

**MEDIAN TECHNOLOGIES**  
**A French *Société anonyme* with a share capital of EUR 789,422.45**  
**Registered office : Les 2 Arcs, 1800 Route des Crêtes 06560 Valbonne**  
**RCS Grasse N° 443 676 309**  
**(Hereinafter the “Company”)**

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**TEXT OF RESOLUTIONS**

**SHAREHOLDERS' EXTRAORDINARY GENERAL MEETING**  
**DATED DECEMBER 9, 2022**

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**EXTRAORDINARY RESOLUTIONS**

**RESOLUTION N° 1**      *(Authorization to be given to the Board of Directors for the issuance of securities providing access to the share capital, having the characteristics of share warrants (“BSA 2022” warrants) with cancellation of the shareholder’s preferential subscription right in favor of named persons)*

The General Meeting, having fulfilled the quorum and majority required for Extraordinary General Meetings, having heard the report of the Board of Directors and the special report of the Auditor, and in accordance with articles L.225- 129 and *seq.*, L.225-135, L.225-138 and L.228-91 and *seq.* of the French Commercial Code,

Hereby decided, and under the condition precedent that resolution no. 2 regarding the cancellation of the shareholder’s preferential subscription right be adopted, to confer powers to the Board of Directors to proceed, on one or more occasions, to the issue of a maximum of 40.000 securities providing access to the share capital, having the characteristics of share warrants (the “BSA 2022” warrants), in the proportion and within the time it deems fit, it being specified that (i) each BSA 2022 warrant will confer the right to subscribe to one ordinary share of the Company and that (ii) the subscription to the BSA 2022 warrants and corresponding shares may be made either in cash or by set-off of due, liquid and payable debts on the Company.

Hereby decided that the issue price of the BSA 2022 warrants issued under this authorization will be determined by the Board of Directors on the condition that the warrant issue price shall not be lower than 17.5% of the average closing price of the Company share recorded during the twenty trading days preceding the BSA 2022 warrants issue date,

Hereby decided that the exercise price of the BSA 2022 warrants issued under this authorization will be determined by the Board of Directors on the condition that the shares subscription price shall not be lower than 110% of the average closing price of the Company share recorded during the twenty trading days preceding the issue date,

Hereby decided to set the following limits on the capital increase amounts in the event the Board of Directors uses this authorization:

- The maximum amount of the total face value of the capital increases that may be made immediately or in the future pursuant to this authorization shall be **EUR 2,000**.

- This maximum authorized amount shall be deducted, if applicable, by the nominal amount of additional shares that may be issued, in the event of new financial transactions to protect the rights of holders of securities giving access to share capital,

Hereby acknowledged that this authorization automatically entails in favor of the holder of the BSA 2022 warrants to be issued in the context of this resolution the waiver by the shareholders of their preferential subscription rights to the shares which may result from the exercise of these securities,

Hereby decided to confer this authorization for a period **of eighteen (18) months** from the time of the ongoing Meeting,

Hereby decided that the Board of Directors shall have full powers to implement this authorization, sub-delegate to the General Manager or, as mutually agreed with him, to one or more Deputy General Managers, under the conditions laid down by law, to implement this authorization, within the limits and under the conditions specified above, in particular to:

- Set the amount of the BSA 2022 warrants issuance that will be carried out pursuant to this authorization and in particular set the issue price (in the setting conditions specified above), date, deadline, terms and conditions of purchase, of the warrants, within the legal or regulatory limits,
- Set the procedures for exercising the rights attached to the BSA 2022 warrants to be issued, and in particular, the exercise price of the BSA 2022 warrants (subject to the conditions set out above), the dates, the deadline, the terms and conditions to the exercise of the warrants, the conditions of issuance of the shares of the Company, within the legal or regulatory limits,
- Collect the subscriptions to the BSA 2022 warrants and Company shares and the corresponding payments, and record the completion of capital increases to the amount of subscribed shares and proceed to the related amendment of the Bylaws,
- At its discretion, charge the costs of any capital increases to the amount of the issue premium(s) and deduct from this amount the sums needed to increase the legal reserve to one tenth of the new capital after each capital increase,
- Determine and make all adjustments to take into account the impact of the transactions on the share capital of the Company, including any modification of the par value of shares, a capital increase by incorporation of reserves, free allocation shares, stock split or reverse stock split, distribution of reserves or any other assets, amortization of the capital or any other transaction involving equity, and set the terms according to which, the rights of the holders of securities giving access to capital may be protected,
- Suspend, if necessary, the exercise of share allocation rights attached to existing securities for a period not to exceed three (3) months,
- In general, take all steps and complete all formalities required for the issuance, the listing and financing of the securities issued pursuant to this authorization and to the exercise of the rights attached thereto.

Finally, the General Meeting hereby noted that when the Board of Directors shall use this authorization, it shall prepare an additional report to the next Annual General Meeting, as certified by the Statutory Auditors and describing the terms of use this authorization.

**RESOLUTION N° 2**      ***(Cancellation of the shareholder’s preferential subscription right in favor of named persons)***

The General Meeting, having fulfilled the quorum and majority required for Extraordinary General Meetings, having heard the report of the Board of Directors and the special report of the Auditor, hereby decided to cancel the shareholder’s preferential subscription right in favor of the following named persons, in the indicated amounts:

<b>Complete identity</b>	<b>Number of BSA 2022 warrants</b>
Mr. Oern STUGE	20,000
Mr. Kapil DHINGRA	20,000

Who alone shall have the right to subscribe to the BSA 2022 warrants to be issued as a result of the adoption of the previous resolution.

**RESOLUTION N° 3**      ***(Increase of the maximum amount of shares in the context of the authorization granted by the Shareholders’ Extraordinary General Meeting of June 14, 2022 (resolutions no. 23 and 24))***

The General Meeting, having fulfilled the quorum and majority required for Extraordinary General Meetings,

having heard the report of the Board of Directors,

decided to increase the maximum number of shares that may result from the exercise of securities giving access to the capital resulting from the authorization granted by the Shareholders’ Extraordinary General Meeting of June 14, 2022 (resolutions no. 23 and 24) to 500,000 shares.

**RESOLUTION N° 4**      ***(Authorization to the Board in order to decide a capital increase reserved for employees of the Company)***

The General Meeting, having fulfilled the quorum and majority required for Extraordinary General Meetings, having heard the report of the Board of Directors and the special report of the Auditor and in accordance with articles L.225-129-6 French Commercial Code and L.3332-18 and *seq.* of the French Labor Code,

Given the decisions taken under previous resolutions,

Hereby conferred to the Board of Directors the powers to increase the share capital on one or more occasions, by a maximum nominal amount equal to 1% of the share capital of the Company by issuing new shares reserved for employees and former employees of the Company members of a company’s savings plan or by incorporation of reserves, profits or premiums and free allocation of shares to such employees and former employees,

Hereby decided to confer this authorization for a period of **eighteen (18) months** from the ongoing Meeting,

Hereby decided that the Board of Directors shall have full powers to implement this authorization, within the limits and under the conditions specified above, in particular to:

- Determine that the issuances may be made directly in favor of the beneficiaries or through collective bodies,
- Determine the nature and terms of the capital increase,
- Set the subscription price for the cash shares in accordance with the law,
- Set the time for paying-up the shares and, where appropriate, the seniority required for employees to participate in the operation, all within the limits set by law,
- Determine, if applicable, the amounts to be capitalized within the limit set above, the equity items to which they will be charged and the conditions of their allocation.

**RESOLUTION N° 5**      *(Powers for formalities)*

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