

**ABIVAX**

A French *Société Anonyme* (corporation) with a capital of €792,911.88  
Registered office: 7-11, boulevard Haussmann  
75009 Paris (France)  
Paris Trade and Companies Registry No. 799 363 718  
(the "**Company**")

**TEXT OF RESOLUTIONS SUBMITTED TO THE ANNUAL ORDINARY AND EXTRAORDINARY GENERAL  
SHAREHOLDERS' MEETING ON MAY 11, 2026**

**AGENDA**

***Resolutions submitted to the Ordinary General Shareholders' Meeting:***

- Reports of the Board of Directors and the Statutory Auditor,
- Approval of the Company's financial statements for the financial year ended 31 December 2025 (1<sup>st</sup> resolution),
- Approval of the Company's consolidated financial statements for the financial year ended 31 December 2025 (2<sup>nd</sup> resolution),
- Allocation of the income for the financial year ended 31 December 2025 (3<sup>rd</sup> resolution),
- Approval of the agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code (*Code de commerce*) (4<sup>th</sup> resolution),
- Renewal of a Director's term of office (Sylvie Grégoire) (5<sup>th</sup> resolution),
- Renewal of a Director's term of office (June Lee) (6<sup>th</sup> resolution),
- Renewal of a Director's term of office (Troy Ignelzi) (7<sup>th</sup> resolution),
- Approval of the compensation items mentioned in Article L. 22-10-9 I of the French Commercial Code, pursuant to Article L. 22-10-34 of the French Commercial Code (8<sup>th</sup> resolution),
- Approval of the compensation items paid during, or allocated for, the financial year 2025 to Ms. Sylvie Grégoire as Chair of the Board of Directors (9<sup>th</sup> resolution),
- Approval of the compensation items paid during, or allocated for, the financial year 2025 to Mr. Marc de Garidel as Chief Executive Officer (10<sup>th</sup> resolution),
- Approval of the information on corporate officers' compensation included in the corporate governance report and referred to in Article L.22-10-9 I. of the French Commercial Code (11<sup>th</sup> resolution),
- Approval of the compensation policy applicable to the Chair of the Board of Directors (12<sup>th</sup> resolution),
- Approval of the compensation policy applicable to the Chief Executive Officer (13<sup>th</sup> resolution),
- Approval of the compensation policy applicable to the Board members (14<sup>th</sup> resolution),
- Authorization to be granted to the Board to purchase the Company's own shares (15<sup>th</sup> resolution),

***Resolutions submitted to the Extraordinary General Shareholders' Meeting:***

- Authorization to the Board of Directors to reduce share capital by cancelling treasury shares (16<sup>th</sup> resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares, equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or securities giving access to equity securities, maintaining preferential subscription rights (17<sup>th</sup> resolution),

- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares, equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or securities giving access to equity securities, with cancellation of the preferential subscription rights by way of an offer to the public, and with the ability to confer a right of priority (18<sup>th</sup> resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares, equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or securities giving access to equity securities, with cancellation of the preferential subscription rights in favor of a specific category of persons (19<sup>th</sup> resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase, within the limit of 30% of the share capital per year, by issuing shares, equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities and/or securities conferring access to equity securities, with cancellation of the preferential subscription rights by way of a public offer to qualified investors or a restricted group of investors, within the meaning of Article L. 411-2, paragraph 1<sup>o</sup>, of the French Monetary and Financial Code (*Code monétaire et financier*) (20<sup>th</sup> resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares, equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities and/or securities conferring access to equity securities, with cancellation of the preferential subscription rights in favor of certain categories of investors within the framework of an equity financing agreement in the United States stock market known as an “At-The-Market” or “ATM Program” (21<sup>st</sup> resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares, equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or securities giving access to equity securities, with cancellation of the preferential subscription rights in favor of designated beneficiaries (22<sup>nd</sup> resolution),
- Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights (23<sup>rd</sup> resolution),
- Delegation of authority to the Board of Directors to increase capital by capitalizing premiums, reserves, profits or other items (24<sup>th</sup> resolution),
- Delegation of authority to the Board of Directors to issue shares and securities leading to a capital increase in consideration of non-cash contributions (25<sup>th</sup> resolution),
- Delegation of authority to the Board of Directors to issue shares and securities entailing a capital increase in the event of a public exchange offer initiated by the Company (26<sup>th</sup> resolution),
- Setting of the overall limits on the amount of the issues carried out pursuant to the delegations granted (27<sup>th</sup> resolution),
- Authorization to the Board of Directors to grant share subscription and/or purchase options ("**Options**"), with cancellation of the shareholders' preferential subscription rights in favor of a specific category of persons (28<sup>th</sup> resolution),
- Delegation of authority to the Board of Directors to issue and allot ordinary share warrants ("**Warrants**"), with cancellation of the shareholders' preferential subscription rights in favor of a specific category of persons (29<sup>th</sup> resolution),
- Authorization to the Board of Directors to grant free shares, whether existing or to be issued ("**Free Shares**"), with cancellation of the shareholders' preferential subscription rights in favor of a specific category of persons (30<sup>th</sup> resolution),
- Setting of the overall limits on the amount of the issues carried out pursuant to the authorizations to grant Options and Free Shares and the delegations of authority in order to issue Warrants (31<sup>st</sup> resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares or securities conferring access to the Company's capital restricted to members of a company savings plan, with cancellation of the shareholders' preferential subscription rights in favor thereof (32<sup>nd</sup> resolution),

**Resolutions submitted to the Ordinary General Shareholders' Meeting:**

- Powers for formalities (33<sup>rd</sup> resolution).

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<i>Resolutions submitted to the Ordinary General Meeting</i>
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**FIRST RESOLUTION**

APPROVAL OF THE COMPANY'S FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31  
DECEMBER 2025

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings,

After having reviewed the reports of (i) the Board of Directors and (ii) the Statutory Auditors,

**Approves** the corporate accounts, namely the balance sheet, the profit and loss account and the notes as of 31 December 2025 as presented to it, as well as the transactions reflected in these accounts and summarized in those reports,

**Acknowledges** that no expenditure under Article 39-4 of the General Tax Code has been recorded in the accounts for the financial year.

**SECOND RESOLUTION**

APPROVAL OF THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR  
ENDED 31 DECEMBER 2025

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings,

After having reviewed the reports of (i) the Board of Directors and (ii) the Statutory Auditors,

**Approves** the consolidated financial statements for the financial year ended 31 December 2025 as presented to it, as well as the transactions reflected in these accounts and summarized in those reports.

**THIRD RESOLUTION**

ALLOCATION OF THE INCOME FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings,

After having reviewed the reports of (i) the Board of Directors and (ii) the Statutory Auditors,

**Approves** the proposal of the Board of Directors and, after noting that the accounts for the financial period show a loss of EUR 301,306,563.92, decides to allocate it as follows:

- Loss ..... EUR 301,306,563.92

In full to the "Carry Forward" account,

**Notes** that no dividend distribution has been made for the previous three financial years.

#### **FOURTH RESOLUTION**

APPROVAL OF THE AGREEMENTS REFERRED TO IN ARTICLES L. 225-38 ET SEQ. OF THE FRENCH COMMERCIAL CODE

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings,

After having reviewed the Statutory Auditor's report on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code and ruling on this report,

**Approves** the terms of this report,

**Notes** that no new agreements were concluded during the past financial year.

#### **FIFTH RESOLUTION**

RENEWAL OF A DIRECTOR'S TERM OF OFFICE (SYLVIE GRÉGOIRE)

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings,

Noting that the term of office as Director of Ms. Sylvie Grégoire expires at the close of this General Meeting,

**Resolves** to renew this appointment for a term of four years, until the close of the General Meeting to be held in 2030 to approve the financial statements for the year ended 31 December 2029.

#### **SIXTH RESOLUTION**

RENEWAL OF A DIRECTOR'S TERM OF OFFICE (JUNE LEE)

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings,

Having noted that the term of office as Director of Ms. June Lee expires at the close of this General Meeting,

**Resolves** to renew this appointment for a term of four years, until the close of the General Meeting to be held in 2030 to approve the financial statements for the year ended 31 December 2029.

#### **SEVENTH RESOLUTION**

RENEWAL OF A DIRECTOR'S TERM OF OFFICE (Troy Ignelzi)

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings,

Having noted that the term of office as Director of Mr. Troy Ignelzi expires at the close of this General Meeting,

**Resolves** to renew this appointment for a term of four years, until the close of the General Meeting to be held in 2030 to approve the financial statements for the year ended 31 December 2029.

### **EIGHTH RESOLUTION**

APPROVAL OF THE COMPENSATION ITEMS MENTIONED IN ARTICLE L. 22-10-9 I OF THE FRENCH COMMERCIAL CODE, PURSUANT TO ARTICLE L. 22-10-34 OF THE FRENCH COMMERCIAL CODE

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings,

After having reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code as incorporated into the Company's universal registration document 2026,

**Approves**, pursuant to Article L. 22-10-34 of the French Commercial Code, the information referred to in Article L. 22-10-9 I of the French Commercial Code, as presented.

### **NINTH RESOLUTION**

APPROVAL OF THE COMPENSATION ITEMS PAID DURING, OR ALLOCATED FOR, THE FINANCIAL YEAR 2025 TO MS. SYLVIE GRÉGOIRE AS CHAIR OF THE BOARD OF DIRECTORS

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings,

After having reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code as incorporated into the Company's universal registration document for 2026,

**Approves**, pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable, and exceptional items composing the total compensation and benefits of any kind paid or awarded during the financial year ended December 31, 2025, to Ms. Sylvie Grégoire due to her mandate as Chair of the Board of Directors, as presented in the Company's universal registration document for 2026, Chapter 3, Section 3, and as determined by the Board of Directors in accordance with the principles and criteria approved by the Company's General Meeting of Shareholders on June 6, 2025, under its 16th resolution.

### **TENTH RESOLUTION**

APPROVAL OF THE COMPENSATION ITEMS PAID DURING, OR ALLOCATED FOR, THE FINANCIAL YEAR 2025 TO MR. MARC DE GARIDEL AS CHIEF EXECUTIVE OFFICER

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings,

After having reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code as incorporated into the Company's universal registration document 2026,

**Approves**, pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable, and exceptional components of the total compensation and benefits of any kind paid or awarded during the financial year ended December 31, 2025, to Mr. Marc de Garidel due to his mandate as Chief Executive Officer, as presented in the Company's universal registration document for 2026, Chapter 3, Section 3, and as determined by the Board of Directors in accordance with the principles and criteria approved by the Company's General Meeting of Shareholders on June 6, 2025, under its 17<sup>th</sup> resolution.

### **ELEVENTH RESOLUTION**

APPROVAL OF THE INFORMATION ON CORPORATE OFFICERS' COMPENSATION INCLUDED IN THE CORPORATE GOVERNANCE REPORT AND REFERRED TO IN ARTICLE L.22-10-9 I. OF THE FRENCH COMMERCIAL CODE

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings,

After having reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code as incorporated into the Company's universal registration document 2026,

**Approves**, pursuant to article L.22-10-34 I. of the French Commercial Code, the information mentioned in Article L22-10-9 I. of the French Commercial Code, as presented in the Company's universal registration document 2026, Chapter 3, Section 3.

**TWELFTH RESOLUTION**

APPROVAL OF THE COMPENSATION POLICY APPLICABLE TO THE CHAIR OF THE BOARD OF DIRECTORS

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings,

After having reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code as incorporated into the Company's universal registration document 2026,

**Approves**, pursuant to Article L. 22-10-8 II of the French Commercial Code, the remuneration policy of the Chair of the Board of Directors, including the policy common to all corporate officers and the provisions specific to her, contained therein, as presented in the Company's universal registration document 2026, Chapter 3, Section 3.

**THIRTEENTH RESOLUTION**

APPROVAL OF THE COMPENSATION POLICY APPLICABLE TO THE CHIEF EXECUTIVE OFFICER

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings,

After having reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code as incorporated into the Company's universal registration document 2026,

**Approves**, pursuant to Article L. 22-10-8 II of the French Commercial Code, the compensation policy of the Chief Executive Officer, including the policy common to all corporate officers and the provisions specific to him, contained therein, as presented in the Company's universal registration document 2026, Chapter 3, Section 3.

**FOURTEENTH RESOLUTION**

APPROVAL OF THE COMPENSATION POLICY APPLICABLE TO THE BOARD MEMBERS

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings,

After having reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code as incorporated into the Company's universal registration document 2026,

**Approves**, pursuant to Article L. 22-10-8 of the French Commercial Code, the compensation policy for directors, including the policy common to all corporate officers and the provisions specific to them, contained therein, as presented in the Company's universal registration document 2026, Chapter 3, Section 3.

## FIFTEENTH RESOLUTION

AUTHORIZATION TO BE GRANTED TO THE BOARD TO PURCHASE THE COMPANY'S OWN SHARES

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings,

After having reviewed the report of the Board of Directors,

In accordance with Article L. 22-10-62 of the French Commercial Code,

**Authorizes** the Board of Directors, with the option of delegation to the Chief Executive Officer, to acquire a number of shares of the Company that may not exceed 10% of the total number of shares making up the share capital on the date of redemption by the Company; it being specified that when the shares are purchased under a liquidity contract, the number of shares taken into account in the calculation of the 10% limit corresponds to the number of shares purchased after deduction of the number of shares resold during the duration of the authorization;

**Decides** that the acquisition of these shares may be carried out by any means compatible with the legal provisions and regulations in force and at such times as the Board of Directors may determine, and that any shares acquired may be transferred or transferred by any means in accordance with the legal provisions in force;

**Decides** that the maximum unit purchase price of the shares shall not exceed 300 euros (excluding acquisition costs), subject to adjustments to take into account the impact of new transactions on the Company's capital, in particular changes in the par value of the share, capital increases by incorporation of reserves, free allocation of shares, division or consolidation of securities, distribution of reserves or any other assets, amortization of capital, or any other operation relating to equity, within the limit of a maximum amount that may be paid by the Company under this authorization equal to 2,378,735,400 euros;

**Decides** that this authorization to operate on the Company's own shares is granted for the purpose of allowing:

- the animation and liquidity of the Company's securities through an investment services provider acting independently within the framework of a liquidity contract in accordance with the practice accepted by the regulations; and/or
- to honor obligations related to stock option programs, free share grants, employee savings plans or other share allocations to employees and officers of the Company or related companies; and/or
- the delivery of shares on the occasion of the exercise of rights attached to transferable securities giving access to capital; and/or
- the cancellation of all or part of the securities thus repurchased, subject to the adoption by the Extraordinary General Meeting of the 16<sup>th</sup> resolution below and in the terms indicated therein; and/or
- the retention of shares and their subsequent delivery in payment or exchange in the context of a merger, division or contribution operation; and/or
- the realization of any operation in accordance with the regulations in force; or
- more generally, to operate any purpose that would be authorized by law or any market practice that would be accepted by the market authorities, it being specified that, in such a case, the Company would inform its shareholders by way of a press release;

**Decides** that the number of shares acquired by the Company with a view to their retention and subsequent delivery in payment or exchange as part of a merger, division or contribution operation may not exceed 5% of its share capital;

**Decides** that the transactions referred to in this resolution may be carried out at any time, including during a public offering period for the Company's securities;

**Decides** that the Board of Directors shall have full powers to implement this authorization, with the option of delegation under the conditions provided for by law, in particular to judge the advisability of launching a buyback program and determine its modalities, to place all stock exchange orders, to sign all deeds of assignment or transfer, enter into all agreements, liquidity contracts, option contracts, make all declarations to the AMF and any other regulatory or entity, and all necessary formalities, in particular allocate or reallocate the shares acquired to the various formalities, and, in general, do everything necessary;

**Decides** that this delegation of authority shall be valid for a period of eighteen (18) months from the date of this general meeting;

**Decides** that this delegation of authority supersedes, to the extent of the unused portion where applicable, any previous delegation of authority for the same purpose.

<i>Resolutions submitted to the Extraordinary General Meeting</i>
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**SIXTEENTH RESOLUTION**

AUTHORIZATION TO THE BOARD OF DIRECTORS TO REDUCE SHARE CAPITAL BY CANCELLING  
TREASURY SHARES

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors,

Subject to the adoption of the 15<sup>th</sup> resolution above,

**Authorizes** the Board of Directors, in accordance with Article L. 22-10-62 of the French Commercial Code, to cancel, in one or more instalments, within the maximum limit of 10% of the amount of the share capital, per period of twenty-four (24) months, all or part of the shares acquired by the Company and to proceed, accordingly, to a reduction of the share capital, it being specified that this limit applies to an amount of share capital that will, if necessary, be adjusted to take into account the operations that would affect it after the date of this meeting;

**Decides** that any excess of the purchase price of the shares over their nominal value shall be set off against the items of premiums for share issue, merger or contribution or against any available reserve item, including the legal reserve, provided that it does not become less than 10% of the share capital of the Company after completion of the share capital reduction;

**Confers** full powers on the Board of Directors to reduce share capital by cancelling the shares, to decide on the final amount of the capital reduction, to set the terms and determine its realization, to set off the difference between the book value of the cancelled shares and their nominal amount against all available reserve items and bonuses and, more generally, to carry out all acts, formalities or declarations with a view to making definitive the capital reduction or reductions that may be carried out under this authorization and in order to amend the Company's articles of association accordingly;

**Decides** that the transactions covered by this resolution may be carried out at any time, including during the period of a tender offer for the Company's shares;

**Decides** that this delegation of authority shall be valid for a period of eighteen (18) months from the date of this general meeting;

**Decides** that this delegation of authority supersedes, to the extent of the unused portion where applicable, any previous delegation of authority for the same purpose.

## SEVENTEENTH RESOLUTION

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO CARRY OUT A CAPITAL INCREASE BY ISSUING SHARES, EQUITY SECURITIES GIVING ACCESS TO OTHER EQUITY SECURITIES OR GIVING THE RIGHT TO THE ALLOCATION OF DEBT SECURITIES AND/OR SECURITIES GIVING ACCESS TO EQUITY SECURITIES, MAINTAINING PREFERENTIAL SUBSCRIPTION RIGHTS

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors, In accordance with Articles L. 225-129 to L. 225-129-6, L. 225-132, L. 225-133, L. 225-134, L. 228-91 et seq. of the French Commercial Code,

**Delegates** to the Board of Directors its competence, with the option of subdelegation under legal and regulatory conditions, to decide to increase the share capital, in one or more instalments, in France or abroad, in the proportion and at the times it will appreciate, in euros, foreign currencies or units of account fixed by reference to several currencies, by issuing:

- ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),
- and/or ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts) to which are attached securities giving entitlement to the allocation of other ordinary shares (where applicable, represented by American Depositary Shares or American Depositary Receipts) or debt securities,
- and/or securities giving access to ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),

which may be paid up in cash, including by offsetting claims, while retaining the right of pre-emptive subscription,

**Specifies**, for all necessary purposes, that issues of preference shares and of securities conferring access to preference shares are expressly excluded from this delegation of authority;

**Delegates** to the Board of Directors its authority to decide to issue securities conferring access to capital of companies in which the Company directly or indirectly owns more than half of the capital;

**Decides** that the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority shall be €750,000 (or the equivalent value of that amount in the event of an issue in another currency) (representing, on the basis of the current nominal value of the Company's shares, equal to €0.01, a maximum amount of 75,000,000 shares), it being specified that:

- the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority shall be applied against the overall limit provided for in the 27<sup>th</sup> resolution;
- the nominal value of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of the holders of securities and other rights conferring access to capital will be added to such overall limit, where applicable;

**Decides** that the maximum nominal amount of debt securities that may be issued pursuant to this delegation of authority is set at €2,000,000,000 (or the equivalent value of that amount in the event of an issue in another currency), it being specified that:

- this amount shall be applied against the overall limit provided for in the 27<sup>th</sup> resolution;
- this amount shall be increased, if applicable, by any redemption premium above par; and

- this overall limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code that the Board of Directors decides to issue or of which it authorizes the issue, in accordance with Article L. 228-40 of the French Commercial Code or, in the other cases, under the conditions that the Company may determine in accordance with the provisions of Article L. 228-36-A of the French Commercial Code;

**Decides**, in the event that the Board of Directors uses this delegation of authority, that:

- the issue(s) shall be first restricted to shareholders who may subscribe by way of right in proportion to the number of shares they own at the time;
- the Board of Directors may, in accordance with Article L. 225-133 of the French Commercial Code, allot any excess equity securities not subscribed by shareholders pursuant to their preferential subscription rights to shareholders who have subscribed for a higher number of shares than that which they were entitled to subscribe pursuant to their preferential subscription right, in proportion to the subscription rights they hold and within the limit of their requests;
- in accordance with Article L. 225-134 of the French Commercial Code, if the capital increase has not been fully subscribed through subscriptions for shares to which the shareholders are entitled pursuant to their preferential subscription rights and, if applicable, for any excess shares, the Board of Directors shall be entitled to use the various rights provided by law, in any order in its discretion, including offering shares to the public in France and/or abroad;

**Decides** that the issues of warrants for subscription of the Company's shares may be carried out by an offer of subscription but also by a free grant to the holders of existing shares;

**Decides** that, in case of a free allotment of share warrants, the Board of Directors will have the possibility to decide that the fractional allotment rights will not be negotiable and the corresponding securities will be sold;

**Acknowledges** that this delegation of authority automatically entails waiver by the shareholders of their preferential subscription right to the ordinary shares of the Company to which the securities that would be issued on the basis of this delegation grant entitlement;

**Decides** that the transactions covered by this resolution may be carried out at any time, including during the period of a tender offer for the Company's shares;

**Decides** that the Board of Directors shall have full powers to implement this delegation of authority, with the right to sub-delegate its authority to the Chief Executive Officer, within the limits and subject to the conditions specified above and, in particular, to:

- set the amount of the issue(s) to be made pursuant to this delegation of authority and, in particular, to determine the issue price, dates, period and terms and conditions for the subscription, paying up, delivery and effective date of the securities, within the statutory and regulatory limits in force;
- determine, if applicable, the terms and conditions for exercising the rights attached to the shares or securities conferring access to capital to be issued, and set the terms and conditions for exercising, if applicable, conversion, exchange and redemption rights in particular, including by delivering assets of the Company, such as securities already issued by the Company;
- collect the subscriptions and the corresponding payments, and certify the completion of the capital increases for the number of shares that will be subscribed and make the corresponding amendment to the articles of incorporation;
- in its sole discretion, set off the expenses of the capital increase(s) against the amount of the issue premium(s) associated therewith, and deduct from such amount the sums necessary to increase the legal reserve fund to one-tenth of the new amount of share capital after each capital increase;
- enter into any agreement, in particular with a view to successful completion of any issue, to make the above-mentioned issues, on one or more occasions, in the amounts and at the times it considers appropriate, in France and/or, where applicable, abroad;

- decide and make all adjustments to take into account the impact of transactions on the Company's capital, in particular changes to the par value of the share, capital increases by capitalizing reserves, allotments of bonus shares, stock splits or reverse stock splits, distribution of reserves or any other assets, redemptions of capital or any other transaction impacting equity, and set the terms and conditions pursuant to which, if applicable, the rights of the holders of securities conferring access to capital will be protected; and
- in general, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, as well the exercise of the rights attached thereto;

**Decides** that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this general meeting;

**Decides** that this delegation of authority supersedes, to the extent of the unused portion where applicable, any previous delegation of authority for the same purpose.

### **EIGHTEENTH RESOLUTION**

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO CARRY OUT A CAPITAL INCREASE BY ISSUING SHARES, EQUITY SECURITIES GIVING ACCESS TO OTHER EQUITY SECURITIES OR GIVING THE RIGHT TO THE ALLOCATION OF DEBT SECURITIES AND/OR SECURITIES GIVING ACCESS TO EQUITY SECURITIES, WITH CANCELLATION OF THE PREFERENTIAL SUBSCRIPTION RIGHTS BY WAY OF AN OFFER TO THE PUBLIC, AND WITH THE ABILITY TO CONFER A RIGHT OF PRIORITY

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors,

And after finding that the share capital is fully paid-up,

In accordance with Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-135-1, L. 225-136, L. 22-10-49 et seq. and L. 228-91 of the French Commercial Code,

**Delegates** to the Board of Directors the authority to decide to issue, by making a public offering (with the exception of the public offering referred to in Article L. 411-2 of the French Monetary and Financial Code), on one or more occasions, in the amounts and at the times it considers appropriate, both in France and abroad, on the French and/or international market, in euros, foreign currencies or units of account established with reference to several currencies:

- ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),
- and/or ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts) to which are attached securities giving entitlement to the allocation of other ordinary shares (where applicable, represented by American Depositary Shares or American Depositary Receipts) or debt securities,
- and/or securities giving access to ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),

which may be paid up in cash, including by offsetting receivables, with cancellation of the preferential subscription right, and with the ability to confer a right of priority;

**Decides** that the securities conferring access to the Company's ordinary shares issued in this manner may, in particular, consist of debt securities or be associated with the issue of such securities, or permit the issue thereof as intermediate securities. In particular, they may take the form of subordinated or unsubordinated securities (and in such case, the Board of Directors shall set their subordination rank), with or without a fixed term, and which may be issued in euros or foreign currencies or in any monetary units established with reference to several currencies;

**Decides** that the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority shall be €750,000 (or the equivalent value of that amount in the event of an issue in another currency) (representing, on the basis of the current nominal value of the Company's shares, equal to €0.01, a maximum amount of 75,000,000 shares), it being specified that:

- the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority shall be applied against the overall limit provided for in the 27<sup>th</sup> resolution;
- the nominal amount of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of holders of securities and other rights conferring access to capital in the future will be added to such overall limit, where applicable;

**Decides** that the maximum nominal amount of debt securities that may be issued immediately or in the future pursuant to this delegation of authority is set at €2,000,000,000 (or the equivalent value of that amount in the event of an issue in another currency), it being specified that:

- this amount shall be applied against the overall limit provided for in the 27<sup>th</sup> resolution;
- this amount shall be increased, if applicable, by any redemption premium above par; and
- this overall limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, that the Board of Directors decides to issue or of which it authorizes the issue, in accordance with Article L. 228-40 of the French Commercial Code or, in the other cases, under the conditions that the Company may determine in accordance with the provisions of Article L. 228-36-A of the French Commercial Code;

**Decides** to cancel shareholders' preferential subscription rights to the securities that may be issued pursuant to this delegation of authority, without indication of beneficiaries, it being specified however that the Board of Directors may grant the shareholders, for some or all of the securities issued pursuant to this delegation of authority, a priority period for which it shall set the exercise terms and conditions, within the limits of the applicable laws and regulations. This subscription priority shall be exercised in proportion to the number of shares held by each shareholder and may not create negotiable rights;

**Acknowledges** that this delegation of authority automatically entails a waiver by shareholders of their preferential subscription rights to ordinary shares of the Company to which the securities that may be issued on the basis of this delegation of authority entitle them;

**Decides** that, if any issue is not fully subscribed, the Board of Directors may use one or other of the following options, in such order as it shall determine:

- limit the issue to the amount of subscriptions, provided that these reach at least three-quarters of the issue initially decided,
- freely allocate all or part of the unsubscribed securities issued among the persons of its choice, and
- offer to the public, on the French or international market, all or part of the issued securities not subscribed;

**Decides** that the issue price of the securities issued pursuant to this delegation of authority shall be set by the Board of Directors, with the option of subdelegation, under the following conditions:

- i. the issue price for the shares may not be less than the weighted average share price on the Euronext Paris regulated market over a period chosen by the Board of Directors of between three (3) and ninety (90) consecutive trading days preceding the determination of the issue price, possibly reduced, at the discretion of the Board of Directors, by a maximum discount of ten percent (10%), and

- ii. the issue price of the securities will be such that the amount immediately received by the Company, plus, if applicable, the amount that may be subsequently received by the Company, will be for each ordinary share issued as a consequence of the issuance of these securities at least equal to the amount referred to in paragraph "i." above, after correction, if applicable, of this amount to take into account the difference in the date of dividend eligibility;

**Decides** that the transactions covered by this resolution may be carried out at any time, including during the period of a tender offer for the Company's shares;

**Decides** that the public offerings, decided in virtue of this resolution, may be associated, in the framework of a same issue or several issues carried out at the same time, with one or several offerings referred to in Article L. 411-2 of the French Monetary and Financial Code, resolved in accordance with the 20<sup>th</sup> resolution;

**Decides** that the Board of Directors shall have full powers to implement this delegation of authority, with the right to sub-delegate its authority to the Chief Executive Officer, within the limits and subject to the conditions specified above and, in particular, to:

- determine the dates and terms of the issue as well as the nature, form and characteristics of the securities to be created, which may take the form of subordinated or unsubordinated securities, with or without a fixed term, as the case may be;
- set the amount of the issue(s) to be carried out pursuant to this delegation of authority, and to determine in particular the issue price, the timing, terms and conditions of subscription, payment, delivery and dividend entitlement of the securities, within the legal or regulatory limits in force;
- determine, if applicable, the terms and conditions for exercising the rights attached to the shares or securities conferring access to capital to be issued and set the terms and conditions for exercising, if applicable, conversion, exchange and redemption rights in particular, including by delivering assets of the Company, such as securities already issued by the Company;
- collect the subscriptions and the corresponding payments, and certify the completion of the capital increases for the number of shares that will be subscribed and make the corresponding amendment to the articles of incorporation;
- at its sole initiative, set off the expenses of the capital increase(s) against the amount of the issue premium(s) associated therewith, and deduct from such amount the sums necessary to increase the legal reserve to one-tenth of the new amount of share capital after each capital increase;
- enter into any agreement, in particular with a view to successful completion of any issue, to make the above-mentioned issues, on one or more occasions, in the amounts and at the times it considers appropriate, in France and/or, where applicable, abroad;
- decide and make all adjustments to take into account the impact of transactions on the Company's capital, in particular changes to the par value of the share, capital increases by capitalizing reserves, allotments of bonus shares, stock splits or reverse stock splits, distribution of reserves or any other assets, redemptions of capital or any other transaction impacting equity, and set the terms and conditions pursuant to which, if applicable, the rights of the holders of securities conferring access to capital will be protected; and
- in general, take all measures and carry out all formalities required for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority and for the exercise of the rights attached thereto;

**Decides** that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this general meeting.

**Decides** that this delegation of authority supersedes, to the extent of the unused portion where applicable, any previous delegation of authority for the same purpose.

## NINETEENTH RESOLUTION

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO CARRY OUT A CAPITAL INCREASE BY ISSUING SHARES, EQUITY SECURITIES GIVING ACCESS TO OTHER EQUITY SECURITIES OR GIVING THE RIGHT TO THE ALLOCATION OF DEBT SECURITIES AND/OR SECURITIES GIVING ACCESS TO EQUITY SECURITIES, WITH CANCELLATION OF THE PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOR OF A SPECIFIC CATEGORY OF PERSONS

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors,

In accordance with Articles L. 225-129 *et seq.*, L. 225-138, L. 228-91 *et seq.* and L. 22-10-49 *et seq.* of the French Commercial Code,

**Delegates** to the Board of Directors its authority to carry out share capital increase, on one or more occasions, both in France and abroad, in the amounts and at the times it considers appropriate, on the French and/or international market, in euros, foreign currencies, or units of account established with reference to several currencies, by issues with cancellation of preferential subscription rights of:

- ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),
- and/or ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts) to which are attached securities giving entitlement to the allocation of other ordinary shares (where applicable, represented by American Depositary Shares or American Depositary Receipts) or debt securities,
- and/or securities giving access to ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),

whose payment may be made in cash, in particular by offsetting debts and in full at the time of subscription;

**Decides** that the maximum nominal amount of the capital increases that may be carried out, immediately or in the future, pursuant to this delegation of authority is set at €750,000 (or the equivalent value of that amount in the event of an issue in another currency)(representing, on the basis of the current nominal value of the Company's shares, equal to €0.01, a maximum amount of 75,000,000 shares), it being specified that:

- the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority shall be applied against the overall limit provided for in the 27<sup>th</sup> resolution;
- the nominal value of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of holders of securities and other rights conferring access to capital will be added to such overall limit, where applicable;

**Decides** that the maximum nominal amount of debt securities that may be issued immediately or in the future pursuant to this delegation of authority is set at €2,000,000,000 (or the equivalent value of that amount in the event of an issue in another currency), it being specified that:

- this amount shall be applied against the overall limit provided for in the 27<sup>th</sup> resolution;
- this amount shall be increased, if applicable, by any redemption premium above par; and
- this overall limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code that the Board of Directors decides to issue or of which it authorizes the issue, in accordance with Article L. 228-40 of the French Commercial Code or, in the other cases, under the conditions that the Company may determine in accordance with the provisions of Article L. 228-36-A of the French Commercial Code;

**Decides** to cancel shareholders' preferential subscription rights for shares that may be issued pursuant to this authorization and to reserve the shares to be issued pursuant to this resolution:

- (i) to French or foreign individuals, legal entities, including companies, trusts or investment funds or other investment vehicles of any kind, investing as their principal activity, or having invested more than one million euros during the 24 months preceding the considered capital increase, (a) in the pharmaceutical sector; and/or (b) in growth stocks listed on a regulated market or a multilateral negotiation system (type Euronext Growth) considered as "*micro, small and medium-sized enterprises* ("SMEs")" in the meaning of annex I to the Regulation (CE) no. 651/2014 of the European Commission of June 17, 2014; and/or
- (ii) to one or more strategic partners of the Company, located in France or abroad, who has (have) entered into or will enter into one or more partnership agreements (development, co-development, distribution, manufacturing agreements, etc.) or commercial agreements with the Company (or a subsidiary) and/or companies they control, that control them or are controlled by the same person(s), directly or indirectly, within the meaning of Article L. 233-3 of the French Commercial Code; and/or
- (iii) to any French or foreign investment service or any foreign institution having an equivalent status, likely to guarantee the realization of an issue intended to be placed with the persons referred to in (i) and/or (ii) above and, in this context, to subscribe for the securities issued;

**Acknowledges** that this delegation of authority automatically entails in favor of the holders of securities conferring access to the Company's capital and that may be issued pursuant to this resolution an express waiver by the shareholders of their preferential subscription right to the shares to which the securities entitle them;

**Decides** that the issue price of the securities issued pursuant to this delegation of authority shall be set by the Board of Directors, with the option of subdelegation, under the following conditions:

- i. the issue price for the shares may not be less than the weighted average share price on the Euronext Paris regulated market over a period chosen by the Board of Directors of between three (3) and ninety (90) consecutive trading days preceding the determination of the issue price, possibly reduced, at the discretion of the Board of Directors, by a maximum discount of ten percent (10%), and
- ii. the issue price of the securities will be such that the amount immediately received by the Company, plus, if applicable, the amount that may be subsequently received by the Company, will be for each ordinary share issued as a consequence of the issuance of these securities at least equal to the amount referred to in paragraph "i." above, after correction, if applicable, of this amount to take into account the difference in the date of dividend eligibility;

**Decides** that, if any issue is not fully subscribed, the Board of Directors may use one or other of the following options, in such order as it shall determine:

- limit the issue to the amount of subscriptions, provided that these reach at least three-quarters of the issue initially decided,
- freely allocate all or part of the unsubscribed securities issued among the persons of its choice, and
- offer to the public, on the French or international market, all or part of the issued securities not subscribed;

**Decides** that the transactions referred to in this resolution may be carried out at any time, including during the period of a tender offer for the Company's shares;

**Decides** that the Board of Directors shall have full powers to implement this delegation of authority, with the right to sub-delegate its authority to the Chief Executive Officer, within the limits and subject to the conditions specified above and, in particular, to:

- draw up within the category defined above, the list of beneficiaries entitled to subscribe for the securities issued and the number of securities to be allotted to each of them, within the limits specified above;

- determine the dates and terms of the issue as well as the nature, form and characteristics of the securities to be created, which may take the form of subordinated or unsubordinated securities, with or without a fixed term, if applicable,
- set the amount of the issue(s) to be made pursuant to this delegation of authority and, in particular, determine the issue price (in accordance with the conditions set out above for setting the price), period and terms and conditions for the subscription, delivery and effective date of the securities, within the statutory and regulatory limits in force;
- determine, if applicable, the terms and conditions for exercising the rights attached to the shares or securities conferring access to capital to be issued and set the terms and conditions for exercising, if applicable, conversion, exchange and redemption rights in particular, including by delivering assets of the Company, such as securities already issued by the Company;
- collect the subscriptions and the corresponding payments, and certify the completion of the capital increases for the number of shares that will be subscribed and make the corresponding amendment to the articles of incorporation;
- in its sole discretion, set off the expenses of the capital increase(s) against the amount of the issue premium(s) associated therewith, and deduct from such amount the sums necessary to increase the legal reserve fund to one-tenth of the new amount of share capital after each capital increase;
- enter into any agreement, in particular with a view to successful completion of any issue, to make the above-mentioned issues, on one or more occasions, in the amounts and at the times it considers appropriate, in France and/or, where applicable, abroad;
- decide and make all adjustments intended to take into account the impact of transactions on the Company's capital, in particular changes to the par value of the share, capital increases by capitalizing reserves, allotments of bonus shares, stock splits or reverse stock splits, distribution of reserves or any other assets, redemptions of capital or any other transaction impacting equity, and set the terms and conditions pursuant to which, if applicable, the rights of holders of securities conferring access to capital will be protected; and
- in general, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, as well as to exercise the rights attached thereto.

**Decides** that this delegation of authority shall be valid for a period of eighteen (18) months from the date of this general meeting;

**Decides** that this delegation of authority supersedes, to the extent of the unused portion where applicable, any previous authorization for the same purpose.

#### **TWENTIETH RESOLUTION**

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO CARRY OUT A CAPITAL INCREASE, WITHIN THE LIMIT OF 30% OF THE SHARE CAPITAL PER YEAR, BY ISSUING SHARES, EQUITY SECURITIES CONFERRING ACCESS TO OTHER EQUITY SECURITIES OR CONFERRING THE RIGHT TO AN ALLOTMENT OF DEBT SECURITIES AND/OR SECURITIES CONFERRING ACCESS TO EQUITY SECURITIES, WITH CANCELLATION OF THE PREFERENTIAL SUBSCRIPTION RIGHTS BY WAY OF A PUBLIC OFFER TO QUALIFIED INVESTORS OR A RESTRICTED GROUP OF INVESTORS, WITHIN THE MEANING OF ARTICLE L. 411-2, PARAGRAPH 1°, OF THE FRENCH MONETARY AND FINANCIAL CODE (*CODE MONÉTAIRE ET FINANCIER*)

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors,

In accordance with Articles L. 225-129, L. 225-135, L. 225-136 and L. 228-91 *et seq.* L. 22-10-51 et L. 22-10-52 of the French Commercial Code, and L. 411-2 1° of the French Monetary and Financial Code,

**Delegates** to the Board of Directors its authority to decide to issue, by way of an offer as provided for in Article L. 411-2 1° of the French Monetary and Financial Code, on one or more occasions, in the proportions and at the times it sees fit, both in France and abroad, on the French and/or international market, in euros, foreign currencies or units of account set by reference to several currencies:

- ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),
- and/or ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts) to which are attached securities giving entitlement to the allocation of other ordinary shares (where applicable, represented by American Depositary Shares or American Depositary Receipts) or debt securities,
- and/or securities giving access to ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),

whose payment may be made in cash, including by offsetting debts;

**Decides** that the securities giving access to the Company's ordinary shares issued in this way may, in particular, consist of debt securities or be associated with the issue of such securities, or allow their issue as intermediate securities. They may take the form of subordinated or unsubordinated securities (in which case the Board of Directors shall determine their subordination rank), with or without a fixed term, and may be issued either in euros, in foreign currencies, or in any monetary unit established by reference to several currencies;

**Decides** that the maximum nominal amount of the capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation is set at 237,873.56 euros (representing, on the basis of the current nominal value of the Company's shares, equal to €0.01, a maximum amount of 23,787,356 shares), that in any event, the issues of equity securities carried out pursuant to this delegation by way of an offer referred to in Article L. 411-2 1° of the French Monetary and Financial Code may not exceed the limits provided for by the regulations applicable on the date of issue, it being specified that this limit will be assessed on the date of the Board of Directors' decision to use this delegation; it being specified that to this maximum nominal amount above shall be added, where applicable, the nominal value of the shares to be issued to preserve, in accordance with the law and, where applicable, with the applicable contractual stipulations, the rights of the holders of securities and other rights giving access to the share capital ;

**Decides** further that the nominal amount of the capital increases that may be carried out pursuant to this delegation shall be applied against the overall ceiling provided for in the 27<sup>th</sup> resolution;

**Decides** that the maximum nominal amount of debt securities that may be issued, immediately or in the future, pursuant to this delegation is set at 2,000,000,000 euros (or the equivalent of this amount in the event of an issue in another currency), it being specified that:

- this amount will be applied against the overall ceiling provided for in the 27<sup>th</sup> resolution;
- this amount shall be increased, where applicable, by any redemption premium above par; and
- this ceiling does not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, the issue of which would be decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code or in other cases, under the conditions determined by the Company in accordance with the provisions of Article L. 228-36-A of the French Commercial Code;

**Decides** to cancel the shareholders' preferential subscription rights to the securities that may be issued pursuant to this delegation;

**Acknowledges** that this delegation of authority automatically entails the waiver by shareholders of their pre-emptive right to subscribe for the ordinary shares of the Company to which the securities issued pursuant to this delegation of authority entitle them;

**Decides** that the issue price of the securities issued pursuant to this delegation of authority shall be set by the Board of Directors, with the option of subdelegation, under the following conditions:

- i. the issue price for the shares may not be less than the weighted average share price on the Euronext Paris regulated market over a period chosen by the Board of Directors of between three (3) and ninety (90) consecutive trading days preceding the determination of the issue price, possibly reduced, at the discretion of the Board of Directors, by a maximum discount of ten percent (10%), and
- ii. the issue price of the securities will be such that the amount immediately received by the Company, plus, if applicable, the amount that may be subsequently received by the Company, will be for each ordinary share issued as a consequence of the issuance of these securities at least equal to the amount referred to in paragraph "i." above, after correction, if applicable, of this amount to take into account the difference in the date of dividend eligibility;

**Decides** that the transactions covered by this resolution may be carried out at any time, including during the period of a tender offer for the Company's shares;

**Decides** that, if subscriptions do not absorb the entirety of such an issue, the Board may use, in the order it shall determine, one or other of the following options:

- limit the issue to the amount of subscriptions, provided that these reach at least three-quarters of the issue initially decided,
- freely allocate all or part of the unsubscribed securities issued among the persons of its choice, and
- offer to the public, on the French or international market, all or part of the issued securities not subscribed;

**Decides** that the public offering(s) decided upon under this resolution may be combined, in the context of a single issue or several issues carried out simultaneously, with a public offering(s) decided upon under 18<sup>th</sup> resolution;

**Decides** that the Board of Directors shall have full powers to implement this delegation, with the option to sub-delegate such powers to the Chief Executive Officer, within the limits and under the conditions specified above, in particular in order to:

- determine the dates and terms of the issue as well as the nature, form and characteristics of the securities to be created, which may take the form of subordinated or unsubordinated securities, with or without a fixed term, as the case may be;
- set the amount of the issue(s) to be carried out under the present delegation, and to determine in particular the issue price, the time period, the terms and conditions of subscription, delivery and dividend entitlement of the securities, within the legal or regulatory limits in force;
- determine, if applicable, the terms and conditions for the exercise of the rights attached to the shares or securities giving access to the capital to be issued, to determine the terms and conditions for the exercise of the rights, if applicable, in particular for conversion, exchange, redemption, including by delivery of assets of the Company such as securities already issued by the Company;
- collect the subscriptions and corresponding payments and record the completion of the capital increases up to the amount of the shares that will be subscribed and amend the bylaws accordingly;
- at its sole initiative, charge the costs of the capital increase(s) against the amount of the related issue premium(s) and deduct from this amount the sums necessary to bring the legal reserve up to one-tenth of the new capital after each capital increase;
- enter into any agreement, in particular with a view to successful completion of any issue, to make the above-mentioned issues, on one or more occasions, in the amounts and at the times it considers appropriate, in France and/or, where applicable, abroad;

- determine and make all adjustments to take account of the impact of transactions affecting the Company's capital, in particular changes in the par value of shares, capital increases by incorporation of reserves, bonus share issues, stock splits or reverse splits, distribution of reserves or any other assets, redemption of capital, or any other transaction affecting shareholders' equity, and set the terms and conditions under which the rights of holders of securities giving access to the capital will be preserved, if applicable; and
- in general, to take all measures and carry out all formalities required for the issue, listing and financial servicing of the securities issued pursuant to this delegation and for the exercise of the rights attached thereto;

**Decides** that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this meeting;

**Decides** that this delegation of authority shall supersede any unused portion of any previous delegation of authority having the same purpose.

### **TWENTY-FIRST RESOLUTION**

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO CARRY OUT A CAPITAL INCREASE BY ISSUING SHARES, EQUITY SECURITIES CONFERRING ACCESS TO OTHER EQUITY SECURITIES OR CONFERRING THE RIGHT TO AN ALLOTMENT OF DEBT SECURITIES AND/OR SECURITIES CONFERRING ACCESS TO EQUITY SECURITIES, WITH CANCELLATION OF THE PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOR OF CERTAIN CATEGORIES OF INVESTORS WITHIN THE FRAMEWORK OF AN EQUITY FINANCING AGREEMENT IN THE UNITED STATES STOCK MARKET KNOWN AS AN "AT-THE-MARKET" OR "ATM PROGRAM"

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors, In accordance with Articles L. 225-129 *et seq.*, L. 225-138, L. 228-91 *et seq.* and L. 22-10-49 *et seq.* of the French Commercial Code,

**Delegates** to the Board of Directors its authority to carry out share capital increase, on one or more occasions, both in France and abroad, in the amounts and at the times it considers appropriate, on the French and/or international market, in euros, foreign currencies, or units of account established with reference to several currencies, by issues with cancellation of preferential subscription rights of:

- ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),
- and/or ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts) to which are attached securities giving entitlement to the allocation of other ordinary shares (where applicable, represented by American Depositary Shares or American Depositary Receipts) or debt securities,
- and/or securities (including, in particular, any debt securities) giving access to ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),

whose payment may be made in cash, in particular by offsetting debts and in full at the time of subscription;

**Decides** that the maximum nominal amount of the capital increases that may be carried out, immediately or in the future, pursuant to this delegation of authority is set at €20,000 (or the equivalent value of that amount in the event of an issue in another currency) (representing, on the basis of the current nominal value of the Company's shares, equal to €0.01, a maximum amount of 2,000,000 shares), it being specified that:

- the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority shall be applied against the overall limit provided for in the 27<sup>th</sup> resolution;
- the nominal value of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of holders of securities and other rights conferring access to capital will be added to such overall limit, where applicable;

**Decides** to cancel shareholders' preferential subscription rights for shares that may be issued pursuant to this authorization and to restrict the shares to be issued pursuant to this resolution:

- (i) any credit institution, French or foreign,
- (ii) any investment service provider, French or foreign, or
- (iii) any foreign institution with an equivalent status,

intervening within the framework of an ATM Program set up by the Company (or any equity financing program of the same nature which would replace it) and providing, within this framework, for the subscription of securities issued by the Company;

**Acknowledges** that this delegation of authority automatically entails in favor of the holders of securities conferring access to the Company's capital and that may be issued pursuant to this resolution an express waiver by the shareholders of their preferential subscription right to the shares to which the securities entitle them;

**Decides** that the issue price of the securities issued pursuant to this delegation of authority shall be set by the Board of Directors, with the option of subdelegation, under the following conditions:

- i. the issue price for the shares may not be less than the weighted average share price on the Euronext Paris regulated market over a period chosen by the Board of Directors of between three (3) and ninety (90) consecutive trading days preceding the determination of the issue price, possibly reduced, at the discretion of the Board of Directors, by a maximum discount of ten percent (10%), and
- ii. the issue price of the securities will be such that the amount immediately received by the Company, plus, if applicable, the amount that may be subsequently received by the Company, will be for each ordinary share issued as a consequence of the issuance of these securities at least equal to the amount referred to in paragraph "i." above, after correction, if applicable, of this amount to take into account the difference in the date of dividend eligibility ;

**Decides** that the transactions referred to in this resolution may be carried out at any time, including during the period of a tender offer for the Company's shares;

**Decides** that the Board of Directors shall have full powers to implement this delegation of authority, with the right to sub-delegate its authority to the Chief Executive Officer, within the limits and subject to the conditions specified above and, in particular, to:

- draw up within the category defined above, the list of beneficiaries entitled to subscribe for the securities issued and the number of securities to be allotted to each of them, within the limits specified above;
- determine the dates and terms of the issue as well as the nature, form and characteristics of the securities to be created, which may take the form of subordinated or unsubordinated securities, with or without a fixed term, if applicable,
- set the amount of the issue(s) to be made pursuant to this delegation of authority and, in particular, determine the issue price (in accordance with the conditions set out above for setting the price), period and terms and conditions for the subscription, delivery and effective date of the securities, within the statutory and regulatory limits in force;

- determine, if applicable, the terms and conditions for exercising the rights attached to the shares or securities conferring access to capital to be issued and set the terms and conditions for exercising, if applicable, conversion, exchange and redemption rights in particular, including by delivering assets of the Company, such as securities already issued by the Company;
- collect the subscriptions and the corresponding payments, and certify the completion of the capital increases for the number of shares that will be subscribed and make the corresponding amendment to the articles of incorporation;
- in its sole discretion, set off the expenses of the capital increase(s) against the amount of the issue premium(s) associated therewith, and deduct from such amount the sums necessary to increase the legal reserve fund to one-tenth of the new amount of share capital after each capital increase;
- enter into any agreement, in particular with a view to successful completion of any issue, to make the above-mentioned issues, on one or more occasions, in the amounts and at the times it considers appropriate, in France and/or, where applicable, abroad;
- decide and make all adjustments intended to take into account the impact of transactions on the Company's capital, in particular changes to the par value of the share, capital increases by capitalizing reserves, allotments of bonus shares, stock splits or reverse stock splits, distribution of reserves or any other assets, redemptions of capital or any other transaction impacting equity, and set the terms and conditions pursuant to which, if applicable, the rights of holders of securities conferring access to capital will be protected; and
- in general, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, as well as to exercise the rights attached thereto.

**Decides** that this delegation of authority shall be valid for a period of eighteen (18) months from the date of this general meeting;

**Decides** that this delegation of authority supersedes, to the extent of the unused portion where applicable, any previous authorization for the same purpose.

#### TWENTY-SECOND RESOLUTION

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO CARRY OUT A CAPITAL INCREASE BY ISSUING SHARES, EQUITY SECURITIES CONFERRING ACCESS TO OTHER EQUITY SECURITIES OR CONFERRING THE RIGHT TO AN ALLOTMENT OF DEBT SECURITIES AND/OR SECURITIES CONFERRING ACCESS TO EQUITY SECURITIES, WITH CANCELLATION OF THE PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOR OF DESIGNATED BENEFICIARIES

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors, In accordance with Articles L. 225-129 *et seq.*, L. 225-138, L. 228-91 *et seq.* and L. 22-10-52-1 *et seq.* of the French Commercial Code,

**Delegates** to the Board of Directors its authority to carry out share capital increase, on one or more occasions, both in France and abroad, in the amounts and at the times it considers appropriate, on the French and/or international market, in euros, foreign currencies, or units of account established with reference to several currencies, by issues with cancellation of preferential subscription rights of:

- ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),

- and/or ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts) to which are attached securities giving entitlement to the allocation of other ordinary shares (where applicable, represented by American Depositary Shares or American Depositary Receipts) or debt securities,
- and/or securities (including, in particular, any debt securities) giving access to ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),

whose payment may be made in cash, in particular by offsetting debts and in full at the time of subscription;

**Decides** that the maximum nominal amount of the capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation is set at 237,873.56 euros (or the equivalent value of that amount in the event of an issue in another currency) (representing, on the basis of the current nominal value of the Company's shares, equal to €0.01, a maximum amount of 23,787,356 shares), it being specified that:

- the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority shall be applied against the overall limit provided for in the 27<sup>th</sup> resolution;
- the nominal value of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of holders of securities and other rights conferring access to capital will be added to such overall limit, where applicable;

**Decides** that the maximum nominal amount of debt securities that may be issued immediately or in the future pursuant to this delegation of authority is set at €200,000,000 (or the equivalent value of that amount in the event of an issue in another currency), it being specified that:

- this amount shall be applied against the overall limit provided for in the 27<sup>th</sup> resolution;
- this amount shall be increased, if applicable, by any redemption premium above par; and
- this overall limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code that the Board of Directors decides to issue or of which it authorizes the issue, in accordance with Article L. 228-40 of the French Commercial Code or, in the other cases, under the conditions that the Company may determine in accordance with the provisions of Article L. 228-36-A of the French Commercial Code;

**Decides** to cancel shareholders' preferential subscription rights for shares that may be issued pursuant to this authorization and to reserve the shares to be issued pursuant to this resolution to one or more designated beneficiaries and to delegate to the Board of Directors to designate such beneficiaries in accordance with the provisions of Article L. 22-10-52-1 of the French Commercial Code;

**Acknowledges** that this delegation of authority automatically entails in favor of the holders of securities conferring access to the Company's capital and that may be issued pursuant to this resolution an express waiver by the shareholders of their preferential subscription right to the shares to which the securities entitle them;

**Decides** that the issue price of the shares issued under this delegation will be set by the Board of Directors in accordance with the procedures provided for by the regulatory provisions applicable on the date on which this delegation is used;

**Decides** that, if any issue is not fully subscribed, the Board of Directors may use one or other of the following options, in such order as it shall determine:

- limit the issue to the amount of subscriptions, provided that these reach at least three-quarters of the issue initially decided,
- freely allocate all or part of the unsubscribed securities issued among the persons of its choice, and
- offer to the public, on the French or international market, all or part of the issued securities not subscribed;

**Decides** that the transactions referred to in this resolution may be carried out at any time, including during the period of a tender offer for the Company's shares;

**Decides** that the Board of Directors shall have full powers to implement this delegation of authority, with the right to sub-delegate its authority to the Chief Executive Officer, within the limits and subject to the conditions specified above and, in particular, to:

- draw up the list of beneficiaries entitled to subscribe for the securities issued and the number of securities to be allotted to each of them, within the limits specified above, in accordance with the provisions of Article L. 22-10-52-1 of the French Commercial Code;
- determine the dates and terms of the issue as well as the nature, form and characteristics of the securities to be created, which may take the form of subordinated or unsubordinated securities, with or without a fixed term, if applicable,
- set the amount of the issue(s) to be made pursuant to this delegation of authority and, in particular, determine the issue price, period and terms and conditions for the subscription, delivery and effective date of the securities, within the statutory and regulatory limits in force;
- determine, if applicable, the terms and conditions for exercising the rights attached to the shares or securities conferring access to capital to be issued and set the terms and conditions for exercising, if applicable, conversion, exchange and redemption rights in particular, including by delivering assets of the Company, such as securities already issued by the Company;
- collect the subscriptions and the corresponding payments, and certify the completion of the capital increases for the number of shares that will be subscribed and make the corresponding amendment to the articles of incorporation;
- in its sole discretion, set off the expenses of the capital increase(s) against the amount of the issue premium(s) associated therewith, and deduct from such amount the sums necessary to increase the legal reserve fund to one-tenth of the new amount of share capital after each capital increase;
- enter into any agreement, in particular with a view to successful completion of any issue, to make the above-mentioned issues, on one or more occasions, in the amounts and at the times it considers appropriate, in France and/or, where applicable, abroad;
- decide and make all adjustments intended to take into account the impact of transactions on the Company's capital, in particular changes to the par value of the share, capital increases by capitalizing reserves, allotments of bonus shares, stock splits or reverse stock splits, distribution of reserves or any other assets, redemptions of capital or any other transaction impacting equity, and set the terms and conditions pursuant to which, if applicable, the rights of holders of securities conferring access to capital will be protected; and
- in general, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, as well as to exercise the rights attached thereto.

**Decides** that this delegation of authority shall be valid for a period of eighteen (18) months from the date of this general meeting;

**Decides** that this delegation of authority supersedes, to the extent of the unused portion where applicable, any previous authorization for the same purpose.

### **TWENTY-THIRD RESOLUTION**

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE NUMBER OF SHARES TO BE ISSUED IN THE EVENT OF A CAPITAL INCREASE WITH OR WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors,

In accordance with the provisions of Articles L. 225-135-1 and R. 225-118 of the French Commercial Code,

**Delegates** to the Board of Directors its authority, with the right to sub-delegate its authority to the Chief Executive Officer, to increase the number of shares to be issued in the event of an increase in the Company's share capital with or without preferential subscription rights, at the same price as that set for the original issue, within the time periods and limits prescribed by the regulations applicable on the date of issue (as of this date, within thirty days from the end of the subscription period, up to the limit of 15% of the original issue and at the same price as that set for the original issue), in particular in order to grant an over-subscription option in accordance with market practice;

**Decides** that the nominal amount of capital increases decided by this resolution shall be applied against the overall limit specified for the issues provided for in the 27<sup>th</sup> resolution of this general meeting;

**Decides** that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this general meeting;

**Decides** that this delegation of authority supersedes, to the extent of the unused portion where applicable, any previous delegation of authority for the same purpose.

### **TWENTY-FOURTH RESOLUTION**

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE CAPITAL BY CAPITALIZING PREMIUMS, RESERVES, PROFITS OR OTHER ITEMS

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed the report of the Board of Directors,

In accordance with Articles L. 225-130 and L. 22-10-50 of the French Commercial Code,

**Delegates** to the Board of Directors its competence to increase, in one or more instalments, the share capital in the proportion and at the times it will assess by incorporation of bonuses, reserves, profits or other whose capitalization will be legally and statutorily possible, in the form of the allocation of new free shares or an increase in the nominal value of existing shares or by the joint use of these two processes;

**Decides** that the maximum nominal amount of capital increases that may be carried out, immediately or in the long term, under this delegation is set at €750,000 (representing, on the basis of the current nominal value of the Company's shares, equal to €0.01, a maximum amount of 75,000,000 shares), it being specified that to this ceiling will be added, where appropriate, the nominal value of the shares to be issued to preserve, in accordance with the law, and, where applicable, the applicable contractual stipulations, rights of security holders and other rights giving access to capital;

**Decides** that the transactions covered by this resolution may be carried out at any time, including during the period of a tender offer for the Company's shares;

**Decides** that the Board of Directors shall have full powers to implement this delegation, with the option of subdelegation to the Director General, within the limits and under the conditions specified above, in particular to:

- determine the dates and modalities of the issues;
- set the amount and nature of the sums to be incorporated into the capital, set the number of new shares to be issued and/or the amount by which the par value of the existing shares making up the share capital will be increased;
- fix the date, even retroactive, from which the new shares will bear dividend rights or the date on which the increase in par value will take effect;
- decide, in the event of distributions of free shares, (i) that the rights forming terminated will not be negotiable or transferable and that the corresponding equity securities will be sold; the sums from the sale will be allocated to the holders of the rights under the conditions provided for by law and regulation, (ii) that those of these shares that would be allocated on the basis of old shares benefiting from the double voting rights will benefit from this right as soon as they are issued, (iii) to make any adjustments intended to take into account the impact of transactions on the capital or equity of the Company, and determine the modalities according to which the rights of holders of transferable securities giving access to capital or beneficiaries of stock options or free allocation of shares will be preserved, where appropriate;
- note the completion of capital increases and proceed with the consequential amendment of the articles of association; and
- complete the required formalities and generally do what is necessary;

**Decides** that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this general meeting;

**Decides** that this delegation of authority supersedes, to the extent of the unused portion where applicable, any previous delegation of authority for the same purpose.

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

##### DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARES AND SECURITIES LEADING TO A CAPITAL INCREASE IN CONSIDERATION OF NON-CASH CONTRIBUTIONS

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors,

In accordance with the provisions of Article L. 225-129 *et seq.* and, in particular, Articles L. 225-147, L. 22-10-53 and Articles L. 228-91 *et seq.* of the French Commercial Code,

**Delegates** to the Board of Directors the powers, with the right to sub-delegate its authority in accordance with the requirements prescribed by the law and the articles of incorporation, to carry out one or more capital increases by issuing in France and/or abroad, immediately and/or in the future (i) ordinary shares or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraph 3, and L. 228-94 paragraph 2 of the French Commercial Code (a) conferring access, immediately or in the future, by subscription, conversion, exchange, redemption, presentation of a warrant or in any other manner, to shares of the Company or another company or (b) conferring the right to an allotment of debt securities, up to a maximum nominal amount representing less than 20% of the share capital (as it exists on the date of the transaction), in consideration of non-cash contributions made to the Company, and consisting of equity securities or securities conferring access to capital, where the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable; it being specified that the nominal value of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of holders of securities and other rights conferring access to capital will be added to such maximum nominal amount, where applicable;

**Acknowledges** that, in accordance with the law, shareholders will not have preferential subscription rights for the shares or securities issued pursuant to this delegation of authority;

**Acknowledges** that this delegation of authority automatically entails waiver by the shareholders of their preferential subscription right to the shares to which the securities that would be issued on the basis of this delegation of authority would entitle them;

**Specifies**, for all necessary purposes, that issues of preference shares are expressly excluded from this delegation of authority;

**Decides** that the maximum nominal amount of capital increases carried out pursuant to this delegation of authority shall not exceed 20% of the Company's capital (as existing on the date of the transaction). If applicable, this amount shall be increased by the number of additional shares to be issued to protect, in accordance with the legal or regulatory or contractual provisions, the rights of holders of securities and other rights conferring access to capital;

**Decides** that the nominal amount of capital increases decided by this resolution shall be applied against the overall limit provided for in the 27<sup>th</sup> resolution;

**Decides** that the nominal amount of debt securities that may be issued pursuant to this delegation of authority shall not exceed €2,000,000,000 (or the equivalent value of this amount in the event of an issue in another currency);

**Decides** that the nominal amount of any issue of debt securities decided by this resolution shall be applied against the overall limit provided for in the 27<sup>th</sup> resolution;

**Decides** that the Board of Directors shall have full powers to implement this delegation of authority, with the right to sub-delegate its authority to the Chief Executive Officer, within the limits and subject to the conditions specified above and, in particular, to:

- decide the capital increase(s) to be carried out in consideration of the contributions and determine the shares and/or securities to be issued;
- draw up the list of securities contributed and assess the value of the contributions,
- set the conditions of the issue of shares and/or securities in consideration of the contributions and, if applicable the amount of any adjustment balance to be paid, approve the granting of special benefits, and reduce, if the contributors agree, the value of the contributions or the consideration for the special benefits;
- determine the features of the shares and/or securities to be issued in consideration of the contributions, decide and make all adjustments to take into account the impact of transactions on the Company's capital or equity and set any other terms and conditions that make it possible to ensure that, and set the terms and conditions pursuant to which, if applicable, the rights of holders of securities conferring access to capital or beneficiaries of share subscription or purchase options or of allotments of bonus shares will be protected, where applicable;

- in its sole discretion, set off the expenses of the capital increases against the amount of premiums associated therewith, and deduct from such amount the sums necessary to fund the legal reserve; and
- set the issue terms and conditions, certify the completion of the capital increases, make the corresponding amendment to the articles of incorporation, carry out the required formalities and, in general, take all necessary actions.

**Decides** that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this general meeting;

**Decides** that this delegation of authority supersedes, to the extent of the unused portion where applicable, any previous delegation of authority for the same purpose.

### **TWENTY-SIXTH RESOLUTION**

#### DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARES AND SECURITIES ENTAILING A CAPITAL INCREASE IN THE EVENT OF A PUBLIC EXCHANGE OFFER INITIATED BY THE COMPANY

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors,

In accordance with Articles L. 225-129 *et seq.*, L. 22-10-54 and L. 228-91 *et seq.* of the French Commercial Code,

**Delegates** to the Board of Directors its authority to carry out capital increases, on one or more occasions, by issuing shares and/or securities conferring access by any means, immediately and/or in the future, to the Company's capital, in consideration for securities tendered to a public exchange offer initiated by the Company in France or abroad, in accordance with local rules, for securities of another company admitted to trading on any of the regulated markets referred to in Article L. 22-10-54 of the French Commercial Code;

**Acknowledges** that, in accordance with the law, shareholders shall not have preferential subscription rights for the securities issued pursuant to this delegation of authority;

**Specifies**, for all necessary purposes, that issues of preference shares are expressly excluded from this delegation of authority;

**Decides** that the maximum nominal amount of capital increases carried out pursuant to this delegation of authority shall not exceed €750,000 (or the equivalent value of that amount in the event of an issue in another currency) (representing, on the basis of the current nominal value of the Company's shares, equal to €0.01, a maximum amount of 75,000,000 shares) increased, where applicable, by the nominal value of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of holders of securities and other rights conferring access to capital;

**Decides** that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation of authority shall be applied against the overall limit provided for in the 27<sup>th</sup> resolution;

**Decides** that the maximum nominal amount of debt securities that may be issued pursuant to this delegation of authority is set at €2,000,000,000 (or the equivalent value of that amount in the event of an issue in another currency), it being specified that:

- this amount shall be applied against the overall limit provided for in the 27<sup>th</sup> resolution,
- this amount shall be increased, if applicable, by any redemption premium above par,

- this overall limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, that the Board of Directors decides to issue or of which it authorizes the issue, in accordance with Article L. 228-40 of the French Commercial Code or, in the other cases, under the conditions that the Company may determine in accordance with the provisions of Article L. 228-36-A of the French Commercial Code,

**Acknowledges** that this delegation of authority automatically entails waiver by the shareholders of their preferential subscription right to the ordinary shares of the Company to which the securities that would be issued on the basis of this delegation entitle them;

**Decides** that the Board of Directors shall have full powers to implement this delegation of authority, with the right to sub-delegate its authority to the Chief Executive Officer, within the limits and subject to the conditions specified above and, in particular, to:

- draw up the list of securities tendered for exchange, as well as the form and features of the shares or securities conferring access to capital to be issued, with or without a premium,
- set the conditions of the issue, the exchange ratio and, if applicable, the amount of any adjustment balance to be paid in cash,
- determine the issue terms and conditions in connection with, in particular, a public exchange offer or an alternative tender or exchange offer, in the main, together with a public exchange or tender offer, on a secondary basis,
- certify the number of securities tendered for exchange,
- set the effective date, retroactively if applicable, of the shares or securities conferring access to capital to be issued, the payment method therefore and, if applicable, the terms and conditions for exercising the rights to exchange, conversion, redemption or allotment in any other manner of equity securities or securities conferring access to capital,
- recognize the difference between the issue price of the new ordinary shares and their par value as a liability on the balance sheet, under the additional paid-in capital (“contribution premium”) item, to which all shareholders shall have rights,
- make any adjustments required in application of the laws or regulations and, where appropriate, applicable contractual provisions, to protect the rights of holders of securities conferring access to the Company’s capital,
- if necessary, suspend the exercise of the rights attached to these securities for a maximum period of three months,
- in its sole discretion, set off the expenses of the capital increases against the amount of premiums associated therewith, and deduct from such amount the sums necessary to fund the legal reserve,
- set the conditions of the issue, certify the completion of the capital increases, make the corresponding amendment to the articles of incorporation, carry out the required formalities and, in general, take all necessary actions,

**Decides** that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this general meeting,

**Decides** that this delegation of authority supersedes, to the extent of the unused portion where applicable, any previous delegation of authority for the same purpose.

### **TWENTY-SEVENTH RESOLUTION**

SETTING OF THE OVERALL LIMITS ON THE AMOUNT OF THE ISSUES CARRIED OUT PURSUANT TO THE  
DELEGATIONS GRANTED

The General Shareholders’ Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed the report of the Board of Directors,

**Decides** that:

- the total maximum nominal amount of the capital increases that may be carried out pursuant to the delegations of authority granted under the 17<sup>th</sup> to 22<sup>nd</sup>, 25<sup>th</sup> and 26<sup>th</sup> resolutions above is set at €750,000 (or the equivalent value of that amount in the event of an issue in another currency)(representing, on the basis of the current nominal value of the Company's shares, equal to €0.01, a maximum amount of 75,000,000 shares) it being specified that this overall limit will be increased in all cases by the additional amount of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of holders of securities and other rights conferring access to capital;
- the total maximum nominal amount of the debt securities that may be issued pursuant to the delegations granted under the 17<sup>th</sup> to 22<sup>nd</sup>, 25<sup>th</sup> and 26<sup>th</sup> resolutions above is set at €2,000,000,000 (or the equivalent value of that amount in the event of an issue in another currency).

#### **TWENTY-EIGHTH RESOLUTION**

AUTHORIZATION TO THE BOARD OF DIRECTORS TO GRANT SHARE SUBSCRIPTION AND/OR PURCHASE OPTIONS ("**OPTIONS**"), WITH CANCELLATION OF THE SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOR OF A SPECIFIC CATEGORY OF PERSONS

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors,

In accordance with Articles L. 225-177 *et seq.*, L. 22-10-56 *et seq.* and L. 225-129 *et seq.* of the French Commercial Code,

**Authorizes** the Board of Directors to grant, on one or more occasions, during the periods authorized by law, to the employees and/or corporate officers (or some of them) of the Company or of companies or groups affiliated with it in accordance with the conditions set out in Article L. 225-180, paragraph I of the French Commercial Code ("**Beneficiaries**"), options conferring the right to subscribe for new shares to be issued by the Company as a capital increase or to purchase existing shares of the Company resulting from share buybacks in accordance with the legal requirements ("**Options**"), under the following conditions:

- the authorization concerns a maximum number of Options, each confers the right to subscribe for and/or purchase one share, it being specified that the maximum nominal amount of the capital increases that may be carried out immediately or in the future by virtue of this authorization may not exceed 10% of the share capital on a fully diluted basis as of the date of this General Meeting; this maximum amount will be increased by the nominal amount of the securities to be issued to protect, in accordance with the law, the rights of the holders of securities and other rights conferring access to capital; in any event, the total number of shares that may be subscribed by exercising Options granted and not yet exercised shall never exceed one-third of the share capital;
- the total number of shares that may be allotted, subscribed, or purchased in respect of the Options issued pursuant to this authorization will be applied against the overall limit provided for in the 31<sup>st</sup> resolution;
- the subscription or purchase price of shares resulting from exercising the Options shall be determined by the Board of Directors on the date that the Options will be granted, as follows:

- in the case of options to subscribe for new shares, the price shall not be less than 95% of the average weighted by the volumes of the share prices of the twenty (20) trading days preceding the date on which the Option is granted;
- in the case of options to purchase existing shares, the price shall not be less than 95% of the average weighted by the volumes of the share prices of the last twenty (20) trading days preceding the date on which the Option is granted, nor of the average purchase price of shares held by the Company in accordance with Article L. 22-10-62 of the French Commercial Code;
- the period during which the Options may be exercised shall be ten (10) years from the date they are granted by the Board of Directors;
- in accordance with the law, no Options may be granted to employees or senior management executives who, on the date of the Board of Directors' decision, hold more than 10% of the share capital;

**Decides** that the Board of Directors shall have full powers to implement this authorization, with the right to sub-delegate its authority to the Chief Executive Officer and, in particular, to:

- draw up the list of Beneficiaries and the number of Options to be granted to each of them,
- set the terms and conditions applicable to the Options and draw up the plan regulations, including *inter alia* any requirements concerning performance and/or continued employment with the Company or any of its subsidiaries, (ii) the schedule(s) for exercising the Options, it being understood that the Board of Directors may move up the dates or periods for exercising the Options, maintain the exercisable nature of the options or change the dates or periods during which the shares obtained by exercising the Options are non-transferable and/or may not be converted to bearer shares, and (iii) if applicable, provisions prohibiting the resale of some or all of the shares,
- decide the terms and conditions pursuant to which the price and the number of shares may be adjusted to take into account the financial transactions referred to in Article L. 225-181 of the French Commercial Code,
- if applicable, limit, suspend, restrict or prohibit the exercise of Options or the sale or conversion into bearer shares of shares obtained by exercising Options during certain periods or as of certain events, which decision may apply to some or all of the shares,
- certify the completion of the capital increases for the amount of the shares that will be actually subscribed by exercising subscription Options, amend the articles of incorporation accordingly, and carry out the formalities in consequence thereof,
- in its sole discretion, if it deems appropriate, set off the expenses of the capital increases against the amount of premiums associated therewith, and deduct from such amount the sums necessary to increase the legal reserve to one-tenth of the new amount of share capital after each capital increase,
- in general, take all measures and carry out all formalities required for listing the new shares thus issued.

**Decides** to set the duration of this authorization at thirty-eight (38) months from the date of this general meeting;

**Decides** that this delegation of authority supersedes, to the extent of the unused portion where applicable, any previous authorization for the same purpose;

**Acknowledges** that this authorization automatically entails an express waiver by the shareholders, in favor of the Beneficiaries of the Options, of their preferential subscription right for the shares that will be issued as said Options are exercised;

**Acknowledges** that the capital increase as a result of the Options exercised shall be definitively completed merely by the declaration that the Option is being exercised, accompanied by the subscription form and the payments for the shares, which may be made in cash or by a setoff against receivables held against the Company.

## TWENTY-NINTH RESOLUTION

### DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE AND ALLOT ORDINARY SHARE WARRANTS (“WARRANTS”), WITH CANCELLATION OF THE SHAREHOLDERS’ PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOR OF A SPECIFIC CATEGORY OF PERSONS

The General Shareholders’ Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders’ meetings,

After having reviewed (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors, In accordance with Articles L. 225-129 *et seq.*, L. 22-10-52, L. 225-135, L. 225-138 and L. 228-92 *et seq.* of the French Commercial Code,

**Delegates** its authority to the Board of Directors to issue, on one or more occasions, ordinary share warrants (“Warrants”), cancelling preferential subscription rights in favor of a specific category of persons;

**Decides** that the maximum nominal amount of the capital increases that may be carried out, immediately or in the future, pursuant to this delegation may not exceed 10% of the share capital on a fully diluted basis as of the date of this General Meeting; it being specified that this maximum amount will be increased by the nominal value of the securities to be issued to protect, in accordance with the law, the rights of holders of securities and other rights conferring access to capital; it being specified that the number of Warrants that may be issued pursuant to this delegation of authority will be applied against the overall limit provided for in the 31<sup>st</sup> resolution;

**Decides** that each Warrant shall confer the right to subscribe for one (1) new ordinary share;

**Decides** to cancel the shareholders’ preferential subscription right in favor of:

- (i) any individual or legal entity who are strategic partners of the Company, industrial or commercial entities in the pharmaceutical sector, or persons who have entered into a service or consulting agreement with the Company or any of its subsidiaries;
- (ii) the shareholders, senior management executives or employees of such entities in the case of legal entities;
- (iii) the senior management executives, corporate officers or employees of the Company or its subsidiaries;

**Decides** that the Warrants must be exercised at the latest within ten (10) years of their issue and that any Warrants that may have not been exercised upon the expiration of this period of ten (10) years will automatically lapse;

**Decides** that, as long as the Company’s shares will be admitted to trading on a regulated market, the subscription price of a ordinary share of the Company upon the exercise of a Warrant, that will be determined by the Board of Directors at the time of allotment of the Warrants, shall at least be equal to the weighted average share price on the Euronext Paris regulated market over a period chosen by the Board of Directors of between three (3) and ninety (90) consecutive trading days preceding the determination of the issue price, possibly reduced, at the discretion of the Board of Directors, by a maximum discount of ten percent (10%), after correction, if applicable, of this amount to take into account the difference in the date of dividend eligibility;

**Authorizes** the Company to impose on the holders of the Warrants the redemption or reimbursement of their rights as provided for in Article L. 228-102 of the French Commercial Code;

**Acknowledges** that this decision entails, in favor of the beneficiaries, an express waiver of the shareholders to their preferential subscription rights to the ordinary shares to which the Warrants entitle;

**Decides** that the Board of Directors shall have full powers to implement this delegation of authority, with the right to sub-delegate its authority to the Chief Executive Officer, within the limits and subject to the conditions specified above and, in particular, to:

- issue the Warrants and set their specific characteristics,
- decide the subscription price of the Warrants and the exercise price of the Warrants,
- draw up the list of beneficiaries and determine the number of Warrants that can be subscribed by each of them,
- set the special terms and conditions of the Warrants that may be subscribed by each of them,
- determine the mechanisms for protecting the rights of the Warrant holders,
- ensure compliance with the conditions for the validity of the Warrants and for exercising them,
- receive notices that the Warrants are being exercised, certify the resulting capital increases and amend the articles of incorporation accordingly,
- take all measures necessary to protect the Warrant holders, and
- in general, take all measures and carry out all formalities necessary for this issue,

**Decides** that this delegation of authority shall be valid for a period of eighteen (18) months from the date of this general meeting;

**Decides** that this delegation of authority supersedes, to the extent of the unused portion, any previous delegation of authority for the same purpose.

#### THIRTIETH RESOLUTION

AUTHORIZATION TO THE BOARD OF DIRECTORS TO GRANT FREE SHARES, WHETHER EXISTING OR TO BE ISSUED (“**FREE SHARES**”), WITH CANCELLATION OF THE SHAREHOLDERS’ PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOR OF A SPECIFIC CATEGORY OF PERSONS

The General Shareholders’ Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders’ meetings,

After having reviewed (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors,

In accordance with Articles L. 225-197-1 *et seq.* and L. 22-10-59 *et seq.* of the French Commercial Code,

**Authorizes** the Board of Directors, with the right to sub-delegate its authority to the extent permitted by law, to make, on one or more occasions, free grants of existing shares or shares to be issued of the Company;

**Decides** that the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this authorization may not exceed 10% of the share capital on a fully diluted basis as of the date of this General Meeting; it being specified that this maximum amount will be increased by the nominal value of the securities to be issued to protect, in accordance with the law, the rights of holders of securities and other rights conferring access to capital; provided, in any event, that the maximum number of shares that may be granted free of charge under this authorization shall not exceed 20% of the number of shares comprising the share capital on the date the Board of Directors decides to implement this authorization;

**Decides** that the number of bonus shares that may be granted pursuant to this authorization shall be applied against the overall limit provided for in the 31<sup>st</sup> resolution;

**Decides** that the beneficiaries of the grants may be employees, or certain categories of them, of the Company and/or entities directly or indirectly affiliated with it within the meaning of Article L. 225-197-2 of the French Commercial Code, as well as corporate officers of the aforementioned companies or entities, as determined by the Board of Directors in accordance with the provisions of Article L. 225-197-1 *et seq.* and L. 22-10-59 *et seq.* of the French Commercial Code, or some of them, and who, in addition, meet the conditions and, if applicable, the grant criteria that will have been set by the Board of Directors;

**Decides** that, if the grants are made to the corporate officers referred to in Article L. 22-10-59 of the French Commercial Code, they may only be made under the conditions of Article L. 22-10-60 of the French Commercial Code;

**Decides** that the grant of shares to their beneficiaries shall become final after a minimum deferral period of one year;

**Decides**, notwithstanding the foregoing, that the shares may be definitively granted before the end of the deferral period in the event of the beneficiary's disability within the second or third category set out in Article L. 341-4 of the French Social Security Code (*Code de la sécurité sociale*), as of the date such disability is certified, and that the shares may be freely transferable by the above beneficiary independently of the aforementioned lock-up period;

**Acknowledges** that in the event of a free grant of new shares, this decision will entail, as said shares are definitively granted, a capital increase by capitalizing reserves, profits or issue premiums for the benefit of the beneficiaries of said shares and a corresponding waiver by shareholders in favor of the beneficiaries of said shares of their preferential subscription rights to said shares;

**Grants** full powers to the Board of Directors to implement this resolution, with the right to sub-delegate its authority within the limits and subject to the conditions specified above and, in particular, to:

- determine whether the shares granted are shares to be issued and/or existing shares, and to change its choice before the final award;
- determine the categories of beneficiaries of the grant(s);
- freely determine the identities of the beneficiaries, the number of shares granted to each of them, set the conditions, and any criteria for granting the shares and, if any, any performance criteria;
- decide the amount of the grant(s), the dates and terms and conditions of each of them, and the date, which may be retroactive, as of which the securities issued will carry dividend rights;
- determine the definitive durations of the deferral period and the lock-up period for the shares, within the limits set by the law and above by the general shareholders' meeting;
- enter the Free Shares granted in a registered account in the names of their holders, stating that they are unavailable and the duration of such unavailability;
- fund a restricted reserve, earmarked to cover the beneficiaries' rights, with a sum equal to the total amount of the par value of the shares that may be issued pursuant to a capital increase, by withdrawing the necessary sums from any reserves to which the Company has unrestricted access;
- make the necessary withdrawals from this restricted reserve in order to pay the par value of the shares to be issued in favor of the beneficiaries thereof and accordingly increase the share capital by the par value of the shares granted;
- in the event of a capital increase, amend the articles of incorporation accordingly and carry out the formalities in consequence thereof;
- in the event that any of the financial transactions referred to in Article L. 228-99 paragraph 1, of the French Commercial Code are carried out during the deferral period, take, if it deems appropriate, all measures to protect and adjust the rights of the grantees of shares in accordance with the terms and conditions prescribed by said article;

**Decides** that this authorization shall be valid for a period of thirty-eight (38) months from the date of this general meeting;

**Decides** that, as from its date of implementation, this authorization supersedes any previous authorization for the same purpose.

### **THIRTY-FIRST RESOLUTION**

SETTING OF THE OVERALL LIMITS ON THE AMOUNT OF THE ISSUES CARRIED OUT PURSUANT TO THE AUTHORIZATIONS TO GRANT OPTIONS AND FREE SHARES AND THE DELEGATIONS OF AUTHORITY IN ORDER TO ISSUE WARRANTS

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors,

**Decides** that the sum (i) of the shares that may be issued or granted upon exercise of the Options that may be granted pursuant to the 28<sup>th</sup> resolution above, (ii) the shares that may be issued upon exercise of the Warrants that may be allotted pursuant to the 29<sup>th</sup> resolution above and (iii) the shares that may be issued in virtue of the shares allotted for free pursuant to the 30<sup>th</sup> resolution above, may not exceed 10% of the share capital on a fully diluted basis as of the date of this General Meeting, it being specified that the number of additional amount of the shares to be issued to protect, in accordance with the legal provisions and, where appropriate, the applicable contractual provisions, the rights of holders of securities or other rights conferring access to shares.

### **THIRTY-SECOND RESOLUTION**

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO CARRY OUT A CAPITAL INCREASE BY ISSUING SHARES OR SECURITIES CONFERRING ACCESS TO THE COMPANY'S CAPITAL RESTRICTED TO MEMBERS OF A COMPANY SAVINGS PLAN, WITH CANCELLATION OF THE SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOR THEREOF

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors,

**Acknowledging** the provisions of Article L. 3332-18 to L. 3332-24 of the French Labor Code (*Code du travail*), and voting in accordance with the provisions of Articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code;

**Delegates** to the Board of Directors its authority, with the right to sub-delegate its authority to the Chief Executive Officer, to decide to increase the share capital, on one or more occasions, at the time and in the manner in its discretion, by a maximum amount of €7,929 (representing, on the basis of the current nominal value of the Company's shares, equal to €0.01, a maximum amount of 792,900 shares) by issuing ordinary shares or financial securities conferring access to the Company's capital restricted to members of a company savings plan (or any other plan for whose members Article L. 3332-1 *et seq.* of the French Labor Code, or any similar law or regulation, permits restricting a capital increase under equivalent conditions) established or to be established within the Company; it being specified that the above maximum nominal amount above shall be increased by securities issued to protect the rights of holders of securities conferring access to capital in accordance with the provisions of the French Commercial Code;

**Decides** that the subscription price of the shares shall be set in accordance with the provisions of Article L. 3332-19 of the French Labor Code;

**Decides** that this delegation of authority entails cancellation of shareholders' preferential subscription rights to the new shares or securities to be issued in favor of the aforementioned beneficiaries, in the event the capital increase provided for in the foregoing paragraph is carried out;

**Decides** that the Board of Directors may grant bonus shares or financial securities conferring access to the Company's capital, in accordance with the terms prescribed by Article L. 3332-21 of the French Labor Code;

**Decides** that each capital increase shall be carried out only up to the amount of the ordinary shares actually subscribed by the above beneficiaries;

**Decides** that the features of the issues of financial securities conferring access to the Company's capital shall be decided by the Board of Directors in accordance with requirements prescribed by law;

**Grants** full powers to the Board of Directors to implement this delegation of authority and, in particular, to:

- decide and set the terms and conditions for issuing and allotting shares or financial securities conferring access to capital pursuant to this delegation of authority and, in particular, to set the subscription price in compliance with the rules stipulated above, the opening and closing dates for subscriptions, the effective dates (which may be retroactive), the time periods for paying up the shares and, if applicable, the financial securities conferring access to capital, all in accordance with the limits prescribed by law;
- certify the completion of the capital increase(s) for the amount of the shares or securities actually subscribed and make the corresponding amendments to the articles of incorporation;
- carry out all operations and formalities, directly or through an authorized agent; and
- in general, to take all actions that may be of use or necessary to definitively complete the successive capital increase(s),

**Decides** that this delegation of authority shall be valid for a period of eighteen (18) months as from the date of this general meeting;

**Decides** that this delegation of authority supersedes, to the extent of the unused portion where applicable, any previous delegation of authority for the same purpose.

*Resolutions submitted to the Ordinary General Meeting*

**THIRTY-THIRD RESOLUTION**

POWERS FOR FORMALITIES

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings,

**Grants** full powers to the bearer of an original, a copy, or an excerpt of these minutes for the purpose of carrying out all necessary legal publication and other formalities.

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