MEDIAN TECHNOLOGIES
A French *Société anonyme* with a share capital of EUR 1,813,961.15
Registered office : Les 2 Arcs, 1800 Route des Crêtes 06560 Valbonne
RCS Grasse N° 443 676 309
(Hereinafter the "Company")

TEXT OF RESOLUTIONS

SHAREHOLDERS' GENERAL ORDINARY
AND EXTRAORDINARY MEETING DATED OCTOBER 31, 2025

ORDINARY RESOLUTIONS

RESOLUTION N° 1 *(Appointment of a new Board Member)*

The Shareholders' General Meeting, ruling under the quorum and majority requirements for ordinary meetings, decides, after having heard the Report of the Board of Directors, to appoint as of today Mr.Didric Cederholm, a French citizen born on June 5, 2025 in Stockholm as new Board Member for a period of three (3) years until the General Meeting convened in 2028 to approve the financial statements for the fiscal year ending on December 31, 2027.

EXTRAORDINARY RESOLUTIONS

RESOLUTION N° 2 *(Authorization to be given to the Board of Directors to increase the share capital by issuance of shares or securities that are equity securities giving access to other shares or entitling the allocation of debt securities and/or securities granting access to the share capital of the Company, with preferential right)*

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.22-10-49 and *seq*. and L.228-91 and *seq*. of the French Commercial Code,

Hereby conferred to the Board of Directors the power to proceed, on one or more occasions, to capital increases with preferential subscription rights, in France or abroad, in the proportion and at the times that it shall deem fit, in EUROS or in any other currency or monetary unit based on several currencies, by issuing shares for value (excluding preference shares) and/or securities convertible into shares of the Company, governed by articles L. 228-91 and *seq*. of the French Commercial Code, it being specified that the subscription for shares may be made either in cash or by offset against certain debts due and payable on the Company and must be fully paid up upon subscription,

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

- The maximum amount of the total face value of the capital increases that may be authorized to immediately or in the future pursuant to this authorization shall be **EUR 15,000,000**, this amount being then increased by the issue premium,

- This maximum authorized amount shall be deducted, if applicable, by the nominal value 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 the share capital,

Hereby decided that the nominal amount of the debt securities thus issued may not exceed EUR 150,000,000 or its equivalent value on the date of the decision to issue, it being specified that this amount does not include the redemption premium(s) above par, if any.

Hereby acknowledged that this authorization automatically entails in favor of the holder of securities giving access to Company shares to be issued in the context of this resolution the waiver by the shareholders of their preferential subscription rights to shares they would have been entitled to by such securities,

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

If the Board of Directors uses this authorization:

- Hereby decided that the issuance(s) shall be reserved in priority to shareholders who may subscribe on an irreducible basis prorated to the number of shares they hold,

- Hereby decided that the Board of Directors may, in accordance with article L.225-133 of the French Commercial Code, allocate the shares not subscribed for on an irreducible basis to shareholders who have subscribed for a number of shares higher than they could subscribe for on a preferential basis, pro-rata to their subscription right and within the limits of their requests,

- Hereby decided that, in accordance with article L.225-134 of the French Commercial Code, if the irreducible subscriptions and, if applicable, excess subscriptions have not covered the whole capital increase, the Board of Directors may use the different options provided by law, in the order of its choice, including offering to the public all or part of the shares or, in the case of securities giving access to share capital, said unsubscribed securities, on the French market and/or abroad and/or on the international market,

- Hereby decided that in the event of free allocation or warrants to holders of existing shares, the Board of Directors shall be entitled to decide that the fractional rights are not negotiable and that the corresponding shares will be sold,

- Hereby decided that the Board of Directors shall have full powers to implement this authorization, with the option to 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 issuance or issuances to be carried out pursuant to this authorization and notably set the issue price, dates, time, terms and conditions of subscription, delivery and vesting of securities within the legal or regulatory limits, provided that the price may not be lower than the Company's volume-weighted average share prices (VWAP) recorded during the twenty trading days preceding its fixation, less a discount of 20% (the issue price of securities shall be such that the sum received immediately by the Company plus, if applicable, that likely to be subsequently received by the Company may, for each share issued as a result of the issuance of these securities, be at least equal to the amount described above).

- set, if applicable, the terms of exercise of rights attached to shares or securities convertible into shares to be issued, determine the exercise of the rights, if any, including conversion, exchange, redemption including by delivery of assets of the Company such as securities already issued by the Company,

- collect the subscriptions and the corresponding payments, and record the completion of capital increases to the amount of shares subscribed for and proceed to the related amendments of the By-laws,

- at its sole discretion, charge the costs of any capital increases to the amount of the related issue premium(s) and deduct from such amount the sums needed to increase the legal reserve to one tenth of the new share capital after each capital increase,

- determine and make all adjustments to take into account the impact of the transactions on the capital of the Company, including a 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 share capital or any other transaction involving equity, and set the terms according to which, if any, the rights of holders of securities giving access to capital may be protected,

- suspend, if need be, 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 the exercise of the rights attached thereto.

Finally, the General Meeting hereby noted that the Board of Directors when it uses this authorization shall prepare a supplementary report to the next Ordinary General Meeting, as certified by the Statutory Auditors, describing the terms of use this authorization.

RESOLUTION N° 3 ***(Authorization to be given to the Board of Directors to increase the share capital of the Company by issuance of shares or securities that are equity securities giving access to other shares or entitling the allocation of debt securities and/or securities granting access to the share capital of the Company without preferential right in the context of a public offering)***

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.22-10-49 and *seq*., L.225-135, L.225-136, L.225-138 and L.228-91 and *seq*. of the French Commercial Code,

and under the condition precedent to fulfill the terms of issuance in the context of a public offering,

Hereby conferred powers the Board of Directors to proceed to, on one or more occasions, capital increases with preferential subscription rights through a public offering in France or abroad, in the proportion and within the time it deems fit, either in EUROS or in any other foreign currency or monetary unit based on several currencies, by issuance of shares for value (including, as the case may be, represented by American Depositary Shares – ADS – or American Depositary Receipts – ADR, but excluding preference shares), and/or of securities that are equity securities giving access to other shares or entitling the allocation of debt securities and/or securities giving access to equity securities to be issued governed by articles L.228-91 and *seq*. of the French Commercial Code, it being specified that the subscription for shares may be made either in cash or by set-off of due, liquid and payable debts on the Company and must be fully paid up upon subscription,

Hereby resolved that the securities issued can be debt securities, be combined with issuance of such securities or allow such issuance of debt securities as intermediary securities.

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 15,000,000** (or its counter-value in case of issuance in another currency), this amount being then increased by the issue premium, and within the limits lay down by article L.225-136 of the French Commercial Code. This maximum amount shall be deducted from the maximum authorized amount set forth in the 8th resolution,

- 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 decided that the nominal amount of the debt securities thus issued may not exceed EUR 150,000,000 or its equivalent value on the date of the decision to issue, it being specified that this amount does not include the redemption premium(s) above par, if any.

Hereby decided to cancel the preferential subscription right of shareholders to securities covered by this resolution,

Hereby acknowledged that this authorization automatically entails in favor of the holder of securities giving access to Company shares to be issued in the context of this resolution the waiver by the shareholders of their preferential subscription rights to shares they would have been entitled to by such securities,

Hereby decided to confer this authorization for a period of **twenty-six (26) months** from the time of the ongoing Meeting,

Hereby decided that the issue price of the securities issued under this authorization will be determined by the Board of Directors in the following conditions:

a) The share issue price shall not be lower than the Company's volume-weighted average share prices (VWAP) recorded during the twenty trading days preceding its fixation, less a discount of 20%,

b) the issue price of securities shall be such that the sum received immediately by the Company plus, if applicable, that likely to be subsequently received by the Company may, for each share issued as a result of the issuance of these securities, be at least equal to the amount referred to in paragraph a) above,

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 issuance or issuances that will be carried out pursuant to this authorization and in particular set the issue price (in the setting conditions specified above), date, time, terms and conditions of issuance, purchase, delivery and vesting of securities, as well as the form and characteristics of the share or securities giving access to the share capital to be issued, within the legal or regulatory limits,

- Lay down, if appropriate, the terms of exercise of rights attached to shares or securities convertible into shares to be issued, determine the terms and conditions of the exercise of the rights, if any, in particular conversion, exchange, redemption including by delivery of assets of the Company such as securities already issued by the Company,

- Collect the subscriptions and the corresponding payments, and record the completion of capital increases to the amount of shares subscribed for and proceed to the related amendment of the By-laws,

- 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 on the Euronext Growth market of Euronext Paris or any other regulated or non-regulated market, in France or abroad, and financing of the securities issued pursuant to this authorization and to the exercise of the rights attached thereto and to finalize the resulting share capital increase and to amend the bylaws accordingly.

If the subscriptions do not cover the total number of issued shares, the Board of Directors may limit the amount of the transaction to the amount of subscriptions, provided that it reaches at least three quarters of the issuance decided.

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° 4 ***(Authorization to be given to the Board of Directors for the issuance of shares and securities that are equity securities giving access to other shares or entitling the allocation of debt securities and/or securities granting access to the share capital of the Company without preferential right in the context of offering referred to in article L.411-2, 1° of the French Monetary and Financial Code)***

The General Meeting, having fulfilled the quorum and majority required for Extraordinary General Meetings, having considered the report of the Board of Directors and the special report of the Auditors, and in accordance with articles L.225-129 and *seq*. of the French Commercial Code, in particular articles L.225-129-2, L.225-135 and L.225-136 of the said Code, articles L.22-10-49 and *seq*. of the French Commercial Code and articles L.228-91 and *seq*. of the said Code,

Hereby authorized the Board of Directors, for a period of **eighteen (18) months** from the date of this Meeting, to decide the issuance, in France or abroad, by way of offers referred to in section 1° of article L.411-2 of the French Monetary and Financial Code (i) shares of the Company (including, as the case may be, represented by American Depositary Shares – ADS – or American Depositary Receipts – ADR) and (ii) securities that are equity securities giving access to other shares or entitling the allocation of debt securities and/or securities giving access to existing shares or new shares of the Company, which may be subscribed for in cash or by offsetting receivables.

The issuance of preference shares and of securities giving immediate or future access to preference shares was specifically excluded. The offers referred to in section 1° of article L.411-2 of the French Monetary and Financial Code, carried out pursuant to this resolution may be associated, in the context of the same issuance or of several issuances made simultaneously to public offerings.

The General Meeting hereby decided to cancel the preferential subscription right of shareholders to these shares and securities to be issued by means of offers referred to in section 1° of article L.411-2 of the French Monetary and Financial Code as provided for in this resolution.

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, will be set pursuant to the provisions of **article L.225-136, 2°) of the French Commercial Code**. This maximum amount shall be deducted from the maximum authorized amount set forth in the 8th resolution.

The nominal amount of shares that may be issued in respect of adjustments made to protect the rights of holders of securities giving access to shares shall be added to the maximum authorized amount set by this resolution.

The securities giving access to shares so issued may consist of debt securities or be associated with the issuance of such securities or allow their issuance as intermediate securities. They may take the form of subordinated or non-subordinated securities with a determined or undetermined term, and be issued in EUROS or in foreign currencies or in any monetary units established by reference to several currencies.

The nominal amount of the debt securities thus issued may not exceed EUR 150,000,000 or its equivalent value on the date of the decision to issue, it being specified that this amount does not include the redemption premium(s) above par, if any.

The duration of the loans (giving access to shares of the Company) other than those represented by perpetual securities, may not exceed fifty (50) years. The loans (giving access to shares of the Company) may bear interest at a fixed and/or a variable rate or capitalization rate, and be reimbursed, with or without premium, or depreciation, whereas securities may also be repurchased on the stock market or offered for purchase or exchange by the Company.

The securities issued may, if appropriate, be accompanied by warrants giving right to the allocation, acquisition or subscription of bonds or other securities representing debt instruments or include an option for the Company to issue debt securities (fungible or non-fungible) in payment of interest whose disbursement has been suspended by the Company.

If the subscriptions do not cover the total number of issued shares, the Board of Directors may limit the amount of the transaction to the amount of subscriptions, provided that it reaches at least three quarters of the issuance decided.

The General Meeting hereby noted that this authorization entails the waiver by shareholders of their preferential subscription rights to shares of the Company to which the securities to be issued pursuant to this authorization may give right.

The Board of Directors shall determine the characteristics, amount and terms of any issuance and of the securities issued.

In particular, it shall determine the category of securities issued and set their subscription price, the date may be retroactive and, if applicable, the duration or manner of exercise of rights attached to the new shares, if any, rights to conversion, exchange, redemption, including by delivery of assets such as securities already issued by the Company; it being specified that:

a) The share issue price shall not be lower than the Company's volume-weighted average share prices (VWAP) recorded during the twenty trading days preceding its fixation, less a discount of 20%,

b) The issue price of securities shall be such that the sum received immediately by the Company plus, if applicable, that likely to be subsequently received by the Company may, for each share issued as a result of the issuance of these securities, be at least equal to the amount referred to in paragraph "a)" above.

The Board of Directors may, if need be, amend the terms of the securities issued or to be issued under this resolution during the life of the securities and in compliance with applicable formalities.

The Board of Directors may also, if need be, make any adjustments to take into account the impact of the transactions on the share capital of the company, especially in the event of any change in the par value, any capital increase by incorporation of reserves, any allocation of free shares, any stock split or reverse stock split, any distribution of reserves or of any other assets, amortization of capital, or any other capital transaction (including potential changes in the control of the Company) or equity transaction, and fix the terms according to which, if need be, the rights of holders of securities giving access to capital shall be protected.

The Board of Directors shall have full powers to implement this resolution, 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, including by entering into any agreement for this purpose, especially to successfully complete any issuance, and to proceed to, on one or more occasions, and in such amounts and at the time it deems appropriate, the aforementioned issuances, as well as, if need be, to delay such, acknowledge its completion and proceed to the related amendments of the By-laws, and to carry out all formalities and declarations and request all authorizations that may be necessary for the completion and the proper performance of the issuances, and the admission to trading on the stock market of the new shares.

The Board of Directors may, at its sole discretion, charge the costs of any capital increases to the amount of issue premium(s) and deduct from this amount the sums needed to increase the legal reserve to a tenth of the new capital after each capital increase, Suspend, if need be, the exercise of the share allocation rights attached to the existing securities for a period not to exceed three (3) months.

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 Ordinary General Meeting, as certified by the Statutory Auditors and describing the terms of use this authorization.

RESOLUTION N° 5 ***(Authorization to be given to the Board of Directors to increase the share capital by issuance of shares and/or securities that are equity securities giving access to other shares or entitling the allocation of debt securities and/or securities granting access to the share capital of the Company without preferential right for the benefit of a category of persons in accordance with the provisions of article L.225-138 of the French commercial Code)***

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 conferred to the Board full powers to, on one or more occasions, proceed to capital increases in France or abroad, in the proportion and at the times it deems appropriate, in EUROS or in any other currency or monetary unit based on several currencies, by issuing shares (excluding preference shares) and/or of securities that are equity securities giving access to other shares or entitling the allocation of debt securities and/or securities giving access to equity securities to be issued governed by articles L.228-91 and *seq*. of the French Commercial Code, it being specified that subscriptions for shares or other securities may be effected either in cash or set-off of due, liquid and payable debts on the Company and must be fully paid up upon subscription,

Hereby decided to set the following limits on the amounts of the capital increases 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 15,000,000**, this amount being then increased by the issue premium. This maximum amount shall be deducted by the maximum authorized amount set forth in the 8th resolution.

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

The General Meeting hereby decided to cancel the preferential subscription right of shareholders to securities covered by this authorization in favor of:

- investment companies and investment funds existing under French or foreign law (including, without limitation, any investment fund or venture capital/investment company, in particular any FPCI, FCPR, FIP or holding company) investing on a regular basis in the technology, biotechnology, pharmaceutical or medical sector, participating in the share issuance for a unit investment amount greater than EUR 150,000 (share issue premium included),

- companies or financial institutions operating in the technological, biotechnological, pharmaceutical or medical sector subscribing to shares in the share capital of the Company upon the signature of an agreement with the Company, for a unit amount of investment greater than EUR 150,000 (share issue premium included).

Hereby acknowledged that this authorization automatically entails in favor of the holders of securities convertible into shares of the Company to be issued in the context of this resolution the express waiver by the shareholders of their preferential subscription rights to shares they would have been entitled to by such securities,

Hereby decided that the nominal amount of the debt securities thus issued may not exceed EUR 150,000,000 or its equivalent value on the date of the decision to issue, it being specified that this amount does not include the redemption premium(s) above par, if any.

Hereby decided that the issue price of the securities issued under this authorization will be set by the Board of Directors under the following conditions:

a) the share issue price shall not be lower than the Company's volume-weighted average share prices (VWAP) recorded during the twenty trading days preceding its fixation, less a discount of 20%,

b) the issue price of securities shall be such that the sum received immediately by the Company plus, if applicable, that likely to be subsequently received by the Company may, for each share issued as a result of the issuance of these securities, be at least equal to the amount referred to in paragraph "a)" above,

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, 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:

- Determine, within the category specified above, the list of beneficiaries who may subscribe for securities issued and the number of shares to be allocated to each of them, within the limits mentioned above,

- Set the amount of the issuance or issuances that will be carried out pursuant to this authorization and set in particular the issue price (in the setting conditions specified above), the subscription date, time, terms and conditions, delivery and vesting of securities, within the legal or regulatory limits in force,

- Lay down, if appropriate, the terms of exercise of rights attached to shares or securities convertible into shares to be issued, determine the exercise of the rights, if any, including conversion, exchange, redemption including by delivery of assets of the Company such as securities already issued by the Company,

- Collect the subscriptions and the corresponding payments, and record the completion of capital increases to the amount of shares subscribed and proceed to the related amendments to the By-laws,

- At its convenience, 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 transactions on the capital of the Company, including any modification of the par value of shares, any capital increase by incorporation of reserves, any free allocation shares, any stock split or reverse stock split, any distribution of reserves or any other assets, any amortization of capital or any other transaction involving equity, and, if applicable, set the terms according to which the rights of holders of securities giving access to capital shall be protected,

- Suspend, if need be, the exercise of share allocation rights attached to existing securities for a period not to exceed three months,

- Generally take all steps and complete all formalities required for the issuance, the listing and financing of the securities issued pursuant to this authorization and the exercise of the rights attached thereto.

If the subscriptions do not cover the total number of issued shares, the Board of Directors may limit the amount of the transaction to the amount of subscriptions, provided that it reaches at least three quarters of the issuance decided.

Finally, the General Meeting noted that the Board of Directors when it uses this authorization will prepare a supplementary report to the next Ordinary General Meeting, as certified by the Statutory Auditors, describing the terms of use this authorization.

RESOLUTION N° 6 ***(Authorization to be given to the Board of Directors to decide on the issuance of shares and/or securities giving immediate or future access to ordinary shares to be issued to one or more individuals specifically designated by the Board of Directors, without preferential right in accordance with the provisions of article L.22-10-52-1 of the French commercial Code)***

The General Meeting, having fulfilled the quorum and majority required for Extraordinary General Meetings and in accordance with the provisions of Articles L. 225-129 et seq., and in particular Articles L. 225-129-2, L. 225-132, L. 225-135, L. 225-138, as well as Articles L. 22-10-49 and L. 22-10-52-1 of the French Commercial Code, after having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and having noted that the share capital is fully paid up :

Hereby conferred to the Board of Directors the authority to decide and carry out the issuance, in one or more transactions, in France or abroad, and in such proportions and at such times as it deems appropriate, subject to the conditions and limits outlined below:

a) Shares of the Company; and/or
b) Securities of any kind, issued for consideration or free of charge, providing immediate or future access to existing or to-be-issued shares of the Company,

with the waiver of the preferential subscription rights and issued to one or more people specifically designated by the Board of Directors.

Hereby decided if necessary, that subscriptions may be made either in cash, by offsetting debts, or by a combination of both methods.

Hereby decided that the subscription for shares and/or securities giving access to capital will be made in favor of one or more specifically designated individuals, and to delegate to the Board of Directors all powers necessary to designate these individuals.

Hereby decided that the issuances authorized by the Board of Directors under this delegation must comply with the capital increase ceiling in accordance with Article L.22-10-52-1 of the Commercial Code. This ceiling will be charged against the overall ceiling set in Resolution 8.

Hereby decided to waive the preferential subscription rights of shareholders with respect to shares and securities giving access to capital that may be issued under this resolution.

Hereby acknowledged that the decision to issue securities giving access to capital will automatically result, for the holders of such securities, in a waiver by shareholders of their preferential subscription rights to the shares to which these securities entitle them, in accordance with Article L. 225-132 of the Commercial Code.

Hereby decided that the issue price of shares issued under this delegation will be determined by the Board of Directors in accordance with applicable regulations at the time of the use of this delegation.
To decide that the issue price of securities giving access to capital will be such that the sum immediately received by the Company, and if applicable, the sum potentially received later, will be at least equal to the minimum issue price defined above for each share issued as a result of the issuance of these securities.

Hereby decided that the Board of Directors will have all necessary powers, with the possibility of sub-delegation in accordance with applicable legal and regulatory conditions, to implement this delegation of authority, and in particular to:

- Determine the terms, conditions, and modalities, including the dates, of the issuance of shares and/or securities giving access to capital to be issued, including the number and characteristics of the securities to be issued under this resolution, including debt securities, their rank, interest rate, payment terms, currency of issuance, duration, and redemption and amortization conditions;

- Designate the individual(s) in favor of whom the issuance of shares and/or securities giving access to capital is reserved, in accordance with Article L.22-10-52-1 of the Commercial Code;

- Set the enjoyment date, even retroactive, of the securities issued under this resolution;

- Set the terms under which the Company may, if applicable, repurchase or exchange the securities issued under this resolution;

- suspend, if necessary, the exercise of subscription rights to the Company's shares attached to the securities, in accordance with applicable regulations;

- Determine the terms under which the rights of holders of securities giving access to capital or other rights giving access to capital will be preserved, in accordance with applicable legal and regulatory provisions and the terms of said securities;

- If necessary, amend the terms of the securities issued under this resolution during their life, in compliance with applicable formalities;

- Charge, if deemed appropriate, the costs, duties, and fees incurred from the issuances against the corresponding premiums after each issuance;

- Seek the admission of the securities issued under this resolution to trading wherever it deems appropriate;

- And more generally, take any necessary measures or steps, conclude all agreements, seek all necessary approvals, perform all formalities, and do what is necessary to ensure the success of the contemplated issuances or to defer them, including acknowledging the capital increases resulting immediately or in the future from any issuance made under this delegation and making the corresponding amendments to the bylaws;

- Acknowledge that the Board of Directors will report to the next ordinary general meeting, in accordance with the law and regulations, on the use of this delegation granted under this resolution. This delegation is granted for a period of eighteen (18) months from the date of this meeting.

RESOLUTION N° 7 ***(Authorization to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights)***

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*. and L.225-135-1 of the French Commercial Code,

Hereby conferred to the Board of Directors powers, with the option to sub delegate to the General Manager or, as mutually agreed with him, to one or more Deputy General Managers, under the conditions set by law, to implement this authorization to increase the number of shares to be issued in case of increase of the share capital of the Company with or without preferential subscription rights, at the same issue price that used for the initial issue, within thirty (30) days of the closing of the subscription and within the limit of 15% of the initial issue resulting from the authorizations used pursuant to resolutions 2 to 6.

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

RESOLUTION N° 8 ***(Setting of an aggregate upper limit for capital increases delegated under the previous resolutions)***

The General Meeting, having fulfilled the quorum and majority required for Extraordinary General Meetings, having heard the report of the Board of and in accordance with articles L.225-129 and *seq*. and L.22-10-49 and *seq*. of the French Commercial Code,

decided that the maximum nominal amount of capital increases that may be realized immediately or in the future by virtue of the said authorizations in resolutions 2 to 6 shall be **EUR 15,000,000** plus the issue premium.

RESOLUTION N° 9 ***(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 15% of the share capital of the Company pursuant to Articles L.225-197-1 and seq. and L.22-10-59 and seq. of the French Commercial Code)***

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*. and L.22-10-59 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 L.225-197-2 of the French Commercial Code.

The total number of free shares granted may not exceed **15% 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 Board of Directors will determine the length of the period during when the beneficiaries shall have the obligation to hold the free shares so that the total duration of the vesting and the holding period shall not be less than two (2) years, 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 cumulated duration of the vesting and 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;

- Determine the length of the vesting and holding period;

- 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.

RESOLUTION N° 10 ***(Authorization to be given to the Board of Directors in order to grant stock options pursuant to articles L.225-177 and seq. and L.22-10-56 and seq. of the French Commercial Code)***

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.225-177 and *seq*. and L.22-10-56 and *seq*. of the French Commercial Code, hereby authorizes the Board of Directors to issue to all or some of 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 number of stock options entitling the holder to subscribe to new shares or existing shares of the Company in accordance with the provisions of articles L.225-177 and *seq*. and L.22-10-56 and *seq*. of the French Commercial Code.

The total number of options granted may not exceed the legal limits set forth in Articles L.225-182 and R.225-143 of the French Commercial Code as of the date of their grant by the Board of Directors.

The subscription price of the shares by the beneficiaries will 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 will 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.

This authorization is granted for thirty-eight (38) months from the date of the Shareholders' General Meeting.

The total number of stock options granted under this resolution may not result in the subscription of more than 10 % of the share capital on the date of allocation.

Pursuant to article L.225-178 of the French Commercial Code, this authorization entails renunciation by shareholders of their preferential subscription rights to ordinary shares to be issued in the course of the exercising of the stock options.

The capital increase resulting from the exercising of the stock options will be definitively effected solely by the declaration of the exercising of the stock options, accompanied by the subscription form and the payment in cash or by offsetting with receivables of the corresponding amount.

The options may only be exercised for a period of seven (7) years from the date of grant.

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:

- Determine the identity of the beneficiaries, and the number of options allocated to each of them;

- Set the terms and conditions and, where applicable, the criteria pursuant to which the options shall be exercised;

- 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.

RESOLUTION N° 11 ***(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° 12 (Powers for formalities)

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