

**MEDIAN TECHNOLOGIES**  
**A French *Société anonyme* with a share capital of EUR 499,141.50**  
**Les 2 Arcs, 1800 Route des Crêtes, 06560 Valbonne**  
**RCS Grasse N° 443 676 309**  
**(Hereinafter the "Company")**

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**TEXT OF THE RESOLUTIONS**

**SHAREHOLDERS' GENERAL ORDINARY  
AND EXTRAORDINARY MEETING DATED 30 NOVEMBER 2015**

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**ORDINARY RESOLUTIONS**

***RESOLUTION N°1***                      ***(Appointment of a new director)***

The Shareholders' General Meeting, deliberating under the rules of quorum and majority required for Ordinary meetings, after having heard the Board of Directors' Report, decided to appoint starting from this day, as director of the Company, for a three year term of office, i.e. up to the General Meeting to be convened in 2018 to approve the financial year ending on 31 December 2017, Mr. Tim HAINES, a British citizen, born on 29 August 1957 in the United Kingdom, residing at 30 Church Lane, Hampton Poyle, OX5 2QF, Oxon, United Kingdom.

***RESOLUTION N°2***                      ***(Acknowledgment of the reconstitution of the equity capital)***

The Shareholders' General Meeting, deliberating under the rules of quorum and majority required for Ordinary meetings, after having heard the Board of Directors' Report, acknowledged that the equity capital of the Company had been restored to over half of the share capital.

***RESOLUTION N°3***                      ***(Acknowledgement of the negative retained earnings)***

The Shareholders' General Meeting, deliberating under the rules of quorum and majority required for Ordinary meetings, after having heard the Board of Directors' Report, noticed, pursuant to the consolidated accounts of the financial year closed on 31 December 2014 and approved by the Shareholders' Annual General Meeting on 18 June 2015, a negative retained earnings amounting to EUR (35,642,171.34).

***RESOLUTION N°4***                      ***(Offset of the negative retained earnings)***

The Shareholders' General Meeting, deliberating under the rules of quorum and majority required for Ordinary meetings, after having heard the Board of Directors' Report, upon recommendation made by the Board of Directors, decided to allocate EUR 35,642,171.34 taken from the "Share premium" account to the "Retained earnings" account, by which allocation, the "Retained earnings" shall be taken from EUR (35,642,171.34) to EUR 0.

After this allocation, the "Retained earnings" will amount to EUR 0.

## **EXTRAORDINARY RESOLUTIONS**

### **RESOLUTION N°5**

***(Proposed authorization to be given to the Board of Directors in order to grant to the beneficiaries it shall identify, in compliance with applicable laws and regulations, existing shares or shares to be issued up to a maximum of 10% of the share capital of the Company pursuant to Articles L. 225-197-1 and seq. of the French Commercial Code; and subject to the adoption of this resolution, cancelation of the authorization granted to the Board of Directors by the 24th resolution of the Extraordinary General Meeting dated 18 June 2015)***

The Shareholders' General Meeting, under the rules of quorum and majority applicable to Extraordinary General Meetings, after hearing the Board of Directors report and the special report of the Statutory Auditor and in accordance with Articles L. 225-197 -1 and seq. of the French Commercial Code, hereby delegated its authority to the Board of Directors to, in one or more times, allocate existing free shares of the Company or free shares to be issued by the Company to the beneficiaries as referred to in Articles L 225-197-1 and 225-197-2 of the French Commercial Code.

The total number of free shares granted under this resolution may not exceed 10% of the share capital at the date of their allocation by the Board of Directors.

The Shareholders' General Meeting hereby decided that the allocation of such shares to the beneficiaries thereof will be final after a minimum vesting period of one (1) year. However, in the event of the beneficiary's invalidity, pursuant to the categories as defined by applicable law, the allocation of shares shall be final before the expiry of the term as defined in this paragraph.

The Shareholders' General Meeting hereby resolved that the beneficiaries shall have the obligation to hold the free shares for a minimum of one (1) year, such period commencing upon the final allocation of shares. However, in the event of the beneficiary's invalidity, pursuant to the categories as defined by applicable law, the transfer of shares shall be authorized and free before the expiry of the term as defined in this paragraph.

The Board of Directors shall determine the beneficiaries of such free shares, as well as their terms and, where applicable, the criteria for the awarding. Subject to compliance with the minimum vesting period and the minimum holding period mentioned above, the Board of Directors may freely determine the duration of these said periods.

The Board of Directors may, if necessary, during the vesting period, proceed to any adjustments to the number of shares related to any changes on the Company share capital in order to safeguard the rights of the beneficiaries of free shares.

This authorization entailed, in case of allocation of such shares to be issued in favor of the beneficiaries of such share allocations, renunciation by shareholders of their preferential subscription rights to ordinary shares to be issued in the course of the final allocation of free shares, and of all their rights to ordinary shares allocated under this authorization.

The corresponding capital increase shall be final because of the final allocation of shares to the beneficiaries.

The Shareholders' General Meeting decided, in accordance with Article L. 225-197-1 of the French Commercial Code, that this present authorization shall be valid for thirty-eight (38) months as from this Shareholders' General Meeting.

The Board of Directors will have all powers to implement this authorization.

The Shareholders' General Meeting hereby granted all powers to the Board of Directors, with an option to sub-delegate these powers, within the legal limits, to implement this authorization, including especially the powers to:

- Determine the identity of the beneficiaries, or the category or categories of beneficiaries of the allocation of shares and the number of shares allocated to each of them;
- Set the terms and conditions and, where applicable, the criteria pursuant to which the shares shall be allocated;
- Provide for the possibility to provisionally suspend the allocation rights as provided for by law and applicable regulations;
- Duly record the final allotment dates and the dates from which the shares will be freely transferable, pursuant to this resolution and subject to legal restrictions;
- Enter the free shares in a registered account in the shareholder's name, mentioning, where appropriate, that they are locked up and the term of the lock-up period, and release the shares in any circumstances under which this resolution or the applicable regulation may allow such releasing;
- Provide for the right to, if it deems necessary, adjust the number of free shares required in order to safeguard the rights of beneficiaries under the conditions it shall determine;
- In the case of an issuance of new shares, charge any amounts required to pay up said shares against reserves, profits, or share premium of its choice, the amounts needed to fully pay-up such shares, duly record the completion of the capital increase thereunder, and make the necessary amendments to the bylaws, and
- In general perform any and all required acts and formalities and take all the necessary steps and measures in accordance with all enforceable laws and regulations.

In consequence of the adoption of this resolution, the Shareholders' General Meeting decided to cancel the authorization granted to the Board Director by the Extraordinary General Meeting dated 18 June 2015 in its 24<sup>th</sup> resolution.

***RESOLUTION N°6 (Powers for formalities)***

The Shareholders' General Meeting granted to the bearer hereof the powers to proceed to any and all formalities as may be appropriate.

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