

## ALBIOMA

SOCIÉTÉ ANONYME AU CAPITAL DE 1 218 213,54 €  
SIÈGE SOCIAL : TOUR OPUS 12, 77 ESPLANADE DU GÉNÉRAL DE GAULLE  
92081 PARIS LA DÉFENSE  
775 667 538 RCS NANTERRE

### *Preliminary notice of meeting – Ordinary and Extraordinary General Meeting of 25 May 2021*

Shareholders in Albioma (the “Company”) are hereby informed that a Combined Ordinary and Extraordinary General Meeting is being called for 3 p.m., Tuesday, 25 May 2021, at the headquarters located at Tour Opus 12, 77 esplanade du Général de Gaulle, 92081 Paris La Défense, to discuss the following agenda and proposed resolutions.

#### **Important note**

In accordance with the provisions of Order No. 2020-321 of 25 March 2020, which adjusts the rules for meetings and deliberation of meetings and governing bodies of legal persons and private law entities without a legal personality in respect of the Covid-19 pandemic, as amended by Order no. 2020-1497 of 2 December 2020 and Decree no. 2021-255 of 9 March 2021, the Board of Directors has decided to hold the General Meeting behind closed doors, without the shareholders and other members of the General Meeting being physically present.

In these circumstances, shareholders are invited to vote by giving proxy to the Chair of the General Meeting or the person of their choice or by correspondence, using the voting form or the Votaccess platform. It should be recalled that shareholders may ask written questions and ask for items or new resolutions to be added to the agenda as described below.

Shareholders are encouraged to regularly check out the section on the General Meeting of 25 May 2021 on the Company's website (<https://www.albioma.com/en/finance/shareolder-area/general-meetings-of-shareholders/>). It will be regularly updated to provide details of the final arrangements for attending the General Meeting of 25 May 2021 and/or to bring them into line with any new laws or regulations that come into force after the publication of this notice.

### *Agenda*

#### Ordinary meeting

- Approval of the annual financial statements for the financial year ended 31 December 2020
- Approval of the consolidated financial statements for the financial year ended 31 December 2020
- Appropriation of income and setting of the dividend for the financial year ended 31 December 2020
- Option for payment of the dividend for the financial year ended 31 December 2020 in new shares
- Approval of the information relating to the remuneration of the corporate officers presented in the corporate governance report referred to in Article L. 225-37 of the French Commercial Code for the year ended 31 December 2020
- Approval of the remuneration due or awarded to Frédéric Moyne, Chairman and Chief Executive Officer, for the financial year ended 31 December 2020
- Approval of the corporate officer remuneration policy as from 1 January 2021
- Approval of the agreements governed by Article L. 225-38 of the French Commercial Code
- Renewal of Frédéric Moyne's appointment as a Director
- Renewal of Jean-Carlos Angulo's appointment as a Director
- Renewal of Bpifrance Investissement's appointment as a Director
- Renewal of Frank Lacroix's appointment as a Director

- Renewal of Ulrike Steinhorst's appointment as a Director
- Grant of authorisation to the Board of Directors to allow the Company to buy back its own shares within the framework of a share buyback programme

### Extraordinary meeting

- Grant of authorisation to the Board of Directors to reduce the Company's capital by cancelling shares purchased by the Company within the framework of a share buyback programme
- Delegation of authority to the Board of Directors to issue, with maintenance of preferential subscription rights, ordinary shares and/or securities that are immediately or subsequently convertible to equity and/or debt securities
- Delegation of authority to the Board of Directors to decide to increase the amount of issues undertaken, with maintenance of preferential subscription rights, in the event of over-subscription, pursuant to the sixteenth resolution
- Delegation of authority to the Board of Directors to decide to issue by means of an offering referred to in Article L. 411-2(1°) of the French Monetary and Financial Code, with waiver of preferential subscription rights, debt securities giving immediate or subsequent access to capital or debt securities
- Delegation of powers to the Board of Directors to issue ordinary shares and/or securities giving immediate or subsequent access to capital to remunerate contributions in kind made to the Company
- Delegation of authority to the Board of Directors to decide to issue ordinary shares and/or securities giving immediate or subsequent access to capital to members of company or group savings plans, with waiver of preferential subscription rights
- Delegation of authority to the Board of Directors to increase the capital by capitalising premiums, reserves, earnings or other sums eligible for capitalisation
- Amendment of the provisions of Article 19 of the Memorandum and Articles of Association relating to the term of office of Directors
- Powers to carry out formalities

### *Resolutions put to the Ordinary General Meeting*

#### First resolution – Approval of the annual financial statements for the financial year ended 31 December 2020

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the following:

- the management report of the Board of Directors for the financial year ended 31 December 2020 (included in the 2020 Universal Registration Document) and the report of the Board of Directors for the General Meeting,
- the report of the Statutory Auditors on the annual financial statements for the financial year ended 31 December 2020,

approves the annual financial statements for the financial year ended 31 December 2020 as drawn up and presented to it, together with the transactions reflected in these financial statements and summarised in these reports, showing a net profit of €23,392 thousand,

and, pursuant to Article 223 *quater* of the French Tax Code, notes the absence of any of the expenses and charges referred to in Article 39(4) of the French Tax Code, which are non-deductible from taxable income for the financial year ended 31 December 2020.

## Second resolution – Approval of the consolidated financial statements for the financial year ended 31 December 2020

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the following:

- the management report of the Board of Directors for the financial year ended 31 December 2020 (included in the 2020 Universal Registration Document) and the report of the Board of Directors for the General Meeting,
- the report of the Statutory Auditors on the consolidated financial statements for the financial year ended 31 December 2020,

approves the consolidated financial statements for the financial year ended 31 December 2020 as drawn up and presented to it, together with the transactions reflected in these financial statements and summarised in these reports, showing a net income, Group share, of €55,314 thousand.

## Third resolution – Appropriation of income and setting of the dividend for the financial year ended 31 December 2020

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the management report of the Board of Directors for the financial year ended 31 December 2020 (included in the 2019 Universal Registration Document) and the report of the Board of Directors for the General Meeting,

resolves, as recommended by the Board of Directors, to appropriate the profit for the financial year ended 31 December 2020 as set out below:

<i>In euros</i>	
<b>Source of amounts to be appropriated</b>	
Net income of the year	23,391,512.48
Retained earnings brought forward	115,827,955.57
<b>Total</b>	<b>139,219,468.05</b>
<b>Appropriation</b>	
To the legal reserve	1,237.30
To payment of a dividend of €0.80 per share	24,970,772.80
To retained earnings	114,247,457.95
<b>Total</b>	<b>139,219,468.05</b>

notes that:

- these amounts are calculated on the basis of the number of shares comprising the capital and the number of treasury shares held as at 31 December 2020, and may be adjusted to take into account the number of shares comprising the capital and the number of treasury shares held on the ex-dividend date,
- the distributable profit corresponding to the dividend not paid on treasury shares will be reposted as retained earnings,
- these amounts are calculated without the extra 10% dividend payable on eligible shares for the financial year ended 31 December 2020, and may be adjusted to take into account the actual number of shares eligible for this extra dividend on the ex-dividend date,

sets, accordingly, the dividend payable on each share with dividend rights at €0.80,

sets the ex-dividend date at 10 June 2021 and resolves that the dividend will be paid on 9 July 2021,

notes that this dividend is eligible for the 40% tax allowance pursuant to Article 158(3)(2°) of the French Tax Code, when opted for and in accordance with the terms and conditions laid down by applicable laws and regulations,

and notes that the following dividends have been distributed in respect of the last three financial years:

<b>Financial year</b>	<b>Dividend per share (in euros)</b>	<b>Total dividend (in euros)</b>	<b>Reduction pursuant to Article 158 (3) (2°) of the French Tax Code</b>
2017	0.60	18,325,973	40%
2018	0.65	20,015,667	40%
2019	0.70	21,824,746	40%

#### Fourth resolution - Option for payment of the dividend for the financial year ended 31 December 2019 in new shares

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting,

and noting that the share capital is fully paid-up,

resolves, in accordance with Article 46 of the Company's Memorandum and Articles of Association, to grant each shareholder the option to receive 50% of the distributable dividend of €0.80 per share, i.e. €0.40 per share (or, for shares eligible for the 10% dividend increase for the financial year ended on 31 December 2020 in accordance with Article 45(2) of the Company's Memorandum and Articles of Association, 50% of the distributable dividend of €0.88 per share, i.e. €0.44 per share), in cash or in new shares, with the remaining 50% payable in cash,

resolves that:

- the option may only be exercised for the entire fraction of the dividend, i.e. 50%, to which it refers,
- this option must be exercised by the shareholder between 14 June 2021 and 5 July 2021 inclusive, by submitting a request to the relevant financial intermediary for administered registered shares and bearer shares and to the Company's Registrar (BNP Paribas Securities Services) for direct registered shares. On expiry of this deadline, shareholders who have not opted to receive payment of 50% of their dividend in new shares will receive full payment in cash,
- the issue price of the new shares to be issued in payment of the dividend will correspond to 90% of the average opening price quoted on the Euronext Paris market in the 20 trading days prior to the distribution decision date, less the net dividend amount, and the amount resulting from this formula will be rounded up to the next cent,
- the settlement-delivery of the shares to be issued in payment of the dividend will take place on the same day as payment of the part of the dividend payable in cash, i.e. on 9 July 2021, and dividend and other rights will accrue from 1 January 2021,
- if the dividend to which a shareholder is entitled does not correspond to a whole number of shares, the shareholder may obtain the lower number of shares plus a cash balance paid by the Company,

and grants full powers to the Board of Directors, with the power to sub-delegate pursuant to applicable laws and regulations, to pay the dividend in shares, and in particular to carry out all formalities and file all statements, record the number of shares issued and the subsequent capital increase, request their admission for trading on the regulated Euronext Paris market, amend the Memorandum and Articles of Association accordingly, and, more generally, to do whatever is necessary and appropriate.

#### Fifth resolution – Approval of the information relating to corporate officer remuneration presented in the corporate governance report referred to in Article L. 225-37 of the French Commercial Code for the year ended 31 December 2020

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting and the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code for the year ended 31 December 2020,

approves the information relating to corporate officer remuneration presented in the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, set out in Section 2.4 of the 2020 Universal Registration Document.

#### Sixth resolution – Approval of the remuneration due or awarded to Frédéric Moyne, Chairman and Chief Executive Officer, for the financial year ended 31 December 2020

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting and the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code for the year ended 31 December 2020,

approves the remuneration due or awarded for the financial year ended 31 December 2020 to Frédéric Moyne in respect of his duties as Chairman and Chief Executive Officer, as presented in Section 2.4 of the 2020 Universal Registration Document and as reiterated in the report by the Board of Directors to the General Meeting set out in Section 7.2 of the said Universal Registration Document.

#### Seventh resolution – Approval of the corporate officer remuneration policy as from 1 January 2021

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting and the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code for the year ended 31 December 2020,

approves the corporate officer remuneration policy as presented in the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code for the year ended 31 December 2020, as set out in Section 2.4 of the 2020 Universal Registration Document and summarised in the report of the Board of Directors for the General Meeting set out in Section 7.2 of said Universal Registration Document.

#### Eighth resolution – Approval of the agreements governed by Article L. 225-38 of the French Commercial Code

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the following:

- the report of the Board of Directors for the General Meeting,
- the special report of the Statutory Auditors on the agreements and commitments governed by Article L. 225-38 of the French Commercial Code,

notes the fact that no agreements governed by Article L. 225-38 of the French Commercial Code and not yet approved by the General Meeting were authorised by the Board of Directors during the financial year ended 31 December 2020.

### **Ninth resolution – Renewal of Frédéric Moyne’s appointment as a Director**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting,

notes that Frédéric Moyne's term of office as a director will expire at the close of this General Meeting,

and accordingly resolves to reappoint Frédéric Moyne as a Director for a four-year term of office to expire at the close of the General Meeting to be held in 2025 to approve the 2024 financial statements.

### **Tenth resolution – Renewal of Jean-Carlos Angulo's appointment as a Director**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting,

notes that Jean-Carlos Angulo's term of office as a director will expire at the close of this General Meeting,

and accordingly resolves, subject to the condition precedent of the adoption by the General Meeting of the twenty-second resolution, to renew Jean-Carlos Angulo’s appointment as a Director for a two-year term to expire at the close of the General Meeting to be held in 2023 to approve the 2022 financial statements, or for a four-year term to expire at the close of the General Meeting to be held in 2025 to approve the 2024 financial statements, in the event of non-fulfilment of said condition precedent.

### **Eleventh resolution – Renewal of Bpifrance Investissement's appointment as a Director**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting,

notes that Bpifrance Investissement's term of office as a director will expire at the close of this General Meeting,

and accordingly resolves, subject to the condition precedent of the adoption by the General Meeting of the twenty-second resolution, to renew Bpifrance Investissement’s appointment as a Director for a three-year term to expire at the close of the General Meeting to be held in 2024 to approve the 2023 financial statements, or for a four-year term to expire at the close of the General Meeting to be held in 2025 to approve the 2024 financial statements, in the event of non-fulfilment of said condition precedent.

### **Twelfth resolution – Renewal of Frank Lacroix's appointment as a Director**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting,

notes that Frank Lacroix's term of office as a director will expire at the close of this General Meeting,

and accordingly resolves to reappoint Frank Lacroix as a Director for a four-year term of office to expire at the close of the General Meeting to be held in 2025 to approve the 2024 financial statements.

### **Thirteenth resolution – Renewal of Ulrike Steinhorst's appointment as a Director**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting, notes that Ulrike Steinhorst's term of office as a director will expire at the close of this General Meeting,

and accordingly resolves, subject to the condition precedent of the adoption by the General Meeting of the twenty-second resolution, to renew Ulrike Steinhorst's appointment as a Director for a three-year term to expire at the close of the General Meeting to be held in 2024 to approve the 2023 financial statements, or for a four-year term to expire at the close of the General Meeting to be held in 2025 to approve the 2024 financial statements, in the event of non-fulfilment of said condition precedent.

#### Fourteenth resolution – Grant of authorisation to the Board of Directors to allow the Company to buy back its own shares within the framework of a share buyback programme

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting,

resolves to authorise the Board of Directors, in accordance with Articles L. 22-10-62 *et seq.* of the French Commercial Code, Articles 241-1 to 241-6 of the French Financial Markets Authority's (AMF) General Regulation and EC Regulation no. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, to purchase or arrange for the purchase of the Company's shares, resolves that the objectives of such share purchases will be as follows, in decreasing order of priority:

- to ensure liquidity and foster the market for the Company's shares through the intermediary of an investment services provider acting completely independently under a liquidity contract and in accordance with a code of conduct acknowledged by the AMF,
- to implement all allotments of bonus shares under a company or group savings plan in accordance with Article L. 3332-1 *et seq.* of the French Labour Code, or in accordance with Article L. 225-197-1 *et seq.* of the French Commercial Code, all stock option plans for the purchase of Company shares in accordance with Article L. 225-177 *et seq.* of the French Commercial Code, and all allotments, allocations or sales of shares, in particular under any scheme to share in the Company's profits, and to carry out any hedging transactions in connection therewith, in accordance with the terms and conditions laid down by applicable laws and regulations and at the times chosen by the Board of Directors or the person to whom the Board of Directors has delegated authority,
- to deliver shares when rights attached to securities giving immediate or subsequent access, by any means, to the Company's shares are exercised, and to carry out any hedging transactions in connection with the Company's obligations related to such securities, under the terms and conditions laid down by applicable laws and regulations and at the times chosen by the Board of Directors or the person to whom the Board of Directors has delegated authority,
- to cancel all or some of the shares bought back under this authorisation within the framework of a capital reduction, under the terms and conditions set out in the fifteenth resolution of this General Meeting or any subsequent authorisation replacing it,
- to keep the shares with a view to their subsequent delivery as payment or in exchange within the framework of acquisitions, in accordance with applicable laws and regulations,
- to implement any other market practices accepted or recognised by the law or the AMF and, more generally, to achieve any other objective allowed by applicable regulations,

resolves that this authorisation may be implemented subject to the following terms and conditions:

- the maximum number of shares that can be purchased may not exceed 10% of the number of shares comprising the capital on the date of purchase, and purchases made by the Company pursuant to this authorisation may not, under any circumstances, result in it directly or indirectly holding more than 10% of the shares comprising the share capital,

- the number of shares that can be purchased by the Company in order to keep them and subsequently deliver them as payment or in exchange within the framework of a merger, demerger or contribution may not exceed 5% of the shares comprising the capital on the date of purchase,
- the aggregate purchases, net of costs, may not exceed €35 million.
- the maximum purchase price per share must not exceed €60, and in the event of capital transactions such as the capitalisation of reserves followed by the issue and allotment of shares and/or a stock split or reverse stock split operation, this maximum purchase price will be adjusted accordingly by applying a factor corresponding to the ratio between the number of shares comprising the capital before the relevant transaction and the number of shares after the transaction,

resolves that the purchase, sale or transfer of the shares may be carried out, in compliance with applicable regulations, by any means, in particular on the market or off the market, in particular over-the-counter, including through block trades or a public offering. There is no limit on the proportion of securities subject to block trading, and block trades may account for the entire share buyback programme. However, trading in options or derivatives is prohibited,

notes that the shares purchased and kept by the Company shall be stripped of their voting rights, and that no dividend will be paid thereon,

resolves to grant this authorisation for a period of 18 months, with effect from the date of this General Meeting,

resolves that this authorisation cancels and supersedes the unused part of the authorisation granted in the eleventh resolution adopted at the General Meeting held on 29 May 2020,

resolves that in the event of a public offering for the Company's shares, this authorisation will be suspended automatically during the offer period.

and grants full powers to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, to implement this share buyback programme and, more specifically, to place any orders on the market, sign any agreements, including agreements relating to registers of share purchases and sales, draw up any documents, including in particular information documents, carry out all formalities and file all statements, including the allocation or reallocation of shares purchased on the basis of the various objectives, and, more generally, do whatever is necessary and appropriate.

## *Resolutions put to the Extraordinary General Meeting*

**Fifteenth resolution – Grant of authorisation to the Board of Directors to reduce the Company's capital by cancelling shares purchased by the Company within the framework of a share buyback programme**

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings,

and having taken note of the following:

- the report of the Board of Directors for the General Meeting,
- the report of the Statutory Auditors on the fifteenth resolution,

resolves to authorise the Board of Directors, in accordance with Article L. 22-10-62 *et seq.* of the French Commercial Code, to reduce the capital in one or several transactions, in the proportions and at the times decided by it, by cancelling all or part of the shares acquired within the framework of any authorised share buyback programme, within a limit of 10% of the capital per 24-month period,

resolves to grant this authorisation for a period of 18 months, with effect from the date of this General Meeting,



resolves that this authorisation invalidates the unused part of any previous authorisation for the same purpose,

and grants full powers to the Board of Directors, with the power to sub-delegate pursuant to applicable laws and regulations, in order to reduce the capital by cancelling shares, and in particular to set the final amount of the capital reduction, define the terms and conditions and record completion, charge the difference between the carrying amount of the cancelled shares and their par value to any available reserves or premium accounts, amend the Memorandum and Articles of Association accordingly, carry out all formalities and file all statements and, more generally, do whatever is necessary and appropriate.

### Sixteenth resolution – Delegation of authority to the Board of Directors to decide to issue, with maintenance of preferential subscription rights, ordinary shares and/or securities giving immediate or subsequent access to capital and/or debt securities

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings,

and having taken note of the following:

- the report of the Board of Directors for the General Meeting,
- the report of the Statutory Auditors on the sixteenth resolution,

in accordance with the provisions of Articles L. 22-10-49, L. 225-129 *et seq.* of the French Commercial Code, in particular Articles L. 225-129-2, L. 225-132, L. 225-133 and L. 225-134 of the French Commercial Code, and the provisions of Article L. 228-91 *et seq.* of the French Commercial Code,

delegates to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, its authority to decide one or more issues, in the proportions and at the times it deems fit, both in France and abroad, denominated in euros or in any other currency or unit of account established by reference to a basket of currencies:

- Company shares,
- securities giving immediate or subsequent access, by any means, to equity securities to be issued by the Company,
- shares giving immediate or subsequent access, by any means, to other shares or giving access to debt securities, free of charge or for financial consideration, and/or
- securities giving immediate or subsequent access, by any means, to shares to be issued by a company in which the Company directly or indirectly holds more than one half of the capital,

which may be subscribed for in cash, including by setting off liquid and payable debts, or partly in cash and partly by capitalising reserves, profit or premiums,

resolves that preference shares and securities giving immediate or subsequent access, by any means, to preference shares are expressly excluded from this delegation,

resolves that the securities giving access to the Company's ordinary shares issued under this delegation may, in particular, be composed of debt securities or be combined with the issue of such securities, or allow the issue thereof as intermediate securities, that they may in particular be issued as subordinated or unsubordinated securities (and, if subordinated, the Board of Directors must determine their level of subordination), for a fixed or perpetual term, and be issued in euros or in any other currency or monetary units established by reference to a basket of currencies,

resolves that the maximum nominal amount of any immediate or subsequent capital increases that may be carried out as a result of this delegation may not exceed 30% of the capital on the date on which the issue is decided,

- it being specified that this nominal amount will be increased, where applicable, by the additional nominal amount of ordinary shares that may be issued to protect, in accordance with applicable

laws and regulations and any applicable contractual provisions providing for other cases of adjustment, the rights of holders of securities giving access to capital,

- it being further specified that this nominal amount constitutes an aggregate cap against which will also be applied all capital increases carried out under the seventeenth resolution (if the latter is carried out in accordance with this resolution), the eighteenth resolution, and the nineteenth and twentieth resolutions of this General Meeting,

resolves that the maximum nominal amount of the debt securities that may be issued under this resolution, or their equivalent in euros on the date on which their issue is decided, may not exceed €200 million,

- it being specified that this nominal amount:
  - is not affected by and is separate from the amount of any debt securities governed by Article L. 228-92, paragraph 3, of the French Commercial Code issued pursuant to a decision or authorisation by the Board of Directors in accordance with the provisions of Article L. 228-40 of the French Commercial Code;
  - will be increased, where applicable, by any redemption premium above par value,
- it being further specified that this nominal amount constitutes an aggregate cap against which will also be applied all issues of debt securities carried out under the eighteenth resolution of this General Meeting,

resolves that, in accordance with applicable laws and regulations and the terms and conditions determined by the Board of Directors, shareholders will have a preferential subscription right on a pre-emptive basis for ordinary shares and securities giving access to capital issued under this delegation in proportion to the number of shares held and that the Board of Directors may grant shareholders preferential subscription rights in respect of excess shares, to be exercised in proportion to shareholder subscription rights and, in all circumstances, within the limit of the number of shares they applied for,

resolves that if the applications for shares on a pre-emptive basis and, where applicable, subscriptions for excess shares do not take up the entire issue of shares or securities giving access to capital decided under this delegation, the Board of Directors may implement one or more of the following options available to it under Article L. 225-134 of the French Commercial Code, in such order as it determines:

- to limit the issue, where applicable, to the amount of the subscriptions received provided that said amount is not less than three quarters of the issue decided by the Board of Directors,
- to distribute, at its own discretion, all or part of the unsubscribed securities to whomever it decides, or
- to offer all or part of the shares that have not been subscribed for to the public.

notes that this delegation automatically entails the waiver by the shareholders, in favour of the holders of the securities issued, of their preferential subscription rights to the ordinary shares in the Company to which these securities may give entitlement,

resolves that warrants for the Company's shares may be issued by way of cash subscriptions in accordance with the provisions set out above or by way of free allotments to the holders of existing shares, it being understood that the Board of Directors may decide that allotment rights for fractional shares will not be tradeable and that the corresponding securities will be sold in the event of free allotments of detachable subscription warrants,

resolves to grant this delegation for a period of 26 months, with effect from the date of this General Meeting,

resolves that this delegation invalidates the unused part of any previous delegation for the same purpose,

resolves that, in the event that the Board of Directors uses this delegation, it will be required to report back to the next Ordinary General Meeting on its use of this delegation in accordance with applicable laws and regulations,

resolves that in the event of a public offering for the Company's shares, this delegation will be suspended automatically during the offer period,

and grants full powers to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, to implement this delegation, and in particular to:

- decide to issue securities,
- determine all characteristics, the amounts and the terms of any issue and the securities to be issued and in particular to:
  - determine the class of securities issued and set the relevant subscription price, the amount of the premium, the terms of payment, the date on which the dividend and other rights accrue (which may apply retroactively), the terms on which the securities issued under this resolution give access to the Company's ordinary shares and, where applicable, contractual provisions providing for cases of adjustment in addition to the cases provided for by the applicable laws and regulations,
  - determine, where applicable, the conversion, exchange and redemption rights, including through the delivery of Company assets such as existing securities, attached to shares or securities giving access to capital,
  - if the securities to be issued will be comprised of or combined with debt securities, fix their term (fixed or perpetual), their remuneration and, where applicable, the compulsory or optional circumstances for suspension or non-payment of interest, the right to reduce or increase the nominal value of the securities and the other terms of issue (including the provision of guarantees or sureties) and redemption (including repayment through the delivery of Company assets), on the understanding that the securities to be issued may grant the Company the right to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest, for which payment has been suspended (for example, on account of the terms of redemption or remuneration or other rights such as indexation, option rights),
- during their life, modify the terms of the relevant securities, in accordance with applicable laws and regulations,
- determine the terms and conditions under which the Company may, where applicable, buy back or exchange on a stock exchange, at any time or during pre-determined periods, securities issued or to be issued, immediately or in the future, in order to cancel them or otherwise, based on applicable laws and regulations,
- unilaterally decide to allocate the cost of the capital increase against the amount of the relevant premiums and deduct the sums required to fund the statutory reserve from this amount, and
- take such steps as are appropriate and enter into any agreements for the purpose of implementing this delegation, in particular to ensure the successful completion of the planned issues, record completion and make the corresponding amendments to the Memorandum and Articles of Association, carry out all formalities and file all statements relevant for the issue, listing and financial administration of the securities issued under this delegation as well as the exercise of the rights attached thereto and request any and all permissions that prove necessary for the carrying out and successful completion of these issues.

**Seventeenth resolution – Delegation of authority to the Board of Directors to decide to increase the amount of the issues undertaken, with maintenance of preferential subscription rights in the case of surplus demand, pursuant to the sixteenth resolution**

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings,

and having noted the following:

- the report of the Board of Directors for the General Meeting,

- the report of the Statutory Auditors on the seventeenth resolution,

in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code,

delegates to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, its authority to decide to increase the number of shares or securities to be issued within the framework of any issue undertaken under the sixteenth resolution put to this General Meeting, in the event that the Board of Directors registers surplus demand, at the price charged for the initial issue and within the deadlines and limits prescribed in the laws and regulations in force on the date of issue (currently within 30 days of the end of the subscription period, for a number of additional shares or securities representing no more than 15% of the number of shares or securities offered in the initial issue),

resolves that the nominal amount of the issues decided under this delegation will be applied against the cap referred to in the resolution under which the initial issue was undertaken,

resolves to grant this delegation for a period of 26 months, with effect from the date of this General Meeting,

resolves that this authorisation invalidates the unused part of any previous authorisation for the same purpose,

resolves that, in the event that the Board of Directors uses this delegation, it will be required to report back to the next Ordinary General Meeting on its use of this delegation in accordance with applicable laws and regulations,

resolves that in the event of a public offering for the Company's shares, this delegation will be suspended automatically during the offer period,

and grants full powers to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, to implement this delegation and, in particular, to take such steps as are appropriate and enter into any agreements, in particular to ensure the successful completion of the planned issues, record completion and make the corresponding amendments to the Memorandum and Articles of Association, carry out all formalities and file all statements relevant for the issue, listing and financial administration of the securities issued under this delegation as well as the exercise of the rights attached thereto and request any and all permissions that prove necessary for the carrying out and successful completion of these issues.

**Eighteenth resolution – Delegation of authority to the Board of Directors to decide to issue by means of an offering referred to in Article L. 411-2(1°) of the French Monetary and Financial Code, with waiver of preferential subscription rights, debt securities giving immediate or subsequent access to capital and/or debt securities**

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings,

and having taken note of the following:

- the report of the Board of Directors for the General Meeting,
- the report of the Statutory Auditors on the eighteenth resolution,

in accordance with the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-136, L. 22-10-49, L. 22-10-52 and L. 228-91 to L. 228-93 of the French Commercial Code,

delegates to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, its authority to decide one or more issues, by means of an offering referred to in Article L. 411-2(1°) of the French Monetary and Financial Code, in the proportions and at the times it deems fit, both in France and abroad, denominated in euros or in any other currency or unit of account established by reference to a basket of currencies:

- debt securities giving immediate or subsequent access to equity securities to be issued by the Company,

- debt securities giving immediate or subsequent access to shares to be issued by a company in which the Company directly or indirectly holds more than one half of the capital,

which may be subscribed for in cash, including by setting off liquid and payable debts,

resolves that issues of debt securities giving immediate or subsequent access to preference shares are expressly excluded from this delegation,

resolves that the maximum nominal amount of any immediate or subsequent capital increases that may be carried out as a result of this delegation may not exceed 10% of the capital on the date on which the issue is decided,

- it being specified that this nominal amount will be increased, where applicable, by the additional nominal amount of ordinary shares that may be issued to protect, in accordance with applicable laws and regulations and any applicable contractual provisions providing for other cases of adjustment, the rights of holders of securities giving access to equity securities to be issued,
- it being further specified that this nominal amount:
  - will be applied against the aggregate cap of capital increases set by the sixteenth resolution of this General Meeting or, where applicable, against the aggregate cap of capital increases specified by a resolution that has the same purpose and is applicable during the period of validity of this delegation,
  - constitutes an aggregate sub-cap against which will also be applied all capital increases carried out under the nineteenth and twentieth resolutions of this General Meeting,

resolves that the maximum nominal amount of the debt securities that may be issued under this delegation, or their equivalent in euros on the date on which their issue is decided, may not exceed €200 million,

- it being specified that this nominal amount:
  - is not affected by and is separate from the amount of any debt securities governed by Article L. 228-92, paragraph 3, of the French Commercial Code issued pursuant to a decision or authorisation by the Board of Directors in accordance with the provisions of Article L. 228-40 of the French Commercial Code, and
  - will be increased, where applicable, by any redemption premium above par value,
- it being further specified that this nominal amount will be applied against the aggregate cap of debt securities issues set by the sixteenth resolution of this General Meeting or, where applicable, against the aggregate cap of debt securities issues specified by a resolution that has the same purpose and is applicable during the period of validity of this delegation,

resolves to waive shareholders' preferential subscription rights to securities giving access to equity securities to be issued, which are the subject of this delegation,

notes that this delegation automatically entails the waiver by the shareholders, in favour of the holders of the debt securities issued, of their preferential subscription rights to ordinary shares in the Company to which these debt securities may give entitlement,

resolves that the amount due to the Company for each of the shares issued under this delegation will be at least equal to the weighted average price of the Company's shares on the Euronext Paris regulated market during the last three trading sessions preceding the start of the offer less any discount, which may not exceed 10%, after correction, if any, of this amount to take into account differences in the dates on which the dividend and other rights accrue,

resolves that the issue price of debt securities giving access to equity securities to be issued will be such that the amount received immediately by the Company, plus any amount that may subsequently be received by the Company, will be, for each share issued as a result of the issue of these securities, at least equal to the aforementioned minimum value,

resolves to grant this delegation for a period of 26 months, with effect from the date of this General Meeting,

resolves that this authorisation invalidates the unused part of any previous authorisation for the same purpose,

resolves that, in the event that the Board of Directors uses this delegation, it will be required to report back to the next Ordinary General Meeting on its use of this delegation in accordance with applicable laws and regulations,

resolves that in the event of a public offering for the Company's shares, this delegation will be suspended automatically during the offer period,

grants full powers to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, to implement this delegation, and in particular to:

- decide to issue securities,
- determine all characteristics, the amounts and the terms of any issue and the securities to be issued and in particular to:
  - determine the class of securities issued and set the relevant subscription price, the amount of the premium, the terms of payment, the date on which the dividend and other rights accrue (which may apply retroactively), the terms on which the debt securities issued under this delegation give access to the Company's ordinary shares and, where applicable, contractual provisions providing for cases of adjustment in addition to the cases provided for by the applicable laws and regulations,
  - determine, where applicable, the conversion, exchange and redemption rights, including through the delivery of Company assets such as existing securities, attached to shares or securities giving access to capital,
  - set the term (fixed or perpetual) of the securities issued, their remuneration and, where applicable, the compulsory or optional events governing the suspension or non-payment of interest, the ability to reduce or increase the nominal amount of the securities and the other terms of issuance (including the fact of granting guarantees or security thereon) and of redemption (including redemption by delivery of assets of the Company),
- during their life, modify the terms of the relevant securities, in accordance with applicable laws and regulations,
- determine the terms and conditions under which the Company may, where applicable, buy back or exchange on a stock exchange, at any time or during pre-determined periods, securities issued or to be issued, immediately or in the future, in order to cancel them or otherwise, based on applicable laws and regulations,
- unilaterally decide to allocate the cost of the capital increase against the amount of the relevant premiums and deduct the sums required to fund the statutory reserve from this amount, and
- take such steps as are appropriate and enter into any agreements for the purpose of implementing this delegation, in particular to ensure the successful completion of the planned issues, record completion and make the corresponding amendments to the Memorandum and Articles of Association, carry out all formalities and file all statements relevant for the issue, listing and financial administration of the securities issued under this delegation as well as the exercise of the rights attached thereto and request any and all permissions that prove necessary for the carrying out and successful completion of these issues.

#### **Nineteenth resolution – Delegation of powers to the Board of Directors to issue ordinary shares and/or securities giving immediate or subsequent access to capital to remunerate contributions in kind made to the Company**

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings,

and having taken note of the following:

- the report of the Board of Directors for the General Meeting,
- the report of the Statutory Auditors on the nineteenth resolution,

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

delegates to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, the necessary powers to decide, pursuant to a report of the Contribution Auditors referred to in the first and second paragraphs of Article L. 225-147 of the French Commercial Code, to issue ordinary shares in the Company and/or securities giving immediate or subsequent access, by any means, to the capital of the Company and/or of a company in which the Company holds, directly or indirectly, more than half of the capital, in order to remunerate contributions in kind made to the Company and comprising capital securities or other securities when the provisions of Article L. 22-10-54 of the French Commercial Code on contributions of securities pursuant to a public exchange offer do not apply,

resolves that the maximum nominal amount of the capital increases that may be carried out under this delegation may not exceed 10% of the Company's capital on the date on which the Board of Directors decides the issue,

- it being specified that this nominal amount will be increased, where applicable, by the additional nominal amount of ordinary shares that may be issued to protect, in accordance with applicable laws and regulations and any applicable contractual provisions providing for other cases of adjustment, the rights of holders of securities giving access to capital,
- it being further specified that this nominal amount will be applied against:
  - the aggregate cap of capital increases set by the sixteenth resolution of this General Meeting or, where applicable, against the aggregate cap of capital increases specified by a resolution that has the same purpose and is applicable during the period of validity of this resolution,
  - the aggregate sub-cap of capital increases set by the eighteenth resolution of this General Meeting or, where applicable, against the aggregate cap of capital increases specified by a resolution that has the same purpose and is applicable during the period of validity of this resolution,

notes that shareholders will not be granted preferential subscription rights for the securities that may be issued under this delegation,

notes that under this delegation, shareholders are automatically deemed to have waived their preferential subscription rights in respect of ordinary shares in the Company to which the holders of securities issued under this delegation may be entitled,

resolves to grant this delegation for a period of 26 months, with effect from the date of this General Meeting,

resolves that this delegation invalidates the unused part of any previous delegation having the same purpose,

resolves that, in the event that the Board of Directors uses this delegation, it will be required to report back to the next Ordinary General Meeting on its use of this delegation in accordance with applicable laws and regulations and to present the report of the Contribution Auditors referred to in the first and second paragraphs of Article L. 225-147 of the French Commercial Code to shareholders at the next General Meeting, pursuant to the provisions of Article R. 225-136 of the French Commercial Code,

resolves that in the event of a public offering for the Company's shares, this delegation will be suspended automatically during the offer period,

and grants full powers to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, to implement this delegation, and in particular to:

- vote on the report of the Contribution Auditors referred to in the first and second paragraphs of Article L. 225-147 of the French Commercial Code, on the valuation of the contributions, the granting of special privileges and on their value,

- reduce, if the persons making the contributions agree, the value assigned to the contributions or the remuneration of special privileges,
- fix the number of securities to be issued to remunerate the contributions and the date on which dividend and other rights accrue thereon,
- unilaterally decide to allocate the cost of the capital increase against the amount of the relevant premiums and deduct the sums required to fund the statutory reserve from this amount, and
- take such steps as are appropriate and enter into any agreements for the purpose of implementing this delegation, in particular to ensure the successful completion of the planned issues, record their completion and make the corresponding amendments to the Memorandum and Articles of Association, carry out all formalities and file all statements relevant for the issue, listing and financial administration of the securities issued under this delegation as well as the exercise of the rights attached thereto and request any and all permissions that prove necessary.

**Twentieth resolution – Delegation of authority to the Board of Directors to decide to issue ordinary shares and/or securities giving immediate or subsequent access to capital to members of company or group savings plans, with waiver of preferential subscription rights**

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings,

and having taken note of the following:

- the report of the Board of Directors for the General Meeting,
- the report of the Statutory Auditors on the twentieth resolution,

in accordance with the provisions of Articles L. 225-129-2, L. 225-129-6, L. 225-138-1 and L. 228-91 *et seq.* of the French Commercial Code and Article L. 3332-1 *et seq.* of the French Labour Code,

delegates to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, its authority to decide to issue shares and/or securities giving access to capital, immediately or in the future, to members of company or group savings plans established jointly by the Company and French or foreign related companies in accordance with the provisions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code,

resolves to waive the preferential subscription rights granted to shareholders in respect of the securities to be issued under this delegation in favour of the beneficiaries defined above,

resolves that the issue price of new shares or securities giving access to capital will be determined in accordance with the provisions of Article L. 3332-18 *et seq.* of the French Labour Code and may not be less than 70% of the average price of the Company's shares on Euronext Paris in the 20 trading days prior to the date of the Board of Directors' decision setting the date on which the subscription period opens (or 60% of the same average price when the lock-in period provided in the plan pursuant to Articles L. 3332-19 and L. 3332-21 of the French Labour Code is ten years or more), said average being calculated at the Board of Directors' discretion, using either the first quoted prices, the closing prices or the volume-weighted average prices during the period.

and expressly authorises the Board of Directors to reduce or cancel the above-mentioned discount, within the limits of applicable laws and regulations, in particular in order to take into account, where applicable, the legal, accounting, fiscal and employment framework of the countries in which the beneficiaries reside,

resolves that the maximum nominal amount of the capital increases that may be carried out under this delegation may not exceed 1.5% of the Company's capital on the date on which the issue is decided,

- it being specified that this nominal amount will be increased, where applicable, by the additional nominal amount of ordinary shares that may be issued to protect, in accordance with applicable



laws and regulations and any applicable contractual provisions providing for other cases of adjustment, the rights of holders of securities giving access to capital,

- it being further specified that this nominal amount will be applied against:
  - the aggregate cap of capital increases set by the sixteenth resolution of this General Meeting or, where applicable, against the aggregate cap of capital increases specified by a resolution that has the same purpose and is applicable during the period of validity of this resolution,
  - the aggregate sub-cap of capital increases set by the eighteenth resolution of this General Meeting or, where applicable, against the aggregate cap of capital increases specified by a resolution that has the same purpose and is applicable during the period of validity of this resolution,

resolves, pursuant to the provisions of Article L. 3332-21 of the French Labour Code, that the Board of Directors may decide to allot existing or future shares or other securities giving access to the Company's capital to the beneficiaries defined above, free of charge, by way of:

- the employer's contribution that may be paid under the rules governing company or group savings plans, and/or
- if applicable, the discount,

and also resolves that if the beneficiaries described above do not subscribe for the entire capital increase within the allotted time, the capital will only be increased by the amount of the shares subscribed for and the remaining shares may be reoffered to said beneficiaries within the framework of an increase to be carried out at a later date,

resolves to grant this delegation for a period of 26 months, with effect from the date of this General Meeting,

resolves that, in the event that the Board of Directors uses this delegation, it will be required to report back to the next Ordinary General Meeting on its use of this delegation in accordance with applicable laws and regulations,

resolves that in the event of a public offering for the Company's shares, this delegation will be suspended automatically during the offer period,

and grants full powers to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, to implement this delegation, and in particular to:

- decide that subscriptions may be made directly or through employee mutual funds or other vehicles or entities allowed under applicable laws and regulations,
- establish the criteria applicable to companies, in order to allow their employees to benefit from the capital increases carried out under this delegation and draw up a list of said companies,
- determine the dates, terms and conditions and procedures for the issues carried out under this delegation, in particular the subscription price, fix the dates on which the subscription period opens and closes, the dates on which dividend and other rights accrue, the arrangements for paying up shares in the Company and grant extra time for payment thereof,
- unilaterally decide to allocate the cost of the capital increase against the amount of the relevant premiums and deduct the sums required to fund the statutory reserve from this amount, and
- take such steps as are appropriate and enter into any agreements for the purpose of implementing this delegation, in particular to ensure the successful completion of the planned issues, record their completion in the amount of the shares subscribed for and make the corresponding amendments to the Memorandum and Articles of Association, carry out all formalities and file all statements relevant for the issue, listing and financial administration of the securities issued under this delegation as well as the exercise of the rights attached thereto and request any and all permissions that prove necessary for the carrying out and successful completion of these issues.

Twenty-first resolution – Delegation of authority to the Board of Directors to decide to increase the capital by capitalising premiums, reserves, profit or other sums eligible for capitalisation

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting,

in accordance with the provisions of Article L. 225-129 *et seq.* and Article L. 225-130 of the French Commercial Code,

delegates to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, its authority to decide one or more capital increases, in the proportions and at the times it decides, by means of the successive or simultaneous capitalisation of reserves, profit, issue, contribution or merger premiums or any other sums eligible for capitalisation under applicable laws and provisions of the Memorandum and Articles of Association, in the form of bonus share allotments and/or an increase in the nominal value of existing shares,

resolves that the maximum nominal amount of the capital increases that may be carried out under this delegation may not exceed the amount of the sums that may be capitalised on the date of the Board of Directors' decision under this delegation, it being specified that:

- the nominal amount of the capital increases that may be carried out under this delegation will not be applied against the aggregate cap set in the fifteenth resolution of this General Meeting,
- this cap will be increased, where applicable, by the additional amount of the ordinary shares that may be issued to protect, in accordance with applicable laws and any applicable contractual provisions providing for other cases of adjustment, the rights of holders of securities carrying an entitlement to capital securities in the Company,

resolves that if the capital is increased by means of a bonus share allotment and in accordance with the provisions of Article L. 225-130 of the French Commercial Code, the Board of Directors may decide that the allotment rights for fractional shares will not be tradeable and that the corresponding shares will be sold, with the proceeds of the sale being allotted to rights holders in accordance with applicable laws and regulations,

resolves to grant this delegation for a period of 26 months, with effect from the date of this General Meeting,

resolves that this delegation cancels and supersedes the unused part of the delegation granted in the eighteenth resolution adopted at the General Meeting held on 27 May 2019,

resolves that, in the event that the Board of Directors uses this delegation, it will be required to report back to the next Ordinary General Meeting on its use of this delegation in accordance with applicable laws and regulations,

resolves that in the event of a public offering for the Company's shares, this delegation will be suspended automatically during the offer period,

and grants full powers to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, to implement this delegation, and in particular to:

- set the amount and type of the sums to be capitalised,
- set the number of new shares to be issued and/or the amount of the increase in nominal value of the existing shares comprising the share capital, set the date, even retroactively, on which dividend and other rights will accrue on the new shares or the effective date of the increase in nominal value, and
- take such steps as are appropriate and enter into any agreements for the purpose of implementing this delegation, in particular to ensure the successful completion of the planned issues, record completion and make the corresponding amendments to the Memorandum and Articles of Association, carry out all formalities and file all statements relevant for the issue, listing and financial administration of the securities issued under this delegation and request

any and all permissions that prove necessary for the carrying out and successful completion of these issues.

## Twenty-second resolution – Amendment of the provisions of Article 19 of the Memorandum and Articles of Association relating to the term of office of Directors

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting,

resolves to amend Article 19 of the Memorandum and Articles of Association, which will read as follows:

*"Governance of the Company shall be entrusted to a board composed of at least three members and no more than twelve members, appointed by the shareholders at General Meetings.*

*The term of office of each member of the Board of Directors shall be four years, where one year corresponds to the period from one Annual General Meeting to the next.*

*The Ordinary General Meeting may appoint certain Directors for a term shorter than four years or, depending on the circumstances, reduce the term of office of one or more Directors, to enable a staggered reappointment of the members of the Board of Directors. The order in which their term of office expires shall be determined by the Board of Directors based on seniority, without prejudice to a different order determined by a unanimous decision of the Board of Directors.*

*Outgoing Directors may be reappointed. [...]. "*

the rest of the Article remaining unchanged,

and grants full powers to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to the applicable laws and regulations, to amend the Memorandum and Articles of Association and carry out all steps and formalities.

## Twenty-third resolution – Powers to carry out formalities

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting,

grants full powers to holders of the original, copies or extracts of the minutes of this General Meetings to carry out all public notice, filing and other formalities required under applicable laws and regulations.

## *Steps to be taken to participate in the General Meeting*

It should be noted that, in light of the Covid-19 pandemic and in accordance with Order No. 2020-321 of 25 March 2020, which adjusts the rules for meetings and deliberation of meetings and governing bodies of legal persons and private law entities without a legal personality in respect of the Covid-19 pandemic, as amended by Order no. 2020-1497 of 2 December 2020 and Decree no. 2021-255 of 9 March 2021, the Board of Directors has decided to hold the General Meeting behind closed doors, without the shareholders and other members of the General Meeting being physically present.

Any shareholder may attend a General Meeting regardless of the number of shares they hold.

In accordance with Article R. 225-85 of the French Commercial Code, entitlement to participate in the General Meeting is based on the registration of shares in the name of the shareholder or the intermediary registered as acting on the shareholder's behalf (as per Article L. 228-1 (7) of the French Commercial Code) at midnight, Paris time, two business days prior to the General Meeting (namely 21 May 2021), either in the share ledger kept by the Company (or its agent) or in the register of bearer shares kept by the authorised intermediary.

The registration of shares in the register of bearer shares kept by the financial intermediaries is evidenced by an ownership certificate issued by the latter (or electronically, as applicable) in the manner provided for in Articles R. 225-85 and R. 225-61 of the French Commercial Code, accompanying:

- the postal voting form;
- the voting proxy form;

## *How to participate in the General Meeting*

With this General Meeting being held behind closed doors without the physical presence of shareholders, shareholders can choose to participate in one of the following two ways.

### Voting or appointing a proxy by post

Shareholders who are not attending the General Meeting in person and who wish to vote by post or by granting a proxy to the Chair of the General Meeting or another person should proceed as follows, it being noted that where the proxy form does not name the proxyholder the Chair of the General Meeting will cast a vote in favour of the proposed resolutions tabled or recommended by the Board of Directors and a vote against all other proposed resolutions.

#### **For registered shareholders**

Send the combined postal voting or proxy form, sent out with the meeting notice, to the following address: BNP Paribas Securities Services, Service Assemblées Générales, CTO Assemblées Générales, Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex.

#### **For bearer shareholders**

Ask for this combined postal voting or proxy form from the intermediary managing their shares as from the date on which the Meeting is called. The completed form should be returned to the custodian who will add an ownership certificate and forward it to BNP Paribas Securities Services, Service Assemblées Générales, CTO Assemblées Générales, Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex.

To be accepted, postal voting forms must be received by the Company or the *Service Assemblées Générales* department at BNP Paribas Securities Services, at the latest three days prior to the Meeting (namely 21 May 2021).

### Voting or appointing a proxy online

Shareholders may also provide voting instructions via the Votaccess platform in the following manner.

#### **For registered shareholders**

Holders of directly registered shares and holders of registered shares held in an administered account who wish to vote online can access the Votaccess platform from the Planetshares website:

<https://planetshares.bnpparibas.com>

Holders of directly registered shares can log on to the Planetshares website using their usual access codes.

Holders of registered shares held in an administered account should log on to the Planetshares website using the ID found on the top right of their paper voting form. Any shareholder who doesn't have his/her ID and/or password can contact this dedicated number: +33 (0)1 57 43 02 30.

Once logged in, registered shareholders should follow the on-screen instructions to access the Votaccess platform and vote.

## For bearer shareholders

Bearer shareholders must find out if their custodian has access to the Votaccess platform and, if so, whether said access is subject to specific terms and conditions of use.

If the shareholder's custodian has access to the Votaccess platform, the shareholder should log on to their custodian's website using their usual login credentials. They should then click on the icon appearing on the line relating to their shares and follow the on-screen instructions to access the Votaccess platform and vote or appoint or dismiss a proxy.

If the shareholder's custodian does not have access to the Votaccess platform, it should be noted that the notification of the appointment or dismissal of a proxy may nevertheless be carried out electronically in accordance with the provisions of Article R. 225-79 of the French Commercial Code, as follows:

- shareholders should email [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com). This email must include the following information: name of Company involved, date of the Meeting, surname, first name(s), address, bank references of the principal as well as the surname, first name(s) and, where possible, the address of the proxy;
- shareholders must ask the financial intermediary managing their securities account to send written confirmation to the *Service Assemblées Générales* department at BNP Paribas Securities Services, CTO Assemblées Générales, Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex.

Only notifications of the appointment or dismissal of proxies may be sent to the aforementioned email address. No other request or notification pertaining to any other matter will be dealt with.

For online appointments or dismissals of proxies to be valid, confirmations must be received at the latest by 3 p.m., Paris time, on the eve of the General Meeting (namely 24 May 2021).

**Due to the current health crisis, shareholders are encouraged to choose the Votaccess platform.**

## *Opening and closing of the Votaccess platform*

The Votaccess platform will be open as from 10 May 2021 at the latest.

Online voting in advance of the General Meeting will close at 3 p.m., Paris time, on the eve of the meeting (namely 24 May 2021).

However, to avoid swamping the Votaccess platform, shareholders are asked not to wait for the eve of the General Meeting to vote.

## *Written questions and requests to add proposed resolutions from shareholders*

Requests from shareholders to add items or proposed resolutions to the agenda satisfying the terms of Article R. 225-71 of the French Commercial Code must be sent electronically to the following address: [info.ag@albioma.com](mailto:info.ag@albioma.com), at the latest twenty five calendar days prior to the General Meeting (i.e. 30 April 2021), in accordance with Article R. 225-73 of the French Commercial Code.

Requests must be accompanied by a certificate of registration either in registered share accounts managed by the Company or by bearer share accounts managed by the authorised intermediary.

Consideration of the resolution is subject to the transmission, by the persons making the request, of a further certificate evidencing the registration of the shares in the same accounts at midnight, Paris time, two business days prior to the General Meeting (namely 21 May 2021).

Any shareholder is entitled to send any written questions to the Chairman of the Board of Directors. Replies will be provided at the meeting.

Questions can be sent electronically to the following address: [info.ag@albioma.com](mailto:info.ag@albioma.com).

They must be sent at the latest four business days prior to the date of the General Meeting (namely 19 May 2021).

They must be accompanied by a certificate of registration either in registered share accounts managed by the Company or by bearer share accounts managed by the authorised intermediary.

### *Right of communication of shareholders*

All the documents and information provided for in Article R. 225-73-1 of the French Commercial Code will be available on the Company's website ([www.albioma.com](http://www.albioma.com)) at the latest twenty one calendar days prior to the General Meeting (namely 4 May 2021).