

LA FRANÇAISE DES JEUX

Société anonyme au capital de 76.400.000 euros
Siège social : 3/7 quai du Point du Jour - 92100 Boulogne-Billancourt
315 065 292 RCS NANTERRE
(la « Société »)

TEXT OF THE RESOLUTIONS

PRESENTED TO

THE ORDINARY AND EXTRAORDINARY ANNUAL GENERAL MEETING

OF 27 APRIL 2023

Resolutions presented to the Ordinary General Meeting

FIRST RESOLUTION

Approval of the parent company financial statements for the year ended 31 December 2022

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' and the statutory auditors' reports on the annual financial statements, approves the financial statements for the year ended 31 December 2022, as presented, as well as the transactions reflected in those financial statements or summarised in those reports, which show a net profit of €304,033,011.67.

The General Meeting approves the total amount of non-deductible expenses and charges referred to in paragraph 4 of Article 39 of the French General Tax Code, amounting to €645,782.14, and the related corporate tax charge of €166,773.24.

SECOND RESOLUTION

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

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the consolidated financial statements for the year ended 31 December 2022, the Board of Directors' and the statutory auditors' reports on the consolidated financial statements, approves the consolidated financial statements for the year ended 31 December 2022, as well as the transactions reflected in those financial statements or summarised in those reports.

THIRD RESOLUTION

Appropriation of earnings for the year ended 31 December 2022 and determination of the dividend

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, notes that:

- the result for the year ended 31 December 2022 is a net profit of €304,033,011.67;

- the retained earnings account has a positive balance of €211,389.00.

Consequently, the distributable 2022 profit amounts to €304,244,400.67.

The Meeting resolves, on the proposal of the Board of Directors, to allocate the profit for the year as follows:

Net profit for 2022	€304,033,011.67
Retained earnings	€211,389.00
Distributable profit for 2022	€304,244,400.67
Allocation to the optional reserve	€42,574,400.67
Proposed dividend per share	€1.37
Namely a total dividend* of:	€261,670,000.00
Allocation to retained earnings	€0.00

** on the basis of 191,000,000 shares.*

The Meeting accordingly sets the dividend for the year ended 31 December 2022 at €1.37 per share.

The ex-dividend date on Euronext Paris will be 5 May 2023, and the dividend will be paid in cash on 9 May 2023.

The dividend is entirely eligible, on option, for the 40% reduction mentioned in point 2 of paragraph 3 of Article 158 of the French General Tax Code.

In the event that, on the date of payment, FDJ holds some of its own shares, the sum corresponding to the amount of the dividend not paid in respect of those shares will be allocated to retained earnings.

In accordance with the law, the General Meeting notes that dividends paid in respect of the previous three years were as follows:

<i>(in euros)</i>	Dividend per share	Total dividend
FY 2019	€0.45	€85,950,000
FY 2020	€0.90	€171,900,000
FY 2021	€1.24	€236,840,000

FOURTH RESOLUTION

Approval of regulated agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the statutory auditors' special report on the agreements subject to the provisions of Article L. 225-38 et seq. of the French Commercial Code, approves the said report as well as the agreements presented therein and not yet approved by the General Meeting.

FIFTH RESOLUTION

(Reappointment of Fabienne Dulac as Director)

As the term of Fabienne Dulac, independent Director since 21 November 2019, expires at the end of this General Meeting, the General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings and having reviewed the report of the Board of Directors, resolves to

reappoint Fabienne Dulac as Director for a period of four years, i.e. until the end of the General Meeting held to approve the financial statements for the year ending 31 December 2026.

SIXTH RESOLUTION

(Reappointment of Françoise Gri as Director)

As the term of Françoise Gri, independent Director since 16 December 2020, expires at the end of this General Meeting, the General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings and having reviewed the report of the Board of Directors, resolves to reappoint Françoise Gri as Director for a period of four years, i.e. until the end of the General Meeting held to approve the financial statements for the year ending 31 December 2026.

SEVENTH RESOLUTION

(Reappointment of Corinne Lejbowicz as Director)

As the term of Corinne Lejbowicz, independent Director since 21 November 2019, expires at the end of this General Meeting, the General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings and having reviewed the report of the Board of Directors, resolves to reappoint Corinne Lejbowicz as Director for a period of four years, i.e. until the end of the General Meeting held to approve the financial statements for the year ending 31 December 2026.

EIGHTH RESOLUTION

(Non-reappointment of Pierre Pringuet as Director and appointment of Philippe Lazare as Director)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, noting that the term of office of Pierre Pringuet has expired, decides not to renew it.

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, appoints Philippe Lazare, born on 30 October 1956 and non-voting member since 8 June 2022, as Director for a period of four years, i.e. until the end of the General Meeting held to approve the financial statements for the year ending 31 December 2026.

NINTH RESOLUTION

(Approval of the information relating to the remuneration of the Corporate Directors for the year ended 31 December 2022, mentioned in I. of Article L. 22-10-34 of the French Commercial Code)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, and having reviewed the corporate governance report - incorporated in the Universal Registration Document - approves, pursuant to Article L. 22-10-34 I. of the French Commercial Code, the information presented in sub-section 2.2.2 of the Universal Registration Document, filed with the Autorité des marchés financiers (AMF) on 16 March 2023, published in accordance with I. of Article L. 22-10-9 of the French Commercial Code.

TENTH RESOLUTION

(Approval of the items of remuneration paid during or awarded in respect of the year ended 31 December 2022 to Stéphane Pallez, Chairwoman and Chief Executive Officer, in accordance with II. of Article L.22-10-34 of the French Commercial Code)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, and having reviewed the corporate governance report - incorporated in the Universal Registration Document - approves, pursuant to II. of Article L. 22-10-34 of the French Commercial Code, the fixed, variable and exceptional items comprising the total remuneration and benefits of any kind paid during the year ended 31 December 2022 or awarded in respect of that year to Stéphane Pallez, as presented in sub-section 2.2.2 of the Universal Registration Document filed with the Autorité des marchés financiers (AMF) on 16 March 2023. The details of the criteria which condition the variable remuneration of Stéphane Pallez in respect of the year ended 31 December 2022 are also provided.

ELEVENTH RESOLUTION

(Approval of the items of remuneration paid during or awarded in respect of the year ended 31 December 2022 to Charles Lantieri, Deputy Chief Executive Officer, in accordance with II. of Article L. 22-10-34 of the French Commercial Code)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, and having reviewed the corporate governance report - incorporated in the Universal Registration Document - approves, pursuant to II. of Article L. 22-10-34 of the French Commercial Code, the fixed, variable and exceptional items comprising the total remuneration and benefits of any kind paid during the year ended 31 December 2022 or awarded in respect of that year to Charles Lantieri, as presented in sub-section 2.2.2 of the Universal Registration Document filed with the Autorité des marchés financiers (AMF) on 16 March 2023. The details of the criteria which condition the variable remuneration of Charles Lantieri in respect of the year ended 31 December 2022 are also provided.

TWELFTH RESOLUTION

(Approval of the remuneration policy for the Corporate Directors, in accordance with II. of Article L.22-10-8 of the French Commercial Code)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, and having reviewed the corporate governance report - incorporated in the Universal Registration Document - and in accordance with the provisions of II. of Article L. 22-10-88 of the French Commercial Code, approves the items of the remuneration policy for the Corporate Directors (Executive Corporate Directors and Directors) for 2021, as presented in sub-section 2.2.1.2 of the Universal Registration Document filed with the Autorité des marchés financiers (AMF) on 16 March 2023. The details of the criteria which condition the variable remuneration of the Corporate Directors, in respect of the remuneration policy, are also provided.

THIRTEENTH RESOLUTION

(Authorisation to be given to the Board of Directors to trade in the Company's shares under the terms of Article L. 22-10-62 of the French Commercial Code)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the report of the Board of Directors, authorises the Board of Directors, with the option to sub-delegate under the conditions set by law, in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code and Regulation No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, to have the Company buy back its own shares with a view to:

- (i) holding and subsequently delivering shares (in exchange, as payment or otherwise) within the framework of external growth within a limit of 5% of the number of shares comprising the share capital; or
- (ii) delivering shares upon the exercise of rights attached to securities giving access to the capital by way of redemption, conversion, exchange, presentation of a warrant or in any other manner; or
- (iii) granting or selling shares within the framework of employee profit-sharing or with a view, in any permitted form, of granting or selling shares to employees and/or Corporate Directors of the Company and/or its group, in particular as part of any stock option, free share or company or group savings plans; or
- (iv) cancelling all or part of the shares thus purchased, under the conditions provided for in Article L. 22-10-62 of the French Commercial Code, subject to the adoption of the 23rd resolution of this General Meeting or any similar resolution; or
- (v) promoting the secondary market or the liquidity of the Company's shares through an investment services provider under liquidity agreements in accordance with the market practice recognised by the Autorité des Marchés Financiers.

Purchases of the Company's shares may be made for a number of shares such that:

- the number of shares purchased by the Company as part of the buyback programme does not exceed 10% of the shares comprising the Company's share capital, at any time, that percentage being applied to share capital adjusted to reflect transactions affecting it subsequent to this General Meeting; in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code, the number of shares taken into account for the calculation of the 10% limit corresponds to the number of shares purchased less the number of shares sold during the term of the authorisation when the shares are purchased to promote liquidity under the conditions defined in the General Regulation of the Autorité des Marchés Financiers; and
- the number of shares that the Company holds at any time does not exceed 10% of the shares comprising the Company's capital.

The purchase, sale, transfer or exchange of these shares may be carried out, on one or more occasions, by any means permitted by the regulations in force. Such means include, in particular, over-the-counter transactions, block sales, sales with right of repurchase and the use of any derivative financial instrument, whether traded on a regulated market or over-the-counter, and the implementation of option strategies (purchase and sale of call and put options and any combination thereof in compliance with the applicable regulations). The portion of the buyback programme that may be effected by block trading may cover the entire programme.

These transactions may be carried out at such times as the Board of Directors may determine. However, (i) the Board of Directors may not use this authorisation during a public offer for the Company, and (ii) the Board of Directors shall ensure the suspension of the execution of any liquidity agreements entered into by the Company during the execution of stabilisation measures within the meaning of Regulation (EU) no. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, as well as during a public offer or a pre-offer period and until the closing of the offer, when the Company is the initiator of the offer.

The General Meeting resolves that the maximum purchase price per share shall be equal to €70 excluding purchase costs.

Pursuant to Article R. 225-151 of the French Commercial Code, the General Meeting sets the maximum total amount allocated to the above-authorized share buyback programme at €700 million.

The General Meeting delegates to the Board of Directors the power to adjust the aforementioned maximum purchase price in the event of transactions involving the Company's share capital in order to take account of the impact of such transactions on the value of the share.

The General Meeting grants all powers to the Board of Directors to decide and implement this authorisation, to specify, if necessary, the terms thereof, and to carry out the buyback programme, with the option to delegate under the conditions set by law, and in particular to allocate and, where applicable, reallocate the shares purchased for one of the objectives of the programme to one or more of its other objectives, to place any stock market orders, to conclude any agreement, to keep registers of share purchases and sales, to make all declarations, in particular to the Autorité des Marchés Financiers and any other authorisation that may replace it, to complete all formalities and, generally, to do whatever is necessary.

The General Meeting sets the period of validity of this authorisation at 18 months from the date of this General Meeting and notes that it invalidates, as from the same date, the delegation of authority granted by the General Meeting of 26 April 2022 in its 14th resolution.

Resolutions presented to the Extraordinary General Meeting

FOURTEENTH RESOLUTION

(Delegation of authority to the Board of Directors to issue ordinary shares and/or other securities giving immediate or deferred access to the share capital of the Company or one of its subsidiaries, with preferential subscription rights)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having reviewed the report of the Board of Directors in accordance with the provisions of the French Commercial Code, and in particular Articles L. 225-129 et seq. and L. 228-91 et seq.,

1. delegates to the Board of Directors its authority, with the option to sub-delegate under the conditions set by law, to increase the share capital, on one or more occasions, in the proportions and at the times it sees fit, in France and/or outside France and/or on the international market, by way of public offering (other than those referred to in section 1 of Article L. 411-2 of the French Monetary and Financial Code), either in euros, or in any other currency or monetary unit established by reference to several currencies, with cancellation of shareholders' preferential rights, of (i) ordinary shares of the Company or (ii) any securities of any kind whatsoever issued for valuable consideration or free of charge, governed by Articles L. 228-91 et seq. of the French Commercial Code, giving access by any means, immediately and/or in the future, at any time or on a specific date, to ordinary shares to be issued by the Company or by a company in which it directly or indirectly owns more than half of the capital, subject to the authorisation of the company in which the rights are exercised. Subscription for the Company's shares and other securities may be made either in cash or by offsetting receivables;

2. resolves to set the limits of the amounts of the issues authorised in the event that the Board of Directors uses this delegation of authority as follows:

- (a) the maximum nominal amount of the immediate or deferred capital increases that may be carried out pursuant to this delegation of authority is set at 20% of the capital on the date of this meeting;
- (b) the maximum overall nominal amount of the capital increases, whether immediate or deferred, that may be carried out pursuant to this delegation of authority and those granted by the 15th, 16th, 17th, 18th, 20th, 21st and 22nd resolutions of this General Meeting is set at 20% of the capital on the date of this meeting (the “**Global Cap**”);
- (c) to the above caps shall be added, where applicable, the nominal amount of the shares that may be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other cases of adjustment, the rights of the holders of securities giving access to the Company’s share capital, of options to subscribe for or purchase new shares, or of rights to the free allocation of shares;
- (d) the maximum overall nominal amount of immediate and/or future debt securities that may be issued pursuant to this delegation of authority in accordance with the provisions of Articles L. 228-91, L. 228-92 and L. 228-93 of the French Commercial Code and the delegation of authority granted by the 15th, 16th, 17th, 18th, 20th, 21st and 22nd resolutions of this General Meeting is set at €700 million or the equivalent value of that amount;

It being specified that the caps referred to in (c) and (d) are autonomous and distinct from the amount of debt securities whose issue is approved or authorised by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code as well as the amount of debt securities giving the right to the allocation of other debt securities or giving access to existing equity securities, the issue of which is approved or authorised by the Board of Directors in accordance with the last paragraph of Article L. 228-92, the last paragraph of Article L. 228-93 or under the conditions referred to in Article L. 228-36-A of the French Commercial Code;

3. sets the period of validity of this authorisation at 26 months from the date of this General Meeting and notes that it invalidates, as from the same date, the delegation of authority granted by the General Meeting of 16 June 2021 in its 14th resolution;

4. in the event that the Board of Directors makes use of this delegation of authority:

- (a) resolves that the issue(s) shall be reserved in preference to the shareholders, who may subscribe on an irreducible basis in proportion to the number of shares they hold at the time, and notes that the Board of Directors may institute a reducible subscription right;
- (b) resolves that, if the subscriptions on an irreducible basis and, where applicable, on a reducible basis have not covered the entire issue of shares or securities as defined above, the Board of Directors may use the various options provided for by law, in the order it shall determine, including offering to the public all or part of the shares or, in the case of securities giving access to the share capital, of the said securities that have not been subscribed, in France and/or outside France and/or on the international market;
- (c) resolves that issues of warrants for the subscription of shares in the Company may be carried out by subscription offer under the conditions described above, but also by way of free allocation to the owners of existing shares;
- (d) resolves that in the event of free allocation of stand-alone warrants, the Board of Directors shall have the power to decide that fractional allocation rights shall not be tradable and that the corresponding securities shall be sold; and

(e) notes that this delegation of authority automatically entails the waiver by shareholders of their preferential subscription rights to the new shares to which the securities will give entitlement in favour of the holders of the securities issued giving access to the Company's capital;

5. resolves that the Board of Directors shall have all powers, with the option to sub-delegate under the conditions set by law, to implement this delegation of authority, and in particular to set the conditions of issue, subscription and payment, to record the completion of the resulting capital increases and to make the corresponding amendments to the Articles of Association, and in particular to:

(a) determine, as appropriate, the terms for exercising the rights attached to the shares or securities giving access to the capital or to debt securities, determine the terms for exercising rights, where applicable, notably for conversion, exchange, redemption, including by delivery of assets of the Company such as securities already issued by the Company; provide, where applicable, that the shares delivered in conversion, exchange, redemption or otherwise may be new and/or existing shares;

(b) decide in the event of the issue of debt securities, whether they shall be subordinated or not (and, if so, their subordination rank, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest, or zero coupon or indexed), their term (fixed or indefinite) and other terms of issue (including the granting of guarantees or securities) and redemption (including redemption by delivery of assets of the Company); such securities also being subject to repurchase on the stock market or to a purchase or exchange offer by the Company; set the conditions under which these securities shall give access to the capital of the Company and/or of the companies in which it directly or indirectly owns more than half of the capital; modify, during the life of the securities concerned, the terms referred to above, in compliance with the applicable formalities;

(c) at its sole initiative, charge the costs of the capital increase against the amount of the premiums relating thereto and deduct from that amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each capital increase;

(d) determine and make all adjustments intended to take into account the impact of transactions on the Company's capital, in particular in the event of a change in the par value of the share, a capital increase by incorporation of reserves, the allocation of free shares, a stock split or reverse stock split, the distribution of reserves or any other assets, a reduction of the capital, or any other transaction affecting shareholders' equity, and determine the terms under which the rights of holders of securities giving access to the capital will be preserved, where applicable; and

(e) in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and decisions and carry out all formalities necessary for the issue, listing and financial service of the securities issued pursuant to this delegation of authority, as well as for the exercise of the rights attached thereto or any formalities following the capital increases carried out;

6. notwithstanding the foregoing, resolves that the Board of Directors may not, except with the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a proposed public offer for the Company's securities until the end of the period of said offer.

FIFTEENTH RESOLUTION

(Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving immediate and/or deferred access to the capital of the Company or one of its subsidiaries, without preferential subscription rights, by way of a public offering (other than those referred to in section 1 of Article L. 411-2 of the French Monetary and Financial Code)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, in accordance with the provisions of the French Commercial Code, in particular Articles L. 225-127, L. 225-128, L. 225-129, L. 225-129-2, L. 225-135, L. 225-136 and L. 228-91 et seq.:

1. delegates to the Board of Directors its authority, with the option to sub-delegate under the conditions set by law, to increase the share capital, in the proportions and at the times it sees fit, on one or more occasions, in France and/or outside France, either in euros or in any other currency or monetary unit established by reference to several currencies, by issuing, without preferential rights (i) ordinary shares of the Company or (ii) any securities of any kind whatsoever issued for valuable consideration or free of charge, governed by Articles L. 228-91 et seq. of the French Commercial Code, giving access by any means, immediately and/or in the future, at any time or on a specific date, to ordinary shares to be issued by the Company or by a company in which it directly or indirectly owns more than half of the capital, subject to the authorisation of the company in which the rights are exercised. Subscription for the shares and other securities may be made either in cash or by offsetting receivables;

2. delegates to the Board of Directors, subject to the authorisation of the general meeting of the company in which the rights are exercised, its power to (i) authorise the issue, by companies in which the Company directly or indirectly holds more than half of the share capital, of securities giving access to the Company's capital, and (ii) decide to issue shares or securities giving access to the Company's capital resulting therefrom;

3. resolves to set the limits of the amounts of the issues authorised in the event that the Board of Directors uses this delegation of authority as follows:

(a) the maximum nominal amount of the immediate and/or deferred capital increases that may be carried out pursuant to this delegation of authority is set at 10% of the share capital as of the date hereof; the capital increases carried out under the 16th, 17th, 18th, 20th, 21st and 22nd resolutions being deducted from this cap;

it being specified that to the above cap shall be added, where applicable, the nominal amount of the shares that may be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other cases of adjustment, the rights of the holders of securities giving access to the Company's capital, of options to subscribe for or purchase new shares, or of rights to the free allocation of shares;

(b) the maximum nominal amount of the immediate and/or deferred capital increases that may be carried out pursuant to this delegation of authority shall be deducted from the amount of the Global Cap provided for in 2(b) of the 14th resolution of this General Meeting;

(c) the maximum overall nominal amount of immediate and/or future debt securities that may be issued pursuant to this delegation of authority in accordance with the provisions of Articles L. 228-91, L. 228-92 and L. 228-93 of the French Commercial Code may not exceed the cap of €700 million or the equivalent value of that amount;

(d) the maximum total nominal amount of immediate and/or future debt securities that may be issued pursuant to this delegation of authority in accordance with the provisions of Articles L. 228-91 and L. 228-92 of the French Commercial Code shall be deducted from the amount of the Global Cap set in 2(d) of the 14th resolution of this General Meeting; it being specified that this cap is

autonomous and distinct from the amount of debt securities whose issue is decided or authorised by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code as well as the amount of debt securities giving the right to the allocation of other debt securities or giving access to existing equity securities, the issue of which is decided or authorised by the Board of Directors in accordance with the last paragraph of Article L. 228-92, the last paragraph of Article L. 228-93 or under the conditions referred to in Article L. 228-36-A of the French Commercial Code;

4. sets the period of validity of the delegation of authority covered by this resolution at 26 months from the date of this General Meeting and notes that it invalidates, as from the same date, the delegation of authority granted by the General Meeting of 16 June 2021 in its 15th resolution;

5. resolves to cancel shareholders' preferential subscription rights to the securities to be issued under this resolution, while allowing the Board of Directors, pursuant to Article L. 22-10-51 of the French Commercial Code, to grant shareholders, for a period and according to the terms it shall determine in accordance with the applicable legal and regulatory provisions, and for all or part of an issue carried out, a priority subscription period not giving rise to the creation of tradable rights and which must be exercised in proportion to the number of shares owned by each shareholder and which may be supplemented by a reducible subscription right; in the event that the amount of the issue exceeds 10% of the Company's share capital on the date of the decision to issue, the Board of Directors shall be obliged to grant the shareholders, for a period and according to the terms it shall determine in accordance with the applicable legal and regulatory provisions and for the entire issue carried out, a priority subscription period;

6. notes that this delegation of authority automatically entails the waiver by shareholders of their preferential subscription rights to the new shares to which the securities will give entitlement in favour of the holders of the securities issued giving deferred access to the Company's capital;

7. resolves that, in accordance with Articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code:

(a) the issue price of ordinary shares issued directly shall be at least equal to the minimum amount provided for by the laws and regulations in force on the date of issue (i.e., to date, the weighted average of the prices of the last three trading days before the start of the public offering within the meaning of Regulation (EU) 2017/1129 of 14 June 2017, possibly reduced by a maximum discount of 10%) (including for public offerings referred to in Article L. 411-2-1 of the French Monetary and Financial Code);

(b) the issue price of the securities giving access to the capital shall be such that the amount received immediately by the Company, plus any amount that may be received subsequently by the Company, is, for each share issued as a result of the issue of these securities, at least equal to the minimum subscription price defined in the preceding paragraph;

(c) the conversion, redemption or generally the transformation into shares of each security giving access to the capital shall be made, taking into account the nominal value of said security, in a number of shares such that the amount received by the Company, for each share, is at least equal to the minimum subscription price as defined for the issue of the shares, in this same resolution;

8. resolves that if the subscriptions of the shareholders and the public have not covered all of an issue of ordinary shares and/or securities, the Board of Directors may use, in the order it shall determine, one or other of the following options:

- limit the issue to the amount of subscriptions under the conditions provided for by the law in force at the time of the use of this delegation of authority;
- freely distribute all or part of the unsubscribed securities among the persons of its choice;

9. resolves that the Board of Directors shall have all powers, with the option to sub-delegate under the conditions set by law, to implement this delegation of authority, and in particular to set the conditions of issue, subscription and payment, to record the completion of the resulting capital increases and to make the corresponding amendments to the Articles of Association, and in particular to:

- (a) determine, as appropriate, the terms for exercising the rights attached to the ordinary shares and/or securities giving access to the capital that may be issued pursuant to this delegation of authority, in accordance with the provisions of Articles L. 228-91, L. 228-92 and L. 228-93 of the French Commercial Code, determine the terms for exercising rights, where applicable, for conversion, exchange, redemption, including by delivery of assets of the Company such as securities already issued by the Company; provide, where applicable, that the shares delivered in conversion, exchange, redemption or otherwise may be new and/or existing shares;
- (b) decide, in the event of the issue of debt securities, whether they shall be subordinated or not (and, if so, their subordination rank, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate, including fixed or variable interest, or zero coupon or indexed, provide for their term to be fixed or indefinite and other terms of issue, including the granting of guarantees or securities, and redemption, including redemption by delivery of assets of the Company (such securities may also be subject to repurchase on the stock market or to a purchase or exchange offer by the Company); set the conditions under which these securities shall give access to the capital of the Company and/or of the companies in which it directly or indirectly owns more than half of the capital; modify, during the life of the securities concerned, the terms referred to above, in compliance with the applicable formalities;
- (c) at its sole initiative, charge the costs of the capital increase against the amount of the premiums relating thereto and deduct from that amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each capital increase;
- (d) determine and make all adjustments intended to take into account the impact of transactions on the Company's capital, in particular in the event of a change in the par value of the share, a capital increase by incorporation of reserves, the allocation of free shares, a stock split or reverse stock split, the distribution of reserves or any other assets, a reduction of the capital, or any other transaction affecting shareholders' equity, and determine the terms under which the rights of holders of securities giving access to the capital will be preserved, where applicable; and
- (e) in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and decisions and carry out all formalities necessary for the issue, listing and financial service of the securities issued pursuant to this delegation of authority, as well as for the exercise of the rights attached thereto or any formalities following the capital increases carried out;

10. notwithstanding the foregoing, resolves that the Board of Directors may not, except with the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a proposed public offer for the Company's securities until the end of the period of said offer.

SIXTEENTH RESOLUTION

(Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving immediate and/or deferred access to the capital of the Company or one of its subsidiaries, without preferential subscription rights, by way of an offering referred to in section 1 of Article L. 411-2 of the French Monetary and Financial Code, intended exclusively for qualified investors and/or a restricted circle of investors)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, in accordance with the provisions of the French Commercial Code, in particular Articles L. 225-127, L. 225-128, L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 228-92 and L.228-93, and with section 1 of Article L. 411-2 of the French Monetary and Financial Code:

1. delegates to the Board of Directors its authority to increase the share capital, on one or more occasions, in the proportion and at the times it deems appropriate, on the French and/or foreign markets and/or the international market, either in euros or in any other currency or monetary unit established by reference to several currencies, by issuing, with cancellation of the shareholders' preferential rights by way of a public offering referred to in section 1 of Article L. 411-2 of the French Monetary and Financial Code, ordinary shares or securities issued for valuable consideration or free of charge, governed by Articles L. 225-149 et seq. and L. 228-91 et seq. of the French Commercial Code, giving access to the Company's capital. Subscription for the shares and other securities may be made either in cash or by offsetting receivables;
2. resolves to set the limits of the amounts of the issues authorised in the event that the Board of Directors uses this delegation of authority as follows:
 - (a) the maximum nominal amount of capital increases that may be carried out pursuant to this delegation of authority is set at 10% of the capital as of the date hereof, to be deducted from the Global Cap set in the 14th resolution (paragraph 2(b)) and from the cap set in the 15th resolution (paragraph 3(a)), it being specified that to the above caps shall be added, where applicable, the nominal amount of the shares that may be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other cases of adjustment, the rights of the holders of securities giving access to the Company's share capital, of options to subscribe for or purchase new shares, or of rights to the free allocation of shares;
 - (b) the maximum nominal amount of securities representing claims on the Company may not exceed the cap of €700 million or the equivalent of that amount, it being specified that this amount will be deducted from the global cap set for the securities representing debt securities, in the 14th resolution of this meeting (paragraph 2 (d)) and on the limit set in the 15th resolution (paragraph 3 (c)) and that this cap is autonomous and distinct from the amount of the debt securities whose issue is decided or authorised in accordance with Article L. 228-40 of the French Commercial Code as well as the amount of debt securities giving the right to the allocation of other debt securities or giving access to existing equity instruments, whose issue is decided or authorised in accordance with the last paragraph of Article L. 228-92, the last paragraph of Article L. 228-93 or under the conditions referred to in Article L. 228-36-A of the French Commercial Code;
3. sets the period of validity of the delegation of authority covered by this resolution at 26 months from the date of this General Meeting and notes that it invalidates, as from the same date, the delegation of authority granted by the General Meeting of 16 June 2021 in its 16th resolution;
4. resolves to cancel shareholders' preferential subscription rights to the securities covered by this resolution;

5. notes that this delegation of authority automatically entails the waiver by shareholders of their preferential subscription rights to the new shares to which the securities will give entitlement in favour of the holders of the securities issued giving access to the Company's capital;

6. resolves that, in accordance with Articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code:

- (a) the issue price of shares issued directly shall be at least equal to the minimum amount provided for by the laws and regulations in force on the date of issue (i.e., to date, the weighted average of the prices of the last three trading days before the start of the public offering within the meaning of Regulation (EU) 2017/1129 of 14 June 2017, possibly reduced by a maximum discount of 10%);
- (b) the issue price of the securities giving access to the capital shall be such that the amount received immediately by the Company, plus any amount that may be received subsequently by the Company, is, for each share issued as a result of the issue of these securities, at least equal to the minimum subscription price defined in the preceding paragraph;

7. resolves that if the subscriptions have not covered the entire issue of securities, the Board of Directors may limit the issue to the amount of subscriptions under the conditions provided for by the law in force at the time of the use of this delegation of authority;

8. resolves that the Board of Directors shall have all powers, with the option to sub-delegate under the conditions set by law, to implement this delegation of authority, and in particular to set the conditions of issue, subscription and payment, to record the completion of the resulting capital increases and to make the corresponding amendments to the Articles of Association, and in particular to:

- (a) determine, as appropriate, the terms for exercising the rights attached to the shares or securities giving access to the capital or to debt securities to be issued, determine the terms for exercising rights, where applicable, notably for conversion, exchange, redemption, including by delivery of assets of the Company such as securities already issued by the Company; provide, where applicable, that the shares delivered in conversion, exchange, redemption or otherwise may be new and/or existing shares;
- (b) decide, in the event of the issue of debt securities, whether they shall be subordinated or not (and, if so, their subordination rank, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate, including fixed or variable interest, or zero coupon or indexed, to provide for their term to be fixed or indefinite and other terms of issue, including the granting of guarantees or securities, and redemption, including redemption by delivery of assets of the Company; set the conditions under which these securities shall give access to the capital of the Company; modify, during the life of the securities concerned, the terms referred to above, in compliance with the applicable formalities;
- (c) at its sole initiative, charge the costs of the capital increase against the amount of the premiums relating thereto and deduct from that amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each capital increase;
- (d) determine and make all adjustments intended to take into account the impact of transactions on the Company's capital, in particular a change in the par value of the share, a capital increase by incorporation of reserves, the allocation of free shares, a stock split or reverse stock split, the distribution of reserves or any other assets, the amortisation of the capital, or any other transaction affecting shareholders' equity, and determine the terms under which the rights of holders of securities giving access to the capital will be preserved, where applicable; and
- (e) generally, enter into any agreement, in particular to successfully complete the planned issues, take all measures and decisions and carry out all formalities necessary for the issue, listing and financial service of the securities issued pursuant to this delegation of authority, as well as for the exercise of the rights attached thereto or resulting from the capital increases carried out.

9. resolves, notwithstanding the foregoing, that the Board of Directors may not, except with the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a proposed public offer for the Company's securities until the end of the period of said offer.

SEVENTEENTH RESOLUTION

(Authorisation to be given to the Board of Directors in the event of an issue without preferential subscription rights pursuant to the 15th and 16th resolutions, to set the issue price in accordance with the terms set by the General Meeting, within the limit of 10% of the capital per year)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, in accordance with the provisions of Article L. 22-10-52 of the French Commercial Code:

- (a) authorises the Board of Directors for each issue of ordinary shares or securities issued for valuable consideration or free of charge, governed by Articles L. 225-149 et seq. and L. 228-91 et seq. of the French Commercial Code, giving access to the Company's capital (whether in the form of new or existing shares of the Company), without preferential subscription rights, decided pursuant to the 15th and 16th resolutions above, and within the limit of 10% of the share capital per year as it exists at the time of the implementation by the Board of Directors of this authorisation over a period of twelve months, to waive the conditions for the determination of the price provided for by the 15th and 16th resolutions above and to freely determine the issue price at an amount at least equal to the last quoted price less a discount of 10%;
- (b) resolves that the Board of Directors shall have all powers to implement this resolution under the conditions provided for in the 15th and 16th resolutions above and that the issues carried out pursuant to this resolution shall be deducted from the caps referred to in the 14th, 15th and 16th resolutions above;
- (c) sets the duration of validity of this resolution at 26 months from the date of this Meeting and notes that it cancels, as of the same date, the delegation of authority granted by the General Meeting of 16 June 2021 in its 17th resolution;
- (d) resolves, notwithstanding the foregoing, that the Board of Directors may not, except with the prior authorisation of the General Meeting, make use of this authorisation as from the filing by a third party of a proposed public offer for the Company's securities until the end of the period of said offer.

EIGHTEENTH RESOLUTION

(Delegation of authority to the Board of Directors to increase the number of securities to be issued in the event of a capital increase with or without preferential subscription rights)

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

- (a) delegates to the Board of Directors, with the option to sub-delegate under the conditions set by law, its authority to increase the number of shares or securities 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 used for the initial issue, within the time periods and limits provided for by the regulations applicable on the date of the issue (i.e., to date, within thirty days of the closing of the subscription

and within the limit of 15% of the initial issue) and subject to the cap provided for in the resolution pursuant to which the issue is decided as well as the Global Cap set by the 14th resolution;

- (b) sets the period of validity of this delegation of authority at 26 months from the date of this General Meeting and notes that it invalidates, as from the same date, the delegation of authority granted by the General Meeting of 16 June 2021 in its 18th resolution;
- (c) resolves, notwithstanding the foregoing, that the Board of Directors may not, except with the prior authorisation of the General Meeting, make use of this authority as from the filing by a third party of a proposed public offer for the Company's securities until the end of the period of said offer.

NINETEENTH RESOLUTION

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

The General Meeting, voting under the quorum and majority conditions provided for in Article L. 225-98 of the French Commercial Code, having reviewed the report of the Board of Directors in accordance with the provisions of the French Commercial Code, and in particular Articles L. 225-129, L. 225-129-2 and L. 225-130:

1. delegates to the Board of Directors its power to increase the share capital, on one or more occasions, in the proportion and at the times it sees fit, by incorporation of premiums, reserves, profits or other items whose incorporation is possible by law and pursuant to the Articles of Association, and in the form of a grant of free shares or an increase in the par value of the existing shares, or by a combination of those two procedures;

2. resolves to set the cap of the maximum nominal amount of the capital increases that may be carried out in this respect at the sum that may be legally incorporated; it being specified that this cap shall not be deducted from the amount of the Global Cap referred to in the 14th resolution, or from any other cap;

3. in the event that the Board of Directors uses this delegation of authority, delegates to it all powers, with the option to sub-delegate under the conditions set by law, to implement this delegation of authority, and in particular to set the conditions of issue, to record the completion of the resulting capital increases and to make the corresponding amendments to the Articles of Association, and in particular to:

- (a) set the amount and nature of the sums to be incorporated into the capital, determine the number of new shares to be issued and/or the amount by which the par value of the existing shares comprising the share capital shall be increased, set the date, even retroactively, as from which the new shares shall carry dividend rights or the date on which the increase in the par value shall take effect;
- (b) decide, in the event of the distribution of free shares:
 - that fractional rights will not be tradable and that the corresponding shares will be sold; that the sums derived from the sale will be allocated to the holders of the rights under the conditions provided for by law and regulations;
 - make all adjustments intended to take into account the impact of transactions on the Company's capital, in particular in the event of a change in the par value of the share, a capital increase by incorporation of reserves, the allocation of free shares, a stock split or reverse stock split, the distribution of reserves or any other assets, a reduction of the capital, or any other transaction affecting shareholders' equity, and determine the terms under which the rights of holders of securities giving access to the capital will be preserved, where applicable; and

- (c) generally, enter into any agreement, in particular to successfully complete the planned issues, take all measures and decisions and carry out all formalities necessary for the issue, listing and financial service of the securities issued pursuant to this delegation of authority, as well as for the exercise of the rights attached thereto or resulting from the capital increases carried out;
4. sets the period of validity of this delegation of authority at 26 months from the date of this General Meeting and notes that it invalidates, as from the same date, the delegation of authority granted by the General Meeting of 16 June 2021 in its 19th resolution.
5. resolves, notwithstanding the foregoing, that the Board of Directors may not, except with the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a proposed public offer for the Company's securities until the end of the period of said offer.

TWENTIETH RESOLUTION

(Delegation of powers to the Board of Directors to issue ordinary shares and/or securities giving immediate or deferred access to the capital, without preferential subscription rights, in consideration for contributions in kind to the Company)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, pursuant to Article L. 22-10-53 of the French Commercial Code, delegates to the Board of Directors its powers to issue equity securities or various marketable securities giving access to the Company's capital within the limit of 10% of the share capital, at the time of issue, in consideration for contributions in kind granted to the Company and consisting of shares or marketable securities giving access to the capital of other companies, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable. In accordance with the law, the Board of Directors shall rule on the special report of the contribution auditors mentioned in Article L. 22-10-53 of the said Code, on the valuation of the contributions and the granting of special benefits.

The General Meeting resolves that the nominal amount of the increase in the Company's share capital resulting from the issue of the securities defined in the paragraph above shall be deducted from the amount of the Global Cap for capital increases set in the 14th resolution (paragraph 2(b)) and from the cap set in the 15th resolution (paragraph 3(a)), it being specified that this cap is set without taking into account the consequences on the amount of the capital of the adjustments made to preserve, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other cases of adjustment, the rights of the holders of securities giving access to the Company's share capital, of options to subscribe for or purchase new shares, or of rights to the free allocation of shares.

The General Meeting notes that this delegation of authority automatically entails the waiver by shareholders of their preferential subscription rights to the new shares to which the securities will give entitlement in favour of the holders of the securities issued giving access to the Company's capital.

The General Meeting resolves that the Board of Directors shall have all powers, with the option to sub-delegate under the conditions set by law, in particular to determine the nature and number of the securities to be created, their characteristics and the terms of their issue, to approve the valuation of the contributions and, concerning the said contributions, to record the realisation thereof, to charge all costs, fees and duties to the premiums, and to allocate the balance in any way the Board of Directors or the Ordinary General Meeting may decide, to increase the share capital, to make the corresponding amendments to the Articles of Association, and, in general, to enter into any agreement, in particular to successfully complete the planned issues, take all measures and decisions and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority and the exercise of the rights attached thereto, or any formalities resulting from the capital increases carried out.

The General Meeting sets the period of validity of this authorisation at 26 months from the date of this General Meeting and notes that it invalidates, as from the same date, the delegation of authority granted by the General Meeting of 16 June 2021 in its 20th resolution.

The General Meeting resolves, notwithstanding the foregoing, that the Board of Directors may not, except with the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a proposed public offer for the Company's securities until the end of the period of said offer.

TWENTY-FIRST RESOLUTION

(Delegation of authority to the Board of Directors to issue ordinary shares or securities giving access to the capital of the Company, without preferential subscription rights, in the event of a public exchange offer initiated by the Company)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, in accordance with the provisions of the French Commercial Code, in particular Articles L. 225-129 to L. 225-129-6, L. 22-10-54 and L. 228-92:

- (a) delegates to the Board of Directors its authority to issue ordinary shares or other securities giving access to the Company's capital, immediately and/or in the future, within the limit of 10% of the share capital, at the time of issue, in consideration for securities tendered to (i) a public exchange offer initiated in France or outside France, in accordance with local rules, by the Company for the securities of another company admitted to trading on one of the regulated markets referred to in Article L. 22-10-54 above, or (ii) any other transaction having the same effect as a public exchange offer initiated by the Company on the securities of another company whose securities are admitted to trading on another regulated market governed by foreign law;
- (b) resolves, insofar as necessary, to cancel shareholders' preferential subscription rights to the ordinary shares and securities thus issued in favour of the holders of the securities covered by the public offer;
- (c) notes that this delegation of authority entails the waiver by shareholders of their preferential subscription rights to the ordinary shares to which the securities issued on the basis of this delegation of authority may entitle them.

The General Meeting resolves that the nominal amount of the increase in the Company's share capital resulting from the issue of the securities defined in the paragraph above shall be deducted from the amount of the Global Cap for capital increases set in the 14th resolution (paragraph 2(b)) and from the cap set in the 15th resolution (paragraph 3(a)), it being specified that this cap is set without taking into account the consequences on the amount of the capital of the adjustments made to preserve, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other cases of adjustment, the rights of the holders of securities giving access to the Company's share capital, of options to subscribe for or purchase new shares, or of rights to the free allocation of shares.

The General Meeting resolves that the Board of Directors shall have all powers, with the option to sub-delegate under the conditions set by law, to implement the public offers referred to in this resolution, and in particular to;

- set the exchange ratio and, where applicable, the amount of the cash balance to be paid;
- record the number of shares tendered for exchange;
- determine the dates, terms of issue, including the price and dividend date, of the new ordinary shares, or, where applicable, of the securities giving immediate and/or deferred access to ordinary shares of the Company;
- record the difference between the issue price of the new ordinary shares and their nominal value among liabilities on the balance sheet in a “Contribution Premium” account, to which all shareholders will have rights;
- charge, if necessary, all costs and fees incurred by the authorised transaction to the said “Contribution Premium”; and
- record the completion of the resulting capital increase(s) and make the corresponding amendments to the Articles of Association, and, generally, enter into any agreement, in particular to successfully complete the planned issues, take all measures and decisions and carry out all formalities necessary for the issue, listing and financial service of the securities issued pursuant to this delegation of authority, as well as for the exercise of the rights attached thereto or resulting from the capital increases carried out.

The General Meeting sets the period of validity of this authorisation at 26 months from the date of this General Meeting and notes that it invalidates, as from the same date, the delegation of authority granted by the General Meeting of 16 June 2021 in its 21st resolution.

The General Meeting resolves, notwithstanding the foregoing, that the Board of Directors may not, except with the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a proposed public offer for the Company’s securities until the end of the period of said offer.

TWENTY-SECOND RESOLUTION

(Delegation of authority to the Board of Directors to increase the capital by issuing ordinary shares and/or securities giving access to the Company’s capital reserved for members of Employee Savings Plans, with cancellation of preferential rights in their favour, pursuant to Articles L. 3332-18 et seq. of the French Labour Code)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having reviewed the report of the Board of Directors and the Statutory Auditors’ special report, in accordance with the provisions of Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1 of the French Commercial Code and within the framework of Articles L. 3332-18 et seq. of the French Labour Code:

1. delegates to the Board of Directors, with the option to sub-delegate under the conditions set by law, its authority to increase the share capital, on one or more occasions, by issuing ordinary shares and/or securities giving access to the Company’s capital, the subscription of which shall be reserved for the members of one or more employee savings plans (or any other plan for whose members Article L. 3332-18 of the French Labour Code allows a capital increase to be reserved on equivalent terms) already existing or which may be set up within the group formed by the Company and all or some of the French or foreign companies included in the scope of consolidation of the Company’s financial statements pursuant to Article L. 3344-1 of the French Labour Code and which are related to the Company within the meaning of Article L. 225-180 of the French Commercial Code; the said members hereinafter being referred to as the “**Beneficiaries**”;

2. resolves to set the maximum nominal amount of the capital increases that may be carried out on this basis at 1% of the share capital as of the date of this Meeting, it being specified that:
 - (a) this cap is set without taking into account the nominal amount of the ordinary shares of the Company to be issued to preserve, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other cases of adjustment, the rights of the holders of securities giving access to the Company's share capital, of options to subscribe for or purchase new shares, or of rights to the free allocation of shares;
 - (b) the nominal amount of the capital increases carried out pursuant to this delegation of authority shall be deducted from the amount of the Global Cap provided for in 2(b) of the 14th resolution and from the amount of the cap provided for in 3(a) of the 15th resolution;
3. notes that the Board of Directors may issue ordinary shares and/or securities giving access to the Company's capital reserved for the Beneficiaries concurrently or independently of one or more issues open to shareholders or third parties;
4. resolves that the issue price of the new ordinary shares and/or securities giving access to the capital shall be determined under the conditions provided for in Articles L. 3332-18 et seq. of the French Labour Code and shall be equal to 70% of the Reference Price (as defined below) or 60% of the Reference Price when the lock-up period provided for by the plan in application of Articles L. 3332-25 and L. 3332-26 is greater than or equal to 10 years. For the purposes of this paragraph, the Reference Price means the average of the quoted prices of the Company's shares during the 20 trading days preceding the date of the decision of the Board of Directors setting the opening date of the subscription period for the capital increase reserved for the Beneficiaries. However, the General Meeting expressly authorises the Board of Directors, if it deems it appropriate, to reduce or eliminate the aforementioned discount, within the legal and regulatory limits, notably in order to take into account the legal, accounting, tax and social security regimes applicable locally;
5. authorises the Board of Directors to grant, free of charge, to the Beneficiaries, in addition to the ordinary shares or securities giving access to the capital to be subscribed for in cash, ordinary shares or securities giving access to the capital to be issued or already issued, as a substitute for all or part of the discount in relation to the Reference Price and/or as an employer's contribution, it being understood that the advantage resulting from this grant may not exceed the limits provided for in Articles L. 3332-11 and L. 3332-19 of the French Labour Code or the legal or regulatory limits applicable locally, where applicable;
6. resolves to cancel, in favour of the Beneficiaries, the preferential subscription right of shareholders to the securities that may be issued within the framework of this delegation of authority, the said shareholders waiving, moreover, any right to the ordinary shares or securities giving access to the capital allocated free of charge to the Beneficiaries by application of this resolution, including to the part of the reserves, profits or premiums incorporated into the capital for the purposes of the issue of the said securities allocated free of charge to the Beneficiaries;
7. notes that this delegation of authority automatically entails the waiver by shareholders of their preferential subscription rights to the new shares to which the securities will give entitlement in favour of the holders of the securities issued giving access to the Company's capital.
8. resolves that the Board of Directors shall have all powers, with the option to sub-delegate under the conditions set by law, to implement this delegation of authority, within the limits and under the conditions specified above, and in particular to:
 - determine, in accordance with the legal conditions, the list of companies whose members of the employee savings plan may subscribe to the shares or securities giving access to the capital thus issued and benefit, where applicable, from free shares or securities giving access to the capital;
 - decide that subscriptions may be made directly or through company mutual funds or other structures or entities permitted by the applicable legal or regulatory provisions;

- determine the conditions, in particular the length of service, that the beneficiaries of the capital increases must fulfil;
 - set the opening and closing dates for subscriptions;
 - set the amounts of the issues to be made pursuant to this delegation of authority and notably to determine the issue prices, dates, time limits, terms and conditions of subscription, payment, delivery and dividend entitlement of the securities (even retroactively), as well as the other terms and conditions of the issues, within the legal or regulatory limits in force;
 - in the event of a free allocation of shares or securities giving access to the capital, set the number of shares or securities giving access to the capital to be issued, the number to be allocated to each beneficiary, and set the dates, time limits and terms for the allocation of these shares or securities giving access to the capital within the legal and regulatory limits in force, and notably to choose either to substitute the allocation of these shares or securities giving access to the capital, in whole or in part, by discounts in relation to the Reference Price provided for above, or to deduct the equivalent value of those shares from the total amount of the contribution, or to combine those two possibilities;
 - record the completion of the capital increases in the amount of the shares subscribed (after any reduction in the event of over-subscription);
 - where applicable, charge the costs of the capital increase against the amount of these premiums the sums necessary to bring the legal reserve to one-tenth of the new capital resulting from these capital increases;
 - conclude all agreements, carry out directly or indirectly through an agent all transactions, including formalities following the capital increases and make the corresponding amendments to the Articles of Association, and, generally, enter into any agreement, in particular to successfully complete the planned issues, take all measures and decisions and carry out all formalities necessary for the issue, listing and financial service of the securities issued pursuant to this delegation of authority, as well as for the exercise of the rights attached thereto or resulting from the capital increases carried out;
9. sets the period of validity of this delegation of authority at 26 months from the date of this General Meeting and notes that it invalidates, as from the same date, any unused portion of all previous delegations of authority having the same purpose.

TWENTY-THIRD RESOLUTION

(Authorisation to be given to the Board of Directors to reduce the capital by cancelling shares purchased by the Company pursuant to Article L. 22-10-62 of the French Commercial Code)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, pursuant to Article L. 22-10-62 of the French Commercial Code, authorises the Board of Directors, with the option to sub-delegate, to reduce the share capital on one or more occasions, in the proportions and at the times it shall decide, by cancelling all or part of the shares of the Company purchased or that may be purchased pursuant to an authorisation granted by the Ordinary General Meeting by the Company itself, within the limit of 10% of the share capital per 24-month period, it being noted that this limit applies to an amount of the Company's share capital that shall be adjusted, if necessary, to take into account transactions affecting the share capital subsequent to this General Meeting.

This authorisation is given for a period of 18 months from the date of this General Meeting and shall cancel, as of the same date, the authorisation given by the General Meeting of 26 April 2022 in its 17th resolution.

The General Meeting grants all powers to the Board of Directors, with the option to sub-delegate under the conditions set by law, to carry out share cancellation(s) and capital reduction(s) pursuant to this authorisation, to set the terms thereof, to record the realisation thereof, to charge the difference between the book value of the cancelled company shares and their nominal amount to all reserve and premium accounts, to amend the Articles of Association accordingly and to complete all formalities.

Resolution presented to the Ordinary General Meeting

TWENTY-FOURTH RESOLUTION

(Powers for formalities)

The General Meeting gives all powers to the bearers of an original, a copy or a certified extract of these minutes to carry out the legal formalities or any other formalities that may be required.