

**MEDIAN TECHNOLOGIES**  
**A French *Société anonyme* with a share capital of EUR 598,745.15**  
**Registered office : Les 2 Arcs, 1800 Route des Crêtes 06560 Valbonne**  
**RCS Grasse N° 443 676 309**  
**(Hereinafter the “Company”)**

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**SHAREHOLDERS’ ANNUAL ORDINARY AND EXTRAORDINARY  
GENERAL MEETING DATED 28 MAY 2018**

**REPORT OF THE BOARD OF DIRECTORS  
ON STOCK OPTIONS**

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Dear Shareholders,

In accordance with Article L. 225-184 of the French Commercial Code, we have prepared this report to inform you on the stock options transactions carried out during the financial year ended December 31, 2017.

**I Grant of Stock Options**

**A) Extraordinary General Meeting of 22 June 2017**

The Extraordinary General Meeting of 22 June 2017 pursuant to its Resolution N°30, authorized the Board of Directors, for a period of 38 months, its authority to grant to the Company's officers and employees, or to the employees of the related companies within the meaning of Article L. 225-180 of the French Commercial Code, a maximum of 300,000 stock options entitling the holder to subscribe to new shares in accordance with the provisions of Articles L.225-177 and seq. of the French Commercial Code.

The subscription price of the shares by the beneficiaries would be determined on the day the options are granted by the Board of Directors in accordance with the provisions of Article L 225-177 of the French Commercial Code; this subscription price would be determined in accordance with the objective methods used for valuation of shares, taking into account, in a weighting appropriate to each case, the company's net book value, profitability and prospects.

The total number of granted stock options could not result in the subscription of more than 300.000 new shares.

The General Meeting grants all of its powers to the Board of Directors, with an option to sub-delegate these powers, within the legal limits, to implement this authorization, including the powers to:

- extend the benefit of these stock options to employees of related companies within the meaning of Article L. 225-180 of the French Commercial Code, which would be added to the group's current composition;
- provide the obligation to be an employee of the Company and / or a related company within the meaning of Article L. 225-180 of the French Commercial Code, at the time the stock options are exercised;

- set the period for the prohibition of immediate resale of the subscribed shares, but that the period may not exceed three (3) years from the date of exercising of the stock options pursuant to Article L.225-177 of the French Commercial Code.

**B) Board of Directors Meeting of 26 June 2017**

On 26 June 2017, the Board of Directors, proceeded to such grant using the authorization conferred to it by the 30<sup>th</sup> resolution of the Shareholders' General Meeting dated 22 June 2017, and granted 22,500 stock options pursuant to the main conditions below:

**i. Total number of options:** 22,500 options.

**ii. Subscription price to the shares:**

The subscription price was set thirteen euros (13 €) per share.

This price was set in accordance with the provisions of article L.255-177 of the French Commercial Code.

This price shall remain fixed throughout the period of validity of the options unless the Company has to carry out one of the transactions requiring an adjustment provided for by law (Article L.225-181 of the French Commercial Code).

**iii. Period for which the stock options will be valid:**

The period for which the stock options will be valid was set at seven (7) years from the date of issuance by the the Board of Directors, i.e. until June 25, 2024.

**C) Board of Directors Meeting of 13 December 2017**

On 13 December 2017, the Board of Directors, proceeded to such grant using the authorization conferred to it by the 30<sup>th</sup> resolution of the Shareholders' General Meeting dated 22 June 2017, and granted 34,500 stock options pursuant to the main conditions below:

**i. Total number of options:** 34,500 options.

**ii. Subscription price to the shares:**

The subscription price was set thirteen euros (13 €) per share.

This price was set in accordance with the provisions of article L.255-177 of the French Commercial Code.

This price shall remain fixed throughout the period of validity of the options unless the Company has to carry out one of the transactions requiring an adjustment provided for by law (Article L.225-181 of the French Commercial Code).

**iii. Period for which the stock options will be valid:**

The period for which the stock options will be valid was set at seven (7) years from the date of issuance by the Board of Directors, i.e. until December 12, 2024.

**II Stock options granted to corporate officers**

**II.1 Grants of stock options to corporate officers**

*NONE*

**II.2 Exercise of stock options by corporate officers**

*NONE*

**III Stock options granted to non-executive employees**

**III.1 Grants of stock options to non-executive employees**

The table below shows the number, exercise price and expiry date of stock options granted during the financial year to the ten non-executive employees who received the most stock options :

<b>BENEFICIARIES</b>	<b>NUMBER OF GRANTED STOCK OPTIONS</b>	<b>EXERCICE PRICE</b>	<b>EXPIRY DATE</b>
William BRODERICK	7 500	13€	25 June 2024
Jeff VENTIMIGLIA	15 000	13€	25 June 2024
Shawn BROSKE	7 500	13€	12 December 2024
Bryan FITZGERALD	5 000	13€	12 December 2024
Richard KAHN	4 500	13€	12 December 2024
Whitney SHANKLAND	5 000	13€	12 December 2024
Shinji YUE	7 500	13€	12 December 2024
Christopher FARRANCE	5 000	13€	12 December 2024

**III.2 Exercise of stock options by non-executive employees**

*NONE*

**The Board of Directors**