditors' report on the related-party transactions referred to in Articles L. 225-38 et seq. of the French Commercial Code,

note that no agreement specified in the articles mentioned above was concluded during the fiscal year just ended, pursuant to Articles L.225-42 of the French Commercial Code.

This resolution collecting 5,376,974 votes, that is to say 100% of the valid votes, was adopted.

#### **FIFTH RESOLUTION**

*(Renewal of Mr. Gérard Soula as a Board member)*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the management report of the Board of Director noting that the term of office as a Director of Mr. Gérard Soula is due to expire at the end of this meeting, **decide** to renew Mr. Gérard Soula's appointment for a term of three (3) years, which shall expire following the annual ordinary General meeting of the shareholders held to approve the financial statements for the year ending on December 31, 2019.

Mr. Gérard Soula has agreed in advance to renew his term of office as a Director,

This resolution collecting 5,347,303 votes, that is to say 99,4481 % of the valid votes, was adopted.

#### **SIXTH RESOLUTION**

*(Renewal of BpiFrance Investissement as a Board member)*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the management report of the Board of Director noting that the term of office as a Director of BpiFrance Investissement is due to expire at the end of this meeting, **decide** to renew BpiFrance Investissement's appointment for a term of three (3) years, which shall expire following the annual ordinary General meeting of the shareholders held to approve the financial statements for the year ending on December 31, 2019.

BpiFrance Investissement has agreed in advance to renew his term of office as a Director,

This resolution collecting 5,347,303 votes, that is to say 99,4481 % of the valid votes, was adopted.

#### **SEVENTH RESOLUTION**

*(Renewal of Mrs. Dominique Takizawa as a Board member)*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the management report of the Board of Director noting that the term of office as a Director of Mrs. Dominique Takizawa is due to expire at the end of this meeting,

decide to renew Mrs. Dominique Takizawa 's appointment for a term of three (3) years, which shall expire following the annual ordinary General meeting of the shareholders held to approve the financial statements for the year ending on December 31, 2019.

Mrs. Dominique Takizawa has agreed in advance to renew her term of office as a Director.

This resolution collecting 5,376,673 votes, that is to say 99,9944 % of the valid votes, was adopted.

#### **EIGHTH RESOLUTION**

*(Approval of principles and criteria to be applied in determining, allocating and awarding the fixed, variable and extraordinary components of total compensation and the benefits of all types that may be awarded to Mr. Gérard Soula as a Chief Executive Officer)*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the special report referred to in Articles L. 225-37-2 of the French Commercial Code included in the reference document for 2016,

**approve** the principles and criteria to be applied in determining, allocating and awarding the fixed, variable and extraordinary components of total compensation and the benefits of all types as presented in the report established and mentioned hereabove for the 2017 year that may awarded to Mr. Gérard Soula as a Chief Executive Officer, as detailed in chapter 15 of the 2016 Document de Reference.

This resolution collecting 5,227,762 votes, that is to say 97,2249 % of the valid votes, was adopted.

#### **NINTH RESOLUTION**

*(Approval of principles and criteria to be applied in determining, allocating and awarding the fixed, variable and extraordinary components of total compensation and the benefits of all types that may be awarded to Mr. Olivier Soula as a Deputy Chief Executive Officer)*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the special report referred to in Articles L. 225-37-2 of the French Commercial Code included in the reference document for 2016,

**approve** the principles and criteria to be applied in determining, allocating and awarding the fixed, variable and extraordinary components of total compensation and the benefits of all types as presented in the report established and mentioned hereabove for the 2017 year that may awarded to Mr. Olivier Soula as a Deputy Chief Executive Officer, as detailed in chapter 15 of the 2016 Document de Reference.

This resolution collecting 5, 226,395 votes, that is to say 97,1995 % of the valid votes, was adopted.

#### **TENTH RESOLUTION**

*(Renewal of the mandate of the Statutory Auditors)*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the management report of the Board of Director noting that the mandate of the Statutory Auditors "Ernst & Young and others" for a term of 6 exercises has expired at the end of this current shareholders' meeting

**decide** to renew the mandate of the Statutory Auditors "Ernst & Young and others", for a period of sic fiscal year to expire at the end of the ordinary shareholders' meeting called to approve the financial statements for the fiscal year ended December 31,2022,

**decide** not to renew the mandate of the Alternate Statutory Auditors the Company Auditex, such a nomination being not required when the Statutory Auditors is not an individual nor a single-member company.

This resolution collecting 5,376,974 votes, that is to say 100 % of the valid votes, was adopted.

#### **ELEVENTH RESOLUTION**

*(Determination of the attendances fees (jetons de presence) to be allocated to members of the board of directors)*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the management report of the Board of Director

**decide** to set at 100,000 euros the amount of the directors' fees for 2017 as well as for any subsequent fiscal year until new decision of the ordinary general meeting of the shareholders.

This resolution collecting 5,375,566 votes, that is to say 99,9738% of the valid votes, was adopted

#### **TWELFTH RESOLUTION**

*(Authorization to be given to the Board of Directors for the Company to purchase its own shares)*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having familiarized themselves with the report of the Board of Directors,

**authorize** the Board of Directors, with a right to further delegate as provided for by law, for eighteen months after the date hereof, to purchase shares in the Company as specified in Articles L. 225-209 et seq. of the French Commercial Code,

**decide** that these shares may be purchased, sold or transferred by any means, on one or more occasions, in particular, on a market or over-the-counter, including by block purchase or sale, public offerings, or using options or derivative mechanisms, as specified by market authorities and in accordance with applicable law,

**decide** that the authorization may be used to:

- ensure the liquidity of the Company's shares pursuant to a liquidity agreement concluded with an investment service provider in accordance with a code of ethics recognized by the French Financial Markets Authority;
- honor obligations related to share purchase option, no-cost share grant, corporate savings and other share allocation programs for employees and officers of the Company or its affiliates;

- provide shares when the rights attached to such equity securities are exercised;
- purchase shares for retention and subsequent provision in exchange or as payment in mergers or acquisitions; or
- cancel some or all of the shares so purchased, subject to the adoption of the eighth resolution below in accordance with the terms specified therein,
- and more generally, for any goal that would be later on approved by laws or for any market practice that would be later on authorized by market Authorities, being specified that, in such an assumption, the Company would inform its shareholders by press release.,

**decide** to set the maximum unit purchase price per share (excluding fees and commissions) at €200, with an aggregate ceiling of €5,000,000, provided, however, that this purchase price may be adjusted if necessary to take capital transactions into consideration (in particular, in the event of the incorporation of reserves, of grant of free shares, or a share split or reverse split) which take place while this authorization is in effect,

**formally acknowledge** that the maximum number of shares that may be purchased pursuant to this resolution may not, at any time, exceed 10% of the total number of shares, provided, however, that when (i) the shares are purchased to enhance the liquidity of the Company's shares, the number of shares taken into consideration to calculate this limit will correspond to the number of shares purchased, after deduction of the number of shares resold throughout the term of the authorization, and (ii) they are purchased be retained and subsequently provided as payment or for an exchange in a merger, spin off or contribution transaction, the number of shares purchased may not exceed 5% of the total number of shares,

**grant** all authority to the Board, with a right to further delegate as provided for by law, to submit any stock exchange orders, sign any sale or transfer instruments, conclude any contracts, liquidity agreements, options contracts, file any statements, and complete any necessary formalities.

**decide** that this delegation cannot be used during a public offering of the shares of the Company. This authorization terminates any prior authorization with the same purpose.

This resolution collecting 5,337,367 votes, that is to say 99,2633% of the valid votes, was adopted

## **Resolutions for the extraordinary Shareholders' meeting**

### **THIRTEENTH RESOLUTION**

*(Renewal of Mr. Olivier Soula as a Board member for an extraordinary term of 2 years, by derogation to statutory provisions)*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the management report of the Board of Director noting that the term of office as a Director of Mr. Olivier Soula is due to expire at the end of this meeting, decide to renew Mr. Olivier Soula 's appointment for a term of two (2) years, which shall expire following the annual ordinary General meeting of the shareholders held to approve the financial statements for the year ending on December 31, 2018.

Mr. Olivier Soula has agreed in advance to renew her term of office as a Director.

This resolution collecting 5,347,303 votes, that is to say 99,4481% of the valid votes, was adopted

### **FOURTEENTH RESOLUTION**

*(Renewal of Mr. Olivier Martinez as a Board member for an extraordinary term of 2 years, by derogation to statutory provisions)*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the management report of the Board of Director noting that the term of office as a Director of Mr. Olivier Martinez is due to expire at the end of this meeting, decide to renew Mr. Olivier Martinez 's appointment for a term of two (2) years, which shall expire following the annual ordinary General meeting of the shareholders held to approve the financial statements for the year ending on December 31, 2018.

Mr. Olivier Martinez has agreed in advance to renew her term of office as a Director.

This resolution collecting 5,347,303 votes, that is to say 99,4481% of the valid votes, was adopted

#### **FIFTEENTH RESOLUTION**

*(Authorization to be given to the Board to reduce stated capital by cancelling shares pursuant to the authorization to purchase its own shares)*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the special auditors' report, subject to the adoption of the twelfth resolution above,

**authorize** the Board, in accordance with Article L. 225-209 of the French Commercial Code, for a 18 months period after this meeting, to cancel, on one or more occasions, up to a maximum of 10% of stated capital per twenty-four month period, some or all of the shares purchased by the Company and reduce stated capital by the same amount, provided, however, that this limit will apply to stated capital which, if appropriate, will be adjusted to take the transactions which are completed after the date of this meeting into account,

**decide** that any excess purchase price of the shares over their par value will be allocated to the issue, merger and contribution premiums account or to any available reserve account, including the legal reserve (up to 10% of the capital reduction completed),

**grant** all authority to the Board, with a right to further delegate as provided for by law, to complete all actions, formalities or declarations to finalize the capital reductions which may be completed pursuant to this authorization and correspondingly amend the articles of incorporation and by-laws of the Company.

**decide** that this delegation cannot be used during a public offering of the shares of the Company.

This authorization will terminate any prior authorization with the same purpose.

This resolution collecting 5,375,867 votes, that is to say 99,9794% of the valid votes, was adopted

#### **SIXTEENTH RESOLUTION**

*(Change of the Articles of association in order to comply with the relevant statutory provisions for "Article 4 Registered Office", Article 16 – Agreements requiring authorization" and Article 18 – Statutory Auditors)*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors

**decide:**

- Modify as followed the second paragraph of the Article 4 of the Articles of association ("Registered Office") in order to comply with the new dispositions of the French commercial code as modified by the law dated n°2016-1691 on December 9, 2016;

*"It can be transferred to any place of the French Territory following a Board' decision, provided that this decision be validated by the following annual shareholders meeting, and anywhere else with a decision of the general shareholders' meeting",*

- Modify as followed the last paragraph of the Article 16.2 ("Agreements subject to authorization in order to comply with the new dispositions of the French commercial Code modified as modified by the law dated n°2014-863 on July 31,2014;

*"The above specifications are not applicable neither to the agreements relating to current operations negotiated with standard terms, nor to the agreements concluded between two companies when one holds directly or indirectly the entire capital of the other, after deduction of the minimum shares required to comply with Article 1832 of the Civil Code or Articles L.225-1 et L.226-1 of the French commercial code".*

- Modify as followed the third paragraph of the Article 18 ("Statutory Auditors") in order to comply with the new dispositions of the French commercial Code modified as modified by the law dated n°2016-1691 on December 9, 2016;

*"The ordinary Shareholders meeting appoints, in cases provided by laws, one or several Alternate Statutory Auditors, with the aim to replace the current auditors in the event of refusal, impediment, resignation or death,*

This resolution collecting 5,375,566 votes, that is to say 99,9738% of the valid votes, was adopted

## **SEVENTEENTH RESOLUTION**

*(Delegation of authority to be granted to the Board to increase capital by issuing common shares or equity securities with a continuation of the preemptive subscription right for shareholders)*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the special auditors' report, in accordance with the provisions of Articles L.225-129 et seq. of the French Commercial Code, and, in particular, Articles L.225-129 to L. 225-129-6, L. 225-132, L. 225-133, L. 225-134, L. 228-91, L. 228-92 and L. 228-93,

**delegate** to the Board, with the possibility to delegate or sub-delegate in accordance with applicable law, the authority to decide to issue, in the proportions and at the times that it determines, one or several capital increases, in France or abroad, common shares in the Company or any securities (including any debt security) which grant access by any means to common shares in the Company or in any Company that would own directly or indirectly more than half of its capital, or in which the Company would own directly or indirectly more than half of its capital, such securities being issued in euros, in foreign currencies or in any monetary unit whatsoever calculated by reference to multiple currencies as per the decision of the board, and which liberation could be realized in cash, including receivables compensation,

**decide** that the securities so issued may consist of debt securities, be linked to the issue of such securities or allow the issue thereof as intermediate securities,

**decide** that the shareholders have, in proportion to their shares, a preemptive subscription right for any common shares or securities which are issued pursuant to this delegation,

**grant** to the Board the right to grant to shareholders an optional right to subscribe for a larger number of shares or securities than that to which they could irrevocably subscribe for in proportion to rights which they have and, in any event, up to the amount of their request,

**decide** that the total nominal value of the increases of stated capital that may be so completed, immediately and/or in the future, may not exceed €10,000 (or the equivalent amount of this value, in case of issuance in another currency), under this resolution, provided that:

- the maximum nominal value of any capital increase that may be so complete, immediately and/or in the future, will be included in the aggregate ceiling specified in the twenty-fifth resolution below,
- to which amount will be added, if appropriate, the nominal value of the additional shares to be issued to preserve, in accordance with legal or regulatory provisions and, if appropriate, applicable contractual provisions, the rights of the holders of equity securities,

**decide** that the total nominal value of the issues of securities representing receivables granting access to capital that may be so completed may not exceed €30,000,000 (or the equivalent of said amount in the event of an issue in another currency), provided that:

- this amount will be increased, if appropriate, of any reimbursement of premium above par,
- this amount will be included in the aggregate ceiling specified in the twenty-fifth resolution below,
- this ceiling will not apply to the securities mentioned in the Articles L.228-40, L. 228-36-A et L.228-92 paragraph 3 of the French Code, which issuance would be decided or authorized by the Board of Directors pursuant to the Article L.228-40, or for the other cases, under conditions that the Company would determine pursuant to the article L.228-36-A of the French commercial code.

**decide** that, if the irrevocable and any optional subscription rights do not cover all of said issue, the Board may use, at its convenience, one or the other following options.:

- limit the capital increase to the subscriptions received, provided that they reach at least three quarters of the initially approved issue,
- freely distribute some or all of the non-subscribed securities issued among persons of its choice, and
- offer to the general public, on French or international markets, some or all of the non-subscribed securities issued,

**decide** that the issues of share warrants in the Company may be realized by subscription offer or by no-cost grants to owners of prior shares,

**decide** that, in the event of no-cost grant of warrants, the Board will have the right to decide that the grant rights making up any remainder will not be negotiable and that the corresponding securities will be sold,

**formally acknowledge** to the extent necessary that this delegation constitutes by operation of law, an express waiver by the shareholders of their preemptive subscription right for the shares to which these securities grant a right in favor of the holders of any securities issued pursuant to this delegation,

**decide** that the delegation so made to the Board will be valid for a period of twenty-six (26) months after this meeting and will terminate any prior delegation with the same purpose,

**decide** that the Board will have all authority, with a right to further delegate as provided for by law, to implement, as provided for by law and the articles of incorporation and by-laws, this delegation to, inter alia:

- determine the dates, conditions and procedures for any issue, as well as the form and characteristics of the shares or equity securities to be issued, with or without a premium,
- determine the amounts to be issued, the effective dates, which may be retroactive, for the shares or equity securities to be issued, the procedures to pay for them, as well as, if appropriate, the procedures to exercise exchange, conversion, repayment or grant rights in any other manner of capital or equity securities,
- make any adjustments required by law or regulation and, if appropriate, applicable contractual provisions, to protect the rights of the holders of equity securities in the Company and
- suspend, if appropriate, the exercise of the rights attached to said securities for a maximum of three months,

**decide** that the Board may:

- at its own initiative and when it so deems appropriate, allocate the expenses, duties and fees incurred for the capital increases completed pursuant to the delegation in this resolution to the premiums related to these transactions and deduct from these premiums the amounts necessary to allocate one tenth of the new capital to the legal reserve after each transaction,
- reach any decision to list securities so issued on the regulated Euronext market in Paris and, in general,
- take all steps, sign any agreement and complete any formalities necessary to successfully complete the proposed issue, as well as to finalize the resulting capital increase, and make the corresponding changes to the articles of incorporation and by-laws.

This resolution collecting 5,281,571 votes, that is to say 98,2257% of the valid votes, was adopted

#### **EIGHTEENTH RESOLUTION**

*(Delegation of authority to be granted to the Board to increase capital by issuing common shares or equity securities without a preemptive subscription right for shareholders and offer them to the general public)*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the special auditors' report, in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and, in particular, Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-135-1, L. 225-136, L. 228-91 L228-92 and L. 228-93,

**delegate** to the Board, with the possibility to delegate or sub-delegate in accordance with applicable law, the authority to decide to issue, in the proportions and at the times that it determines, one or several capital increases, in France or abroad, common shares in the Company or any securities (including any debt security) which grant access by any means to common shares in the Company or in any Company that would own directly or indirectly more than half of its capital, or in which the Company would own directly or indirectly more than half of its capital, such securities being issued in euros, in foreign currencies or in any monetary unit whatsoever calculated by reference to multiple currencies as per the decision of the board, and which liberation could be realized in cash, including receivables compensation,

**decide** that the securities so issued may consist of debt securities, be associated with the issue of such securities or allow the issue thereof as intermediate securities,

**decide** to cancel the preemptive subscription right of shareholders for the common shares or securities issued pursuant to this delegation, but, however, allowing the Board the right to grant to shareholders, with respect to some or all of the issues, a priority right to subscribe for them during the period and in accordance with the terms that it determines in accordance with the provisions of Article L. 225-135 of the French Commercial Code; this

priority will not result in the creation of negotiable rights, but may be exercised both as an irrevocable and an optional subscription right,

**formally acknowledge**, to the extent necessary, that this delegation constitutes, by operation of law, an express waiver by the shareholders of their preemptive subscription right for shares to which these securities grant a right in favor of the holders of any securities issued pursuant to this delegation,

**decide** that the total nominal value of the increases in stated capital that may be completed immediately and/or in the future pursuant to this delegation, may not exceed €137,000 (or the equivalent of said amount in the event of an issue in another currency), provided that:

- the maximum nominal value of any capital increase that may be so complete, immediately and/or in the future, will be included in the aggregate ceiling specified in the twenty-fifth resolution below,
- to which amount will be added, if appropriate, the nominal value of the additional shares to be issued to preserve, in accordance with legal or regulatory provisions and, if appropriate, applicable contractual provisions, the rights of the holders of equity securities

**decide** that the total nominal value of the issues of securities representing receivables granting access to capital that may be so completed may not exceed €30,000,000 (or the equivalent of said amount in the event of an issue in another currency), provided that:

- this amount will be increased, if appropriate, of any reimbursement of premium above par,
- this amount will be included in the aggregate ceiling specified in the twenty-fifth resolution below,
- this ceiling will not apply to the securities that could be issued or authorized by the Board of Directors pursuant to the Article L.228-40 of the French commercial code or for the other cases, under conditions that the Company would determine pursuant to the article L.228-36-A of the French commercial code.

**decide** that, if the irrevocable and any optional subscription rights do not cover all of said issue, the Board may use, at its convenience, one or the other following options.:

- limit the capital increase to the subscriptions received, provided that they reach at least three quarters of the initially approved issue,
- freely distribute some or all of the non-subscribed securities issued among persons of its choice, and
- offer to the general public, on French or international markets, some or all of the non-subscribed securities issued,

**decide** that the issue price of the shares and securities that may be issued pursuant to this delegation will be determined by the Board, in accordance with the provisions of Articles L. 225-136-1 and R. 225-119 of the French Commercial Code, for information purpose, at the date of the current shareholder meeting, the issue price has to be no less than the weighted average price during the last three trading days preceding said determination, less, if appropriate, the discount authorized by law (i.e., currently, 5%) and corrected in the event of a difference in effective date, provided, however, that the issue price of equity securities will be equal to the amount immediately received by the Company plus any amount that may be subsequently received when thereby, or, for each share issued as a result of the issue of these securities, no less than the issue price defined above,

**decide** that the Board will have all authority, with a right to further delegate as provided for by law, to implement, as provided for by law and the articles of incorporation and by-laws, this delegation to, in particular:

- determine the dates, conditions and procedures for any issue, as well as the form and characteristics of the shares or equity securities to be issued, with or without a premium,
- determine the amounts to be issued, the effective dates, which may be retroactive, for the shares or equity securities to be issued, the procedures to pay for them, as well as, if appropriate, the procedures to exercise exchange, conversion, repayment or grant rights in any other manner of capital or equity securities,
- make any adjustments required by law or regulation and, if appropriate, applicable contractual provisions, to protect the rights of the holders of equity securities in the Company or any other rights granting access by any means to common shares in the Company and
- suspend, if appropriate, the exercise of the rights attached to said securities for a maximum of three months,

**decide** that the Board may:

- at its own initiative and when it so deems appropriate, allocate the expenses, duties and fees incurred for the capital increases completed pursuant to the delegation in this resolution to the premiums related to these transactions and deduct from these premiums the amounts necessary to allocate one tenth of the new capital to the legal reserve after each transaction,

- reach any decision to list securities so issued on the regulated Euronext market in Paris and, in general,
- take all steps, conclude any agreements and complete any formalities necessary to successfully complete the proposed issue, as well as to finalize the resulting capital increase, and make the corresponding changes to the articles of incorporation and by-laws.

**decide** that this delegation cannot be used during a public offering of the shares of the Company.

**decide** that the delegation so made to the Board will be valid for a period of twenty-six (26) months after this meeting and will terminate any prior delegation with the same purpose.

This resolution collecting 5,291,115 votes, that is to say 98,4032% of the valid votes, was adopted

#### **NINETEENTH RESOLUTION**

*(Delegation of authority to be granted to the Board to increase capital by issuing common shares or equity securities without a preemptive subscription right for shareholders pursuant to an offer to qualified investors or a restricted group of investors as specified in Article L. 411-2 of the French Monetary and Finance Code)*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the special auditors' report,

in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and, in particular, Articles L. 225-129-2, L. 225-135, L. 225-135-1, L. 225-136, L. 228-91 and L. 228-92,

**delegate** to the Board the authority to decide to issue, in the proportions and at the times that it determines, one or several capital increases, in France or abroad, common shares in the Company or any securities (including any debt security) which grant access by any means to common shares in the Company or in any Company that would own directly or indirectly more than half of its capital, or in which the Company would own directly or indirectly more than half of its capital, such securities being issued in euros, in foreign currencies or in any monetary unit whatsoever calculated by reference to multiple currencies as per the decision of the board, and which liberation could be realized in cash, including receivables compensation, pursuant to an offer to qualified investors or a restricted group of investors as specified in Article L. 411-2\_(II)(2) of the French Monetary and Finance Code,

**decide** that the securities so issued may consist of debt securities, be associated to the issue of such securities or allow the issue thereof as intermediate securities,

**decide** to cancel the preemptive subscription right of shareholders for common shares or securities issued pursuant to this delegation,

**formally acknowledge** to the extent necessary that this delegation constitutes, by operation of law, an express waiver by the shareholders of their preemptive subscription right for the shares to which these securities grant a right in favor of the holders of any securities so issued,

**decide** that the total nominal value of the increases of stated capital that may be completed immediately and/or in the future pursuant to this delegation may not exceed €137,000 or, in any event, exceed the limits specified by applicable law as of the issue date (e.g., as of the date of this shareholders' meeting, the issue of capital securities completed in an offer specified in Article L.411-2(II) of the French Monetary and Finance Code is limited to 20% of the Company's capital per year, with said capital calculated as of the date of the decision by the Board of Directors to use this delegation), to which maximum amount will be added any additional value of shares to be issued to preserve, in accordance with legal or regulatory provisions and any applicable contractual provisions, the rights of the holders of securities granting access to said shares,

**decide** further that the nominal value of any capital increase that may be so completed will be included in the aggregate ceiling specified in the twenty-fifth resolution below,

**decide** that the total nominal value of the issues of securities representing receivables granting access to capital which might be so completed may not exceed €30,000,000 (or the equivalent of said amount in the event of an issue in another currency),

provided that:

- this amount will be increased, if appropriate, of any reimbursement of premium above par,
- this amount will be included in the aggregate ceiling specified in the twenty-fifth resolution below,
- this ceiling will not apply to the securities that could be issued or authorized by the Board of Directors pursuant to the Article L.228-40 of the French commercial code, and, for the other cases, under conditions that the Company would determine pursuant to the article L.228-36-A of the French commercial code.

**decide** that, if the subscriptions have not absorbed all of said issue, the Board may use, as provided for by law and sequence that it determines, one of the options provided for:

- limit the capital increase to subscriptions, provided that they reach at least three quarters of the initially approved issue,
- freely granted some or all of the non-subscribed securities issued among persons of its choice issued,

**decide** that the issue price of the shares and securities that may be issued pursuant to this delegation will be determined by the Board, in accordance with the provisions of Article L. 225-136-1° et R.225-36-A of the French Commercial Code and; e.g. as of this shareholders' meeting, will be no less than the weighted average price during the last three trading days preceding said determination, less, if appropriate, the discount authorized by law (i.e., currently, 5%) and corrected in the event of a difference in effective date, provided, however, that the issue price of equity securities will be equal to the amount immediately received by the Company plus any amount that may be subsequently received thereby, or, for each share issued as a result of the issue of these securities, no less than the issue price defined above,

**decide** that the Board will have all authority, with a right to further delegate as provided for by law, in order to implement this delegation, as provided for by law and the articles of incorporation and by-laws, to:

- determine the dates, conditions and procedures for any issue, as well as the form and characteristics of the shares or equity securities to be issued, with or without a premium,
- determine the amounts to be issued, the effective dates, which may be retroactive, for the shares or equity securities to be issued, the procedures to pay for them, as well as, if appropriate, the procedures to exercise exchange, conversion, repayment or grant rights in any other manner of capital or equity securities,
- make any adjustments required by law or regulation and, if appropriate, applicable contractual provisions, to protect the rights of the holders of equity securities in the Company and
- suspend, if appropriate, the exercise of the rights attached to said securities for a maximum of three months,

**decide** that the Board may:

- at its own initiative and when it so deems appropriate, allocate the expenses, duties and fees incurred for the capital increases completed pursuant to the delegation in this resolution to the premiums related to these transactions and deduct from these premiums the amounts necessary to allocate one tenth of the new capital to the legal reserve after each transaction,
- reach any decision to list securities so issued on the regulated Euronext market in Paris and, in general,
- take all steps, conclude any agreements and complete any formalities necessary to successfully complete the proposed issue, as well as to finalize the resulting capital increase, and make the corresponding changes to the articles of incorporation and by-laws.

**note** that this delegation, as it is not a general delegation of authority related to a capital increase without a preemptive subscription right but rather a delegation of authority related to an increase in stated capital through an issue without a preemptive subscription right by an offer specified in Article L. 411-2(II) of the French Monetary and Finance Code, does not have the same purpose as the eighteenth resolution of this meeting,

**formally acknowledge**, as a result, that this delegation does not deprive the eighteenth resolution of this meeting of effect and that its validity and term are not affected by this delegation.

**decide** that this delegation cannot be used during a public offering of the shares of the Company.

**specify** that the delegation so granted to the Board will be valid for twenty-six months after this meeting and will terminate any prior delegation with the same purpose

This resolution collecting 5,187,123 votes, that is to say 96,4691% of the valid votes, was adopted

#### **TWENTIETH RESOLUTION**

*Delegation to the Board to increase the number of securities to be issued in the event of a capital increase with or without a preemptive subscription right)*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the special auditors' report, in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-135 -1 and seq. L. 228-91 and L. 228-92 of the French Commercial Code,

**delegate** to the Board the authority to increase the number of shares or securities to be issued in the event of excess subscription demand for capital increases of the Company, with or without a preemptive subscription right, approved pursuant to the seventeenth, eightieth and nineteenth resolutions above, as specified in Article L. 225-135-1 and R. 225-118 of the French Commercial Code (i.e., as of the date hereof, within thirty days after the close of the subscription period, at the same price as that set for the initial issue and for up to 15% of the initial issue), with said shares granting the same rights as prior shares, depending on their effective date,

**specify** that the nominal value of any capital increase, with or without a preemptive subscription right, realized pursuant to the delegations granted under the seventh to the ninth resolutions above will be included in the aggregate ceiling specified in the twenty-fifth resolution below, to which will be added the amount any additional value of shares to be issued to preserve, in accordance with legal or regulatory provisions and any applicable contractual provisions, the rights of the holders of securities granting access to said shares,

**decide** that this delegation is given to the Board for twenty-six (26) months after this meeting and will terminate any prior delegation with the same purpose,

**decide** that the Board will have all authority, with a right to further delegate as provided for by law, to implement, as provided for by law and the articles of incorporation and by-laws, this delegation to:

- determine the dates, conditions and procedures for any issue, as well as the form and characteristics of the shares or equity securities to be issued, with or without a premium,
- determine the amounts to be issued, the effective dates, which may be retroactive, for the shares or equity securities to be issued, the procedures to pay for them, as well as, if appropriate, the procedures to exercise exchange, conversion, repayment or grant rights in any other manner of capital or equity securities,
- make any adjustments required by law or regulation and, if appropriate, applicable contractual provisions, to protect the rights of the holders of equity securities in the Company and
- suspend, if appropriate, the exercise of the rights attached to said securities for a maximum of three months,

**decide** that the Board may:

- at its own initiative and when it so deems appropriate, allocate the expenses, duties and fees incurred for the capital increases completed pursuant to the delegation in this resolution to the premiums related to these transactions and deduct from these premiums the amounts necessary to allocate one tenth of the new capital to the legal reserve after each transaction,
- reach any decision to list securities so issued on the regulated Euronext market in Paris and, in general,
- take all steps, conclude any agreements and complete any formalities necessary to successfully complete the proposed issue, as well as to finalize the resulting capital increase, and make the corresponding changes to the articles of incorporation and by-laws.

This resolution collecting 5,281,571 votes, that is to say 98,2257% of the valid votes, was adopted.

#### **TWENTY-FIRST RESOLUTION**

*(If shares or any equity securities without a preemptive subscription right for shareholders are issued, authorization to be granted to the Board to determine the issue price for up to 10% of stated capital and up to the limits specified by the shareholders)*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the special auditors' report,

**authorize** the Board, in accordance with the provisions of Articles L.225-136-1° of the French commercial code, with a right to further delegate, for 26 months after this meeting, for each of the issues approved pursuant to the delegations granted under the eighteenth and nineteenth resolutions above and for up to 10% of the Company's stated capital (as of the date of the transaction) per 12-month period, to derogate from the requirements for calculating the price specified in the aforementioned resolutions and determine the issue price of the common shares and/or securities granting access immediately or in the future to issued capital in accordance with the following procedures:

- the issue price of the common shares may not be less than the weighted average price over the last three trading preceding its determination, possibly less a maximum 20% discount, provided, however, that the issue price may not under any circumstances be less than the par value of a share of the Company on the issue date of the shares in question, being precized that, (i) in case of an issuance of securities giving access to the capital, the issue price of equity securities that should result from their exercise, their conversion or their exchange, will be, if appropriate, determined at the discretion of the Board, with a reference to a formula that he would have defined and that will apply after the issuance of the said securities (for example when exercised, converted or exchanged), in which case the maximal said discount could be appreciated, if required by the Board, to the date of the application of the said formula (and not at the date of the determination of the issue price) and (ii) that the issue price of equity securities giving access to the capital pursuant to the current resolution will be equal to the amount immediately received by the Company plus any amount that may be subsequently received thereby, or, for each share issued as a result of the issue of these securities, no less than the issue price defined above,
- the issue price of the equity securities must be calculated so that the amount immediately received by the Company, plus any amount that may be subsequently received thereby, is, for each share issued as a result of the issue of these securities, no less than the issue price specified the preceding paragraph,

**decide** that the Board will have all authority to implement this resolution as specified in the resolution pursuant to which the issue is approved,

**decide** that this delegation is given to the Board for twenty-six (26) months after this meeting and will terminate any prior delegation with the same purpose

This resolution collecting 5,225,554 votes, that is to say 97,1839% of the valid votes, was adopted

## **TWENTY-SECOND RESOLUTION**

*(Delegation of authority to the Board to issue ordinary shares and securities convertible into shares of the Company, in case of public offer with an exchange component initiated by the Company)*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the special auditors' report,

in accordance with the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-148, L. 228-91 and L. 228-92 of the French Commercial Code, hereby

**delegate** to the Board the authority to decide to issue, on one or more occasions, ordinary shares of the Company and/or securities granting access by any means, immediately and/or in the future, to common shares in the Company in remuneration for securities in a public offer with an exchange component initiated by the Company, in France or abroad, according to the rules in force in each country, on securities of another Company admitted

to trading on one of the markets referred to in the aforementioned Article L.225-148, with said shares granting the same rights as prior shares, depending on their effective date of entitlement,

**decide** that the securities so issued may consist of debt securities, be associated to the issue of such securities or allow the issue thereof as intermediate securities,

**decide**, as necessary, to remove from the shareholders' preferential subscription rights to the ordinary shares and securities to be issued, in favor of the bearers of these securities,

**take due note**, as necessary, that this delegation automatically entails the waiver by the shareholders of their preferential subscription rights to the shares to which these securities will grant access, in favor of the bearers of these securities should they so be issued,

**decide** that the total nominal amount of capital increases that may be carried out immediately and / or at a later date pursuant to this authorization may not exceed €8,000, to which must be added, if necessary, the amount of additional shares to be issued, in accordance with legal or regulatory provisions and, where applicable, relevant contractual provisions, the rights of the bearers of the securities or other rights granting access to capital,

further **decide** that the nominal amount of any capital increase likely to be thus carried out shall count towards the aggregate ceiling stipulated in the twenty-fifth resolution below,

**decide** to set at €30,000,000 (or the equivalent of said amount in the event of an issue in another currency) the maximum nominal amount of debt securities that may be issued pursuant to this delegation, on the understanding that:

- this amount shall be increased, if necessary, by any redemption premium above par,
- this amount shall be deducted from the aggregate ceiling stipulated in the twenty-fifth resolution below,
- this limit shall not apply to debt securities mentioned in the Articles L.228-40, L. 228-36-A et L.228-92 paragraph 3 of the French Code, which issuance has been decided or authorized by the Board in accordance with Article L.228-40 of the French Commercial Code or for the other cases, under conditions that the Company would determine pursuant to the article L.228-36-A of the French commercial code,

**decide** that delegation granted to the Board of Directors shall be valid for a period of twenty-six months from the date of this Shareholders' Meeting and terminate any prior delegation with the same object,

**decide** that the Board of Directors shall have full authorities to sub-delegate as provided by law, to implement the current delegation and in particular to:

- determine the list of securities tendered to the exchange as well as the nature and characteristics of the shares or securities convertible into shares to be issued, with or without a premium,
- set the terms of issue, the exchange ratio and, where applicable, the amount of the cash balance to be paid,
- determine the terms of the issue as part of, primarily in the case of a public exchange offer, an alternative bid purchase or exchange, including a public exchange offer or purchase in the alternative,
- duly note the number of shares tendered in the exchange,
- set the dividend entitlement date, which may be applied retroactively, for the shares or securities convertible into shares to be issued, their method of payment and, where appropriate, the terms of exercise of rights in exchange, conversion, redemption or award in any other way of shares or securities granting access to capital,
- assign, under liabilities, to the "share premium" account, on which the rights of all shareholders shall be based, the difference between the issue price of the new ordinary shares and their nominal value,
- make any adjustments required pursuant to legal or regulatory provisions and, where applicable, relevant to contractual provisions to protect the rights of the bearers of the securities and other rights granting access to the Company's capital and
- suspend, if necessary, the exercise of rights attached to these securities for a maximum period of three months,

**decide** that the Board of Directors may:

- at its sole discretion and when it deems appropriate, charge costs, rights and fees incurred on capital increases carried out pursuant to the delegation stipulated in this resolution, on the amount of premiums relating to these transactions and deduct from the amount of these premiums the necessary amounts to increase retained earnings to one tenth of the new capital, after each transaction,
- make any decision for the admission of shares and securities so issued to trading on the regulated market of Euronext Paris and, more generally,
- take all measures, enter into any commitment and complete all formalities required for the successful completion of the proposed issue, and for the purposes of rendering definitive the capital increase resulting therefrom, and to duly amend the bylaws,

This resolution collecting 5,266,002 votes, that is to say 97,9361% of the valid votes, was adopted

### **TWENTY-THIRD RESOLUTION**

*(Delegation of authority granted to the Board of Directors to decide the issuance of ordinary shares of the Company or any securities convertible into shares of the Company, immediately and / or at a later date, up to 10% of the capital to pay for contributions in kind of shares or securities convertible into shares of other companies outside a public exchange offer)*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the special auditors' report,

in accordance with the provisions of Article L. 225-147 of the French Commercial Code, hereby

**delegate** to the Board of Directors, its authorities to decide upon, based on the report of one or more auditors, the contributions, the issue, on one or more occasions, in the proportions and at the times it sees fit, of ordinary shares or securities, granting access by any means, immediately and / or at a later date, to ordinary shares of the Company, in exchange for contributions in kind to the Company and consisting of shares or securities granting access to the capital when the provisions of Article L. 225-148 of the French Commercial Code are not applicable, the said shares bestowing the same rights as former shares subject to their effective date of entitlement,

**decide** that the securities so issued may consist of debt securities, be associated with the issue of such securities or allow their issue as intermediate securities,

**decide**, as necessary, to remove from the shareholders' preferential subscription rights to the ordinary shares and securities to be issued, in favor of the bearers of these securities,

**take due note**, as necessary, that this delegation automatically entails, if applicable, the express waiver by the shareholders of their preferential subscription rights to the shares to which these securities shall grant access, in favor of the bearers of these securities,

**decide** that the total nominal amount of capital increases that may be carried out immediately and / or at a later date pursuant to this authorization may not exceed 10 % of the capital of the Company (as of the transaction date), to which must be added, if necessary, the amount of additional shares to be issued, in accordance with legal or regulatory provisions and, where applicable, relevant contractual provisions, the rights of shareholders' securities and other rights granting access to the capital, further,

**decide** that the nominal amount of any capital increase likely to be thus carried out shall count towards the aggregate ceiling stipulated in the twenty-fifth resolution below,

**decide** to fix at 30.000.000 euros (or the equivalent of said amount in the event of an issue in another currency) the maximum nominal amount of debt securities that may be issued pursuant to this delegation, on the understanding that:

- this amount shall be increased, if necessary, by any redemption premium above par,
- this amount shall be deducted from the aggregate ceiling stipulated in the twenty-fifth resolution below,

- this limit shall not apply to debt securities the issue of which has been decided or authorized by the Board in accordance with Article L.228-40 of the French Commercial Code and, for the other cases, under conditions that the Company would determine pursuant to the article L.228-36-A of the French commercial code,

**decide** that the delegation granted to the Board of Directors shall be valid for a period of twenty-six (26) months from the date of this Shareholders' Meeting and terminate any prior delegation with the same purpose,

**take due note** that the Board of Directors has full authorities to sub-delegate as provided by law, to approve the valuation of contributions, to decide and to note the completion of the capital increase remunerating the contribution transaction, to assign to the share premium, if any, all costs and fees incurred on the capital increase, to deduct from the contribution premium, if it deems fit, the necessary amounts for the endowment of retained earnings, to proceed with the corresponding amendments to the bylaws, to make any decision regarding the admission of shares and securities so issued to trading on the regulated market of Euronext Paris and more generally, to fulfil all duties incumbent upon it,

This resolution collecting 5,270,695 votes, that is to say 98,0234% of the valid votes, was adopted

#### **TWENTY-FOURTH RESOLUTION**

*(Delegation of authority to be granted to the Board to increase capital by issuing common shares or equity securities giving access to capital or giving access to securities representing receivables granting access to capital, without a preemptive subscription right for shareholders, in favor of a certain category of person within a specific equity financing program)*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the special auditors' report,

in accordance with the provisions of Articles L.225-129 and following articles of the French commercial code, and especially, of the articles L. 225-129-2, L-225-129-4, L. 225-135, L-225-138 and L. 228-91 and following,

**delegate** to the Board, with the possibility to delegate or sub-delegate in accordance with applicable law, the authority to decide to issue, in the proportions and at the times that it determines, one or several capital increases, in France or abroad, common shares in the Company or any securities (including any debt security) which grant access by any means to common shares in the Company or in any Company that would own directly or indirectly more than half of its capital, or in which the Company would own directly or indirectly more than half of its capital, such securities being issued in euros, in foreign currencies or in any monetary unit whatsoever calculated by reference to multiple currencies as per the decision of the board, and which liberation could be realized in cash, including receivables compensation,

**decide** that the securities so issued may consist of debt securities, be associated with the issuance of such securities or allow the issuance of hybrid securities,

**decide** to cancel the preemptive subscription right of shareholders on the ordinary shares and / or securities and / or all debt securities of the Company to be issued to the following category of people:

- any credit institution , any investment services or investment funds pledging to ensure the realization of any capital increases or other issues that may cause one or more term capital increases that may be carried under this delegation as part of the establishment of an equity financing line,

**formally acknowledge**, to the extent necessary, that this delegation constitutes, by operation of law, an express waiver by the shareholders of their preemptive subscription right for shares to which these securities grant a right in favor of the holders of any securities issued pursuant to this delegation,

**decide** that the total nominal value of the increases of stated capital that may be completed immediately and/or in the future

pursuant to this delegation may not exceed €68,000 or, in any event, exceed the limits specified by applicable law as of the issue date, to which will be added any additional value of shares to be issued to preserve, in

accordance with legal or regulatory provisions and any applicable contractual provisions, the rights of the holders of securities granting access to said shares

**decide** that the total nominal value of the issues of securities representing receivables granting access to capital which might be so completed may not exceed 30.000.000 euros (or the equivalent of said amount in the event of an issue in another currency) provided that:

- this amount will be increased, if appropriate, of any reimbursement of premium above par,
- this ceiling will not apply to the securities mentioned in the Articles L.228-40, L. 228-36-A et L.228-92 paragraph 3 of the French commercial code, which issuance would have been issued or authorized by the Board of Directors pursuant to the Article L.228-40 of the French commercial code, or in other situations, under the conditions that the Company would have determined pursuant to article L. 228-36-A of the French commercial code.

**decide** that the issue price of the shares and securities that may be issued pursuant to this delegation shall be determined by the board and will be no less than the weighted average price during the last three trading days preceding said determination, less, if appropriate, a discount maximum of 20%, corrected in the event of a difference in effective date, provided, however, (i) that, in case of an issuance of securities giving access to the capital, the issue price of equity securities that should result from their exercise, their conversion or their exchange, will be, if appropriate, determined at the discretion of the Board, with a reference to a formula that he would have defined and that will apply after the issuance of the said securities (for example when exercised, converted or exchanged), in which case the maximal said discount could be appreciated, if required by the Board, to the date of the application of the said formula (and not at the date of the determination of the issue price) (ii) the issue price of securities given access to the capital, if appropriate, issued as a result of the current resolution, will be such that, the total if appropriate received immediately by the Company, to which amount will be added the amount received when such securities would be exercised or converted, that is to say each share issued as a result of the issuance of these securities, would be at least equal to the amount defined above,

**decide** that the Board will have all authority, with a right to further delegate as provided for by law, in order to implement this delegation, as provided for by law and the articles of incorporation and by-laws, to:

- determine the amounts of the capital increase, the issue price (provided that it will be determined as detailed above) as well as the amount of the premium that could be, if appropriate, asked at the issuance,
- determine the dates, conditions and procedures for any issue, as well as the form and characteristics of the shares or equity securities to be issued,
- issued, the effective dates, which may be retroactive, for the shares or equity securities to be issued, the procedures to pay for them,
- determine the list of the beneficiaries within the above-mentioned category of people and the number of securities to be attributed to each of them;
- at its own initiative and when it so deems appropriate, allocate the expenses, duties and fees incurred for the capital increases completed pursuant to the delegation in this resolution to the premiums related to these transactions and deduct from these premiums the amounts necessary to allocate one tenth of the new capital to the legal reserve after each transaction,
- notice the realization of each capital increase and proceed to the correlative changes of the by-laws,
- in general, take any agreement, in particular to finalize the envisaged issuances, reach any decision and take any measures necessary to the issuance, to the listing and financial services for the securities so issued as well as the exercise of the rights attached,
- take any decision to list shares and securities so issued on any market on which the shares would be admitted for transactions,

**specify** that the delegation so granted to the Board will be valid for eighteen (18) months after this meeting and will terminate any prior delegation with the same purpose,

**acknowledge** that, in the event this authorization is used by the Board, the Board will report to the next ordinary general meeting in accordance with the law and regulation, of the use made of this authorization,

This resolution collecting 5,187,054 votes, that is to say 96,4679% of the valid votes, was adopted

#### **TWENTY-FIFTH RESOLUTION**

*(Aggregate limits on the issues completed pursuant to the seventeenth, eighteenth, nineteenth, twentieth, twenty-second, twenty-third, twenty-fourth and twenty-eight resolutions of the current meeting)*

The shareholders, voting pursuant to the quorum and majority requirements for special shareholders' meetings, Having familiarized themselves with the report of the Board of Directors and the extraordinary auditors' report,

**decide** that:

- the maximum aggregate nominal value of the capital increases that may be completed pursuant to the delegations granted in the seventh to seventeenth, eighteenth, nineteenth, twentieth, twenty-second, twenty-third, twenty-fourth and twenty-eight resolution below may not exceed €10,000, provided, however, that the additional value of the shares to be issued to preserve, in accordance with legal or regulatory provisions and, if appropriate, applicable contractual provisions, the rights of the holders of securities granting access to the shares will be added to this ceiling,
- the maximum aggregate par value of debt securities that may be issued pursuant to the delegations granted under the seventh to tenth, twelfth to fourteen above, and twenty-second resolutions resolution below is set at €30,000,000 (or the equivalent on the issue date of this amount in foreign currency or an accounting unit calculated by reference to multiple currencies) being precised that this ceiling will not apply to the securities mentioned in the Articles L.228-40, or for the other cases, under conditions that the Company would determine pursuant to the article L.228-36-A of the French commercial code.

This resolution collecting 5,375,867 votes, that is to say 99,9794% of the valid votes, was adopted

#### **TWENTY-SIXTH RESOLUTION**

*(Delegation of authority to the Board of Directors to increase the share capital by incorporation of premiums, reserves, profits or other)*

The shareholders, voting pursuant to the quorum and majority requirements from Article L.225-130 of the French Commercial Code,

having familiarized themselves with the report of the Board of Directors,

in accordance with the provisions of Articles L. 225-129, L. 225-129-2 and L. 225-130, of the French Commercial Code, hereby

**delegate** to the Board of Directors, sub-delegate as provided in the Act in accordance with the Law, the authority to decide to carry out one or more capital increases by incorporation of premiums, reserves, profits or other, the capitalization of which is legally and statutorily possible and through the issue of new bonus shares, increasing the nominal value of existing shares or a combination of these two processes, the said shares carrying the same rights as existing shares subject to their effective date of entitlement,

**decide** that the total nominal amount of share capital increases likely to be carried out immediately and / or at a future date may not exceed €100,000, to which must be added, where applicable, the additional amount of shares to be issued to preserve, in accordance with legal or regulatory provisions and, where applicable, relevant contractual provisions, the rights of the bearers of the securities and other rights granting access to shares, provided that this limit is set independently and separately from the aggregate ceiling stipulated in the twenty-fifth resolution above,

**decide** in accordance with the provisions of Article L. 225-130 of the French Commercial Code, in the event that the Board of Directors avails of this delegation, that fractional shares shall not be negotiable and that the corresponding shares shall be sold, the proceeds of the sale being allocated to the holders of the rights within the period prescribed by the regulations,

**decide** that the delegation granted to the Board of Directors shall be valid for a period of twenty-six (26) months from the date of this Shareholders' Meeting and terminate any prior delegation with the same purpose,

This resolution collecting 5,375,566 votes, that is to say 99,9738% of the valid votes, was adopted

#### **TWENTY-SEVENTH RESOLUTION**

*(Delegation of authority to be granted to the Board to issue and grant warrants to (i) members and observers of the Board of the Company who held office on the warrant grant date who are not employees or officers of the Company or one of its subsidiaries, (ii) persons who have signed a services or consultancy contract with the Company, or (iii) members of any committee that the Board of Directors decides to create who are not employees or officers of the Company or one of its subsidiaries)*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the auditors' report,

**delegate** to the Board the authority to grant a maximum of 100,000 common warrants (bons de souscription d'actions ordinaires or "BSA") each granting a right to subscribe for a common share of the Company with a par value of €0.10,

being precised that this number will be included in the aggregate ceiling specified in the fifth resolution,

**decide** that the issue price of a BSA will be determined by the Board on the issue date of said BSA depending on the characteristics thereof and may not, in any event, be less than 5% of the weighted average prices over the last fifth (5) trading days on the regulated Euronext Paris market preceding the date of the said attribution of the BSA by the Board,

**decide**, for these BSA, to cancel the preemptive subscription right of shareholders as said BSA can only be granted to the following category of beneficiaries: (i) members of the Board of Directors of the Company in office as of the BSA grant date who are not employees or officers of the Company or one of its subsidiaries, (ii) persons who have signed a services or consultancy contract with the Company, or (iii) members of any committee that the Board of Directors creates who are not employees or officers of the Company or one of its subsidiaries, (the "Beneficiaries"),

**decide**, in accordance with the provisions of Article L. 225-138-I of the French Commercial Code, to delegate to the Board the decision to determine the Beneficiaries and the number of BSA to be granted to each Beneficiary so selected,

**authorize** the Board, as a result, subject to the foregoing limits, to issue and grant BSA to each Beneficiary on one or more occasions,

**decide** to delegate to the Board, for each Beneficiary, the determination of the BSA exercise conditions and procedures and, in particular, the BSA issue price, the Exercise Price (premium included) of the share to which BSA will provide ("the Subscription Price"), as fixed by the Board in the above mentioned conditions, and the BSA exercise timetable, provided, however, that they must be exercised no later than ten (10) years after their issue and that BSA that have not been exercised after the expiration of this ten (10) year period will automatically become null and void,

**decide** that each BSA will permit the exercise, to the conditions defined below, of one ordinary share of a nominal value of 0.10 euros to a subscription price determined by the Board at the date of the attribution of the said BSA as followed:

for so long as that the Company's shares are traded on a securities market or exchange, the Exercise Price, which will be determined by the Board when BSA are granted, may not be less than highest value of the two values:

- (a) the trading price at the closing of the regulated market the day before the attribution of the said BSA,
- (b) the weighted average price over the last 20 trading days preceding the date said BSA are granted by the Board.

being said that, to determine the exercise price of an ordinary share on exercise of a BSA, the Board will not take into account capital increase resulting from the exercise of BSPCE, stock options or option plan as free shares,

**decide** that the common shares so subscribed for must be fully paid for upon subscription, either by payment in cash or by offset against liquid, due and payable receivables,

**decide** that the new shares issued to the Beneficiary upon exercise of his BSA will be subject to all provisions of the articles and by-laws and will have an effective date of the first day of the fiscal year during which they were issued,

**decide** that the BSA will be transferable. They will be issued in registered form and be registered in an account,

**decide** that the issuance of 100,000 shares of a nominal value of 0,10 euro each , maximum of which these shares will give,

**specify** that, under Articles L. 228-91 and L. 225-132 of the French Commercial Code, this decision constitutes a waiver by the shareholders of their preemptive subscription right for the common shares to which BSA grant a right in favor of BSA holders,

**recall** that, pursuant to Article L. 228-98 of the French Commercial Code:

- in the event of a capital reduction due to losses completed by reducing the number of the shares, the rights of BSA holders with respect to the number of shares to be received upon exercise of BSA will be reduced as a result as if said holders had been shareholders on the BSA issue date;
- in the event of a capital reduction due to losses by reducing share par value, the subscription price for the shares to which BSA grant a right will remain unchanged and the issue premium will be increased by the amount par value is reduced;

**decide** further that:

- in the event of capital reduction not due to losses by reducing share par value, the subscription price for the shares to which BSA grant a right will be reduced by a like amount;
- in the event of capital reduction not due to losses by reducing the number of the shares, BSA holders, if they exercise their BSA, may request that their shares be purchased under the same conditions as if they had been shareholders when the Company purchased its own shares,

**decide**, as provided for in Article L. 228-98 of the French Commercial Code, that the Company is authorized, without having to request an authorization from BSA holders, to change its form and corporate purpose,

**recall** that, pursuant to the provisions of Article L. 228-98 of the French Commercial Code, the Company may not change the rules for allocating its income, amortize its capital or create preferred shares which result in such a change or amortization other than may be authorized as specified in Article L. 228-103 of the French Commercial Code, subject to creating the provisions necessary to continue the rights of equity securities holders as specified in Article L. 228-99 of the French Commercial Code or an issue contract,

**authorize** the Company to require BSA holders to purchase or redeem their rights as specified in Article L. 208-102 of the French Commercial Code,

**decide** that, if an adjustment must be made as provided for in Article L. 228-99 3 of the French Commercial Code, it must be made by applying the method specified in Article R. 228-91 of the French Commercial Code, provided, however, that the value of the preemptive subscription right and the value of the share prior to being separated from the subscription right will be, if necessary, determined by the Board based on the subscription, exchange or sale price per share selected when the most recent transaction involving the Company's equity (capital increase, securities contribution, share sale, etc.) was completed during the six (6) months prior to said Board meeting, or, if there was no such transaction during said period, based on any other financial parameter which seems appropriate to the Board (which must be validated by the Company's auditor),

**decide** to grant all authority to the Board of Directors to implement this resolution, and in particular, to:

- issue and grant BSA and determine the conditions for the exercise and final BSA procedures, including the exercise timetable, in accordance with the provisions and up to the limits specified in this resolution;
- determine the identity of the BSA Beneficiaries and the number of BSA to be granted to each of them;
- determine the price of the share which may be subscribed for upon BSA exercise as described above;
- formally acknowledge the number of common shares issued as a result of BSA exercise, complete the formalities resulting from the corresponding capital increases and make the corresponding changes to the articles of incorporation and by-laws;
- take all steps to protect BSA holders if a financial transaction takes place that affects the Company in accordance with applicable laws and regulations;
- in general, take any steps and complete any formalities necessary for to this issue,

**set** at eighteen (18) months the validity of this delegation from the present date and terminates any prior authorization with the same purpose.

This resolution collecting 5,271,594 votes, that is to say 98,0401% of the valid votes, was adopted

#### **TWENTY-EIGHT RESOLUTION**

*(Delegation to be granted to the Board to increase stated capital by issuing shares and equity securities in the Company to the employees who participate in a corporate savings plan)*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board and the special report of the auditor,

in accordance with, inter alia, first, the provisions of Articles L. 225-129 et seq. and L. 225-138-1 of the French Commercial Code and, second, of Articles L. 3332-1 et seq. of the French Labor Code,

**delegate** to the Board the authority to decide to issue, on one or more occasions, in the proportions and at the times that it determines, common shares or securities granting a right by any means, immediately and/or in the future, to common shares in the Company reserved for participants in the corporate savings plan of the Company or, if appropriate, of the French or foreign companies which are affiliated with it as defined in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code (the "Adocia Group"),

**decide** that the total nominal value of the capital increases that may be completed pursuant to this resolution may not exceed €20,000, to which maximum value will be added, if appropriate, the additional value of the shares to be issued to preserve the rights of the holders of securities granting access to the shares in accordance with legal or regulatory provisions and any applicable contractual provisions,

**set** the term of validity of the delegation covered by this resolution at eighteen months from the date of this meeting, **specify** to the extent necessary that this delegation supersedes any prior delegation on the same subject,

**decide that** the exercise price of the shares or securities giving access to the capital will be determined by the board of directors in the conditions planned in the article L. 3332-19 of the French commercial code and cannot be neither above the average of the twenty average trading days preceding the day of the decision of the board of directors to set the opening date of the subscription, nor below 20 % of this average or 30 % when the duration of unavailability planned by the plan in application of articles L. 3332-25 and L. 3332-26 of the commercial law is superior or equal to ten years,

**decide** to cancel the preemptive subscription right of shareholders for shares or securities granting access by any means, immediately and/or in the future, to the common shares to be issued in favor of participants in a corporate saving plan,

**decide** that the Board will have all authority to implement this delegation, with a right to further delegate as provided for by law and under the conditions specified above, to, in particular:

decide that the subscriptions may be completed directly or through a corporate mutual fund (fonds communs de placement d'entreprise) or any other structure or entity allowed under applicable law or regulation,

determine the dates, conditions and procedures for the issues which will be completed pursuant to this resolution, and, in particular, determine the subscription opening and closing dates, the effective dates, procedures to pay for the shares and other equity securities in the Company, and grant extensions for payment for the shares and, if appropriate, other equity securities in the Company,

request that the securities created be listed on a stock exchange, formally acknowledge completion of the capital increases up to the value of the shares which are actually subscribed for and correspondingly amend the articles of incorporation and by-laws, complete, either itself or through an agent, all actions and formalities to finalize the capital increases, allocate, if appropriate, the expenses for capital increases to the premiums related to these increases and deduct from said amount the amounts necessary to increase the legal reserve to one tenth of the new stated capital after each increase.

This resolution collecting 540,565 votes, that is to say 10,0533 % of the valid votes, was rejected.

The agenda being exhausted and nobody asking for the right to speak any more, the President declares the session terminated.

Of all that above, the present report was established, and was signed by the members of the office after reading.

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**President**

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**Secretary**

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**Scrutineer**

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**Scrutineer**