



LA FRANÇAISE DE L'ENERGIE

Limited company with capital of €5,163,970
Head office: Avenue du District, ZAC de Pontpierre, 57380 Pontpierre
501 152 193 Companies Register of Metz

NOTICE OF MEETING

The shareholders of **LA FRANÇAISE DE L'ENERGIE** are hereby notified that a Combined General Meeting will be held on **30 November 2021 at 3 pm** at the law firm **LPA-CGR avocats, 136 avenue des Champs-Élysées, 75008 PARIS** in order to deliberate on the agenda indicated below.

MESSAGE FROM THE CHAIRMAN

Dear Madam, Dear Sir, Dear Shareholder,

Our next General Meeting will take place on 30 November 2021 at 3 pm in the offices of LPA-CGR avocats, 136 avenue des Champs Élysées, 75008 Paris. Depending on the changes in the health situation and the regulatory constraints imposed by the Government, this Combined General Meeting may be held without the physical presence of the shareholders. As shareholder participation is particularly important for our Group, we are doing our utmost to facilitate your participation in this context, notably by implementing remote voting access.

We therefore recommend you to vote either through VOTACCESS, a secure online voting platform, or by post via the paper voting form or to give your proxy to the Chairman of the Meeting in order to participate in the important decisions of your Group.

We can also send your questions to ir@francaisedelenergie.fr. We will spend part of the Meeting answering as many of your questions as possible.

On the day of the meeting, you will be able to follow the live stream, the details for which will be provided on the company's website www.francaisedelenergie.fr

2021 was an exceptional year for the energy sector, with gas and electricity prices being more volatile than at any time since our Group was founded.

In this environment, La Française de l'Energie has continued to further deploy production sites and use of local energy in short circuits. We have therefore deployed a flagship project in Béthune where our Group has installed two cogeneration units to recover gas abandoned mine methane in the form of electricity, gas and heat, thus enabling the city's network to become one of the greenest in France and also one of the most competitive in order to reduce energy poverty in the region. We have also implemented innovative energy solutions, for example, in Moselle, with the commissioning, in partnership with Enes the Creutzwald municipal authority, of the largest solar thermal power plant in France to distribute the energy produced to a district heating network.

These developments were achieved while maintaining a strong discipline in our cost structure. The financial

results for 2021 reflect this excellent momentum with a very significant improvement in all our financial indicators. This reinforces our confidence in our Group's model and in the quality of our teams.

La Française de l'Energie group is also particularly well positioned to meet the challenge of climate change. Nearly one million tonnes of CO₂eq emissions have been avoided thanks to our Group's initiative, with the aim of eradicating by 2025 all gas emissions from former mining galleries in Hauts-de-France and Wallonia.

Along with the deployment of new production sites in Hauts-de-France and Wallonia and the maintenance of our operational excellence, we continue to consider the best opportunities to create long-term value for our shareholders. It is in this context that we have conducted a major review of our Group's possible positioning in the decarbonated hydrogen and CO₂ storage sectors in which we aim to play a role at our scale by the end of the decade.

I would like to thank you for your loyalty and trust, which are of the utmost importance to us.

We look forward to seeing you on 30 November.

The Chairman of the Board of Directors

Julien MOULIN

AGENDA

Ordinary agenda

1. Approval of the company accounts for the financial year ending 30 June 2021;
2. Approval of the consolidated accounts for the financial year ending 30 June 2021;
3. Allocation of the result for the financial year ending 30 June 2021;
4. Approval of the regulated agreements referred to in Articles L.225-38 et seq. of the Commercial Code;
5. Renewal of the term of office of Mr Julien Moulin as a Director;
6. Renewal of the term of office of Mr Christophe Charlier as a Director;
7. Renewal of the term of office of Mr Alain Liger as a Director;
8. Renewal of the term of office of Ms Cécile Maisonneuve as a Director;
9. Non-renewal of the term of office of Mr Jean Fontourcy as a Director;
10. Approval of the information relating to the remuneration of corporate officers for the financial year ending 30 June 2021 mentioned in I of Article L. 22-10-9 of the Commercial Code;
11. Approval of the remunerations due or granted to the Chairman of the Board of Directors of the Company for the financial year ending 30 June 2021;
12. Approval of the remunerations due or granted to the Chief Executive Officer of the Company for the financial year ending 30 June 2021;
13. Approval of the remuneration policy for the Chairman of the Board of Directors;
14. Approval of the remuneration policy for the Chief Executive Officer;
15. Approval of the remuneration policy for Directors and defining the annual amount of remuneration allocated to the Directors;
16. Ratification of the transfer of the head office;
17. Authorisation to the Board of Directors to trade in the Company's shares;

Extraordinary agenda

18. Delegation to the Board of Directors to reduce the share capital by cancelling treasury shares;
19. Delegation of authority to the Board of Directors to decide to increase the share capital, by issuing – with preferential subscription rights – shares and/or securities giving access to the share capital or giving the right to allocate debt securities;
20. Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving immediate or future access to ordinary shares of the Company, without shareholders' preferential subscription rights, in the context of a public offering (other than those referred to in 1° of Article L.411-2 of the Monetary and Financial Code);
21. Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving immediate or future access to ordinary shares of the Company, without shareholders' preferential subscription rights, in the context of a public offering referred to in 1° of Article L. 411-2 of the Monetary and Financial Code, aimed exclusively at qualified investors and/or a limited circle of investors;
22. Delegation of authority to be granted to the Board of Directors to decide to increase the share capital by issuing shares and/or securities giving access to the share capital or giving the right to the allocation of debt securities, with cancellation of the preferential subscription right for categories of beneficiaries;
23. Delegation of authority to be granted to the Board of Directors for increasing the amount of issues carried out with maintenance or cancellation of the shareholders' preferential subscription right, pursuant to the nineteenth, twentieth, twenty-first and twenty-second resolutions;
24. Authorisation to be granted to the Board of Directors to set the price of issues of ordinary shares or securities that are capital securities giving access to other capital securities or giving the right to the allocation of debt securities, or securities giving access to capital securities to be issued, carried out by way of a public offering or an offer referred to in 2° of Article L.411-2 of the Monetary and Financial Code, with cancellation of the shareholders' preferential subscription right;
25. Delegation of powers to be granted to the Board of Directors for deciding on the issue of ordinary shares or securities giving access to the Company's share capital with cancellation of the shareholders' preferential subscription right, in remuneration of contributions in kind granted to the Company;
26. Authorisation to be granted to the Board of Directors to increase the share capital by issuing capital securities or other securities that are capital securities giving access to other capital securities of the Company or giving the right to the allocation of debt securities, or securities giving access to capital securities to be issued, with cancellation of the preferential subscription right for the members of a savings plan.
27. Authorisation to be given to the Board of Directors to grant free shares, existing or to be issued, to employees and executive officers of the Company and Group companies;
28. Delegation of authority to be granted to the Board of Directors for deciding on an increase in the share capital by incorporation of premiums, reserves, profits or other items whose capitalisation would be permitted;
29. Powers for formalities.

* *

*

DRAFT RESOLUTIONS

1. Resolutions within the authority of the Ordinary General Meeting

First resolution (Approval of the company accounts for the financial year ending 30 June 2021)

The General Meeting of shareholders, under the conditions required for Ordinary General Meetings as regards to quorum and majority, having considered the reports of the Board of Directors and of the Statutory Auditors on the annual accounts for the financial year ended 30 June 2021, approves the company accounts, namely the balance sheet, the income statement and the notes thereto, for the financial year ended 30 June 2021 as presented to it, showing a net profit of 587,644 euros, as well as the transactions reflected in these accounts and summarised in these reports.

Furthermore, the General Meeting of shareholders, ruling in application of Article 223 Quater of the General Tax Code, notes the existence of non-tax-deductible expenses and charges referred to in Article 39(4) of the General Tax Code, for which it approves the amount of 2,878 euros.

Consequently, the General Meeting of shareholders gives the members of the Board of Directors full and unconditional discharge from their respective terms of office for the past financial year.

Second resolution (Approval of the consolidated accounts for the financial year ending 30 June 2021)

The General Meeting of shareholders, under the conditions required for Ordinary General Meetings as regards to quorum and majority, having considered the reports of the Board of Directors and of the Statutory Auditors on the consolidated accounts for the financial year ended 30 June 2021, approves the consolidated accounts, namely the balance sheet and the income statement, for the financial year ended 30 June 2021 as presented to it, showing a group net profit of 273,562 euros, as well as the transactions reflected in these accounts and summarised in these reports.

Third resolution (Allocation of the result for the financial year ending 30 June 2021)

The General Meeting of shareholders, under the conditions required for Ordinary General Meetings as regards to quorum and majority, having considered the report of the Board of Directors, resolves to allocate the result of the financial year ended 30 June 2021, which is a positive net result of 587,644 euros, in its entirety to the debit item "Retained earnings" in order to reduce it from - 1,517,858 euros to - 930,214 euros.

In accordance with the provisions of Article 243 bis of the General Tax Code, it is specified that no dividend has been distributed for the last three years.

Fourth resolution (Approval of the regulated agreements referred to in Articles L. 225-38 et seq. of the Commercial Code)

The General Meeting of shareholders, under the conditions required for Ordinary General Meetings as regards to quorum and majority, having considered the report of the Board of Directors and the special report drawn up by the Statutory Auditors on the agreements referred to in Articles L.225-38 et seq. of the Commercial Code, hereby approves the said report in its entirety, as well as the new agreements referred to therein during the financial year ended 30 June 2021, and takes note of the information relating to the agreements entered into during the previous financial years.

Fifth resolution (Renewal of the term of office of Mr Julien Moulin as a Director)

The General Meeting, under the conditions required for ordinary general meetings as regards to quorum and majority, having considered the report of the Board of Directors, noting that the term of office of Mr Julien Moulin expires at the end of this General Meeting, resolves to renew his term of office for a period of six years, which will expire at the end of the General Meeting called to approve the accounts for the financial year ending 30 June 2027.

Sixth resolution (Renewal of the term of office of Mr Christophe Charlier as a Director)

The General Meeting, under the conditions required for ordinary general meetings as regards to quorum and majority, having considered the report of the Board of Directors, noting that the term of office of Mr Christophe Charlier expires at the end of this General Meeting, resolves to renew his term of office for a period of six years, which will expire at the end of the General Meeting called to approve the accounts for the financial year ending 30 June 2027.

Seventh resolution (Renewal of the term of office of Mr Alain Liger as a Director)

The General Meeting, under the conditions required for ordinary general meetings as regards to quorum and majority, having considered the report of the Board of Directors, noting that the term of office of Mr Alain Liger expires at the end of this General Meeting, resolves to renew his term of office for a period of six years, which will expire at the end of the General Meeting called to approve the accounts for the financial year ending 30 June 2027.

Eighth resolution (Renewal of the term of office of Ms Cécile Maisonneuve as a Director)

The General Meeting, under the conditions required for ordinary general meetings as regards to quorum and majority, having considered the report of the Board of Directors, noting that the term of office of Ms Cécile Maisonneuve expires at the end of this General Meeting, resolves to renew her term of office for a period of six years, which will expire at the end of the General Meeting called to approve the accounts for the financial year ending 30 June 2027.

Ninth resolution (Non-renewal of the term of office of Mr Jean Fontourcy as a Director)

The General Meeting, under the conditions required for ordinary general meetings as regards to quorum and majority, having taken note of the report of the Board of Directors, noting that the term of office of Mr Jean Fontourcy expires at the end of this General Meeting, decides not to renew or replace him.

Tenth resolution (Approval of the information relating to the remuneration of corporate officers for the financial year ending 30 June 2021 mentioned in I of Article L. 22-10-9 of the Commercial Code)

The General Meeting, under the conditions required for ordinary general meetings as regards to quorum and majority, having taken note of the section on corporate governance drawn up in application of the provisions of Articles L. 225-37 and L. 22-10-8 et seq. of the Commercial Code and contained in the management report drawn up by the Board of Directors in application of Article L. 22-10-34 of the Commercial Code, approves the information published in application of I of Article L. 22-10-9 of the Commercial Code, as presented in the management report drawn up by the Board of Directors - Chapter 4 “Corporate governance” Section 13.2 “Information on the remunerations due or granted to the corporate officers”.

Eleventh resolution (Approval of the remunerations due or granted to the Chairman of the Board of Directors of the Company for the financial year ending 30 June 2021)

The General Meeting, under the conditions required for ordinary general meetings as regards to quorum and majority, in accordance with Article L. 22-10-34 of the French Commercial Code, having taken note of the section on corporate governance drawn up in application of the provisions of Articles L. 225-37 et seq. of the Commercial Code and contained in the management report drawn up by the Board of Directors, approves the fixed, variable and exceptional components of the total remuneration and benefits of all kinds paid during the financial year ended 30 June 2021 or granted in respect of the same financial year to Mr Julien Moulin, Chairman of the Board of Directors, as detailed in the management report prepared by the Board of Directors - Chapter 4 “Corporate governance” Section 13.2 “Information on the remunerations due or granted to the corporate officers”.

Twelfth resolution (Approval of the remunerations due or granted to the Chief Executive Officer of the Company for the financial year ending 30 June 2021)

The General Meeting, under the conditions required for ordinary general meetings as regards to quorum and majority, in accordance with Article L. 22-10-34 of the French Commercial Code, having taken note of the section on corporate governance drawn up in application of the provisions of Articles L. 225-37 et seq. of the Commercial Code and contained in the management report drawn up by the Board of Directors, approves the fixed, variable and exceptional components of the total remuneration and benefits of all kinds paid during the financial year ended 30 June 2021 or granted in respect of the same financial year to Mr Antoine Forcinal, CEO, as detailed in the report mentioned in Article L.225-37-2 of the Commercial Code and in the management report prepared by the Board of Directors - Chapter 4 “Corporate governance” Section 13.2 “Information on the remunerations due or granted to the corporate officers”.

Thirteenth resolution (Approval of the remuneration policy for the Chairman of the Board of Directors)

The General Meeting, under the conditions required for ordinary general meetings as regards to quorum and majority, having taken note of the information contained in the section on corporate governance in the management report drawn up by the Board of Directors, pursuant to Article L. 22-10-8 of the Commercial Code, approves the remuneration policy for the Chairman of the Board of Directors, as presented in the management report - Chapter 4, "Corporate Governance", Section 13, "Information on the remuneration policy for corporate officers".

Fourteenth resolution (Approval of the remuneration policy for the Chief Executive Officer)

The General Meeting, under the conditions required for ordinary general meetings as regards to quorum and majority, having taken note of the information contained in the section on corporate governance in the management report drawn up by the Board of Directors, pursuant to Article L. 22-10-8 of the Commercial Code, approves the remuneration policy for the Chief Executive Officer, as presented in the management report - Chapter 4, "Corporate Governance", Section 13, "Information on the remuneration policy for corporate officers".

Fifteenth resolution (Approval of the remuneration policy for Directors and defining the annual amount of remuneration allocated to the Directors)

The General Meeting, under the conditions required for ordinary general meetings as regards to quorum and majority, having taken note of the information contained in the section on corporate governance in the management report drawn up by the Board of Directors, pursuant to Article L. 22-10-8 of the Commercial Code, approves the remuneration policy for Directors, and as presented in the management report - Chapter 4, "Corporate Governance", Section 13, "Information on the remuneration policy for corporate officers".

The General Meeting, under the conditions required for ordinary general meetings as regards to quorum and majority, having taken note of the report of the Board of Directors, resolves to set the maximum total annual amount of remuneration allocated in the form of attendance fees to the members of the Board of Directors for the financial year commencing 1 July 2021 at 150,000 euros.

This sum shall be distributed in accordance with the rules of procedure of the Board of Directors. This decision will be maintained, and the same maximum amount allocated to the Board of Directors, for subsequent financial years until a new decision is taken by the General Meeting.

Sixteenth resolution (Ratification of the transfer of the head office)

The General Meeting of shareholders, under the conditions required for Ordinary General Meetings as regards to quorum and majority, having taken note of the report of the Board of Directors, resolves, in accordance with the provisions of Article L. 225-36, paragraph 1 of the Commercial Code, to ratify the decision of the Board of Directors of 29 October 2020, to transfer the head office of the Company to the following address:

- Avenue du District, ZAC de Pontpierre, 57380 Pontpierre.

The General Meeting notes that the first paragraph of Article 4 of the Company's Articles of Association titled "Head Office" has been amended accordingly by decision of the Board of Directors on 29 October 2020.

Seventeenth resolution (Authorisation to the Board of Directors to trade in the Company's shares)

The General Meeting of Shareholders, under the conditions required for Ordinary General Meetings as regards to quorum and majority, having taken note of the report of the Board of Directors, resolves to authorise the Board of Directors, with the possibility of sub-delegation, in accordance with the provisions of Articles L. 22-10-62 et seq. of the Commercial Code, Articles 241-1 to 241-6 of the General Regulations of the AMF (French Financial Markets Regulator) and the European regulations applicable to market abuse, to acquire or arrange for the acquisition of shares in the Company with a view to, in descending order of priority:

- ensuring liquidity and activity in the market for the shares of the Company through an investment services provider, acting independently under a liquidity agreement and in accordance with a code of ethics recognised by the AMF;
- fulfilling obligations relating to stock option grants, bonus share grants or other grants, allocations or sales of shares to employees or officers of the Company or an associated company, and carrying out any hedging operations relating to such transactions, under the conditions provided for by the market authorities and at the times when the Board of Directors or the person acting on behalf of the Board of Directors shall act;
- covering the Company's commitments in respect of rights with cash payments relating to rises in the stock market price of the Company's share, granted to employees and corporate officers of the Company or an associated company;
- holding and subsequently using the Company's shares in exchange or as payment for external growth transactions, in accordance with recognised market practices and applicable regulations;
- remitting shares in the Company for the exercise of rights attached to securities giving access by any means, immediately or in the future, to shares in the Company;
- cancelling all or part of the shares thus redeemed, under the conditions provided for by law, subject to authorisation by the Extraordinary General Meeting;
- any other practice that may be permitted or recognised by law or by the AMF or any other objective that complies with the regulations in force.

The acquisition, sale or transfer of shares may be effected or paid for by any means, on the market or over the counter, including by means of block trades or public offerings, option mechanisms, derivatives, purchase of options or securities in accordance with applicable regulatory conditions. The portion of the programme carried out in the form of a block may reach the entirety of the share redemption.

This authorisation may be implemented under the following conditions:

- the maximum number of shares that the Company may acquire under this resolution may not exceed 10% of the shares constituting the share capital on the date of completion of the redemption of the Company's shares;
- the number of shares acquired by the Company for holding and subsequent use as payment or exchange in the context of a merger, demerger or contribution may not exceed 10% of the share capital;
- the maximum aggregate amount intended for the redemption of the Company's shares may not exceed 15 million euros;
- the maximum purchase price per share of the Company is set at 30 euros, it being specified that in the event of a capital transaction, in particular by incorporation of reserves and allocation of free shares, division or regrouping of shares, this maximum purchase price will be adjusted accordingly by a multiplying coefficient equal to the ratio between the number of shares constituting the capital before the transaction in question and

the number of shares after the said transaction.

The shares redeemed and held by the Company will be stripped of voting rights and will not be entitled to the payment of dividends.

The Board of Directors may not, without prior authorisation by the General Meeting, continue the execution of its share redemption from the time a third party makes a public offer for the company's shares until the end of the offer period.

All powers are granted to the Board of Directors, with the option of delegation to any person in accordance with the legal and regulatory provisions, to ensure the execution of this share redemption, and in particular to place any stock market orders, conclude any agreements for the keeping of registers of purchases and sales of shares, to make any declarations to the AMF and all other bodies, to draw up any documents, in particular information documents, to allocate and, where applicable, reallocate, under the conditions provided for by law, the shares acquired for the various purposes, to fulfil all formalities and, in general, to do all that is necessary.

This authorisation is granted for a period of 26 months from the date of this General Meeting.

This authorisation supersedes the authorisation granted in its eleventh resolution by the Combined General Meeting of Shareholders of the Company on 29 November 2019.

The Board of Directors shall inform the General Meeting each year about the transactions carried out under this resolution, in accordance with Article L.225-211 of the Commercial Code.

2. Resolutions within the authority of the Extraordinary General Meeting

Eighteenth resolution (Delegation to the Board of Directors to reduce the share capital by cancelling treasury shares)

The General Meeting, under the conditions required for Extraordinary Meetings as regards to quorum and majority, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, authorises the Board of Directors to reduce the share capital, on one or more occasions, in the proportions and at the times it shall decide, by cancelling any number of treasury shares it shall decide, within the limits authorised by law, in accordance with the provisions of Articles L. 22-10-62 et seq. of the Commercial Code and L. 225-213 of the same Code. The maximum number of shares that may be cancelled by the Company under this authorisation, during a period of twenty-four months, is ten per cent (10%) of the shares constituting the share capital of the Company, at any time, it being reiterated that this limit applies to an amount of the share capital of the Company that will be adjusted, where appropriate, to take into account transactions affecting the share capital subsequent to this General Meeting. The General Meeting confers all powers on the Board of Directors, with the option of delegation, to carry out the capital reduction(s) and cancellation(s) that may be carried out under this authorisation, to charge the difference between the redemption value of the cancelled shares and the nominal value to the premiums and available reserves of its choice, to allocate the fraction of the legal reserve that has become available as a result of the capital reduction, to amend the Articles of Association accordingly and to carry out all formalities. This authorisation is granted for a period of 26 months from the date of this Meeting.

It cancels with effect from this day any unused portion of any previous delegation to the Board of Directors for the purpose of reducing the share capital by cancelling treasury shares.

Nineteenth resolution (Delegation of authority to the Board of Directors to decide to increase the share capital by issuing – with preferential subscription rights – shares and/or securities giving access to the share capital or giving right to the allocation of debt securities)

The General Meeting, under the conditions required for extraordinary general meetings as regards to quorum and majority, after having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, after having noted that the share capital has been fully paid up and voting in accordance with the provisions of Articles L. 225-129 et seq. of the Commercial Code, and in particular Articles L. 225-129-2, L. 225-132 to L. 225-134, L. 228-91 and L. 228-92s of the Commercial Code:

(a) delegates to the Board of Directors, with the option of sub-delegation to any person authorised in accordance with the legal and regulatory provisions, its power to decide on the issue, on one or more occasions, in the proportions and at the times it deems fit, both in France and abroad, in Euros, foreign currencies or units of account fixed by reference to several currencies, of (i) ordinary shares or (ii) securities that are capital securities giving access, immediately or in the future, to other capital securities of the Company or of a company in which it directly or indirectly owns more than half of the capital, or giving the right, immediately or in the future, to the allocation of debt securities, or (iii) securities giving access, immediately or in the future, to capital securities to be issued by the Company or by a company in which it directly or indirectly owns more than half of the capital, which may be subscribed for in cash, in particular by offsetting liquid and payable debts, or partly in cash and partly by incorporation of reserves, profits or issue premiums;

(b) decides that issues of preference shares and securities giving access by any means, immediately or in the future, to preference shares are expressly excluded from this delegation of authority;

(c) decides that the maximum nominal amount of the capital increases that may be carried out immediately and/or in the future under this delegation is set at 2,500,000 euros, it being specified that:

(i) the nominal amount of the capital increases that may be carried out under this delegation, as well as under the twentieth, twenty-first, twenty-second, twenty-third, twenty-fifth, twenty-sixth, twenty-seventh and twenty-eighth resolutions submitted to this General Meeting, may not exceed this total amount of 2,500,000 euros;

(ii) this overall ceiling shall be supplemented by, where appropriate, the additional nominal amount of the ordinary shares to be issued in order to preserve, in accordance with the law and any applicable contractual provisions providing for other cases of adjustment, the rights of the holders of securities or other rights giving access to the Company's capital;

(d) decides that the nominal amount of debt securities that may be issued under this delegation of authority may not exceed 50,000,000 euros, it being specified that:

- the amount of all debt securities that may be issued under this resolution and the twentieth, twenty-first, twenty-second, twenty-third and twenty-fifth resolutions submitted to this General Meeting may not exceed this total amount of 50,000,000 euros;
- this limit does not apply to debt securities whose issue would be decided or authorised by the Board of Directors in accordance with Article L.228-40 of the Commercial Code or to other debt securities referred to in the last paragraph of Articles L.228-92, L.228-93 and L.228-94 of the Commercial Code or in the conditions referred to in Article L.228-36-A of the Commercial Code;
- this limit will be increased, where applicable, by any redemption premium in excess of the par value;

(e) decides that, in accordance with the legal provisions and under the conditions set by the Board of Directors, the shareholders have, in proportion to the number of their shares, a preferential subscription right as of right to the ordinary shares, to the securities that are capital securities giving access to other capital securities of the Company or giving the right to the allocation of debt securities, as well as to the securities giving access to capital securities to be issued, issued by virtue of this delegation of authority. The Board of Directors may grant the shareholders a preferential subscription right on a reducible basis, which shall be exercised in proportion to their subscription rights and, in any event, up to the amounts requested by them.

If the subscriptions as of right and, if applicable, in respect of excess shares, have not absorbed the entire issue of shares, securities that are capital securities giving access to other capital securities of the Company or giving the right to the allocation of debt securities, as well as securities giving access to capital securities to be issued by the Company, decided upon in application of this delegation, the Board of Directors may use, in the order it deems appropriate, one or more of the options offered by Article L. 225-134 of the Commercial Code, namely:

- limit, if necessary, the issue to the amount subscribed provided that this is at least three-quarters of the amount of the issue initially decided;
- freely distribute all or part of the unsubscribed securities among persons of its choice; or
- offer all or part of the unsubscribed shares to the public;

(f) notes that this delegation automatically entails the waiver by the shareholders of their preferential subscription rights to the capital securities to which these securities entitle them, in favour of the holders of the securities giving access to the Company's capital securities;

(g) decides that warrants to subscribe for shares in the Company may be issued either by cash subscription under the conditions provided for above, or by free allocation to the owners of old shares.

In the event of a free allocation of detachable warrants, the Board of Directors shall have the option decide that fractional allocation rights shall not be negotiable and that the corresponding securities shall be sold;

(h) decides that the Board of Directors shall have full powers, with the option of sub-delegation to any authorised person, in accordance with the legal and regulatory provisions, to implement this delegation and, in particular, to:

- decide on the issue of securities and determine the terms of any issue, in particular the amount, the dates, the issue price, the terms of payment, the date of entitlement to dividends (with a possible retroactive date of entitlement to dividends), the terms by which the securities issued on the basis of this delegation will give access to capital securities of the Company.
- ⁵ determine the nature, number and characteristics of the securities to be issued (including, where applicable, the rights of conversion, exchange, redemption, including by delivery of assets of the Company, attached to the shares or securities giving access to the capital to be issued) and, where the securities to be issued will consist of or be associated with debt securities, their duration (fixed or open-ended) their subordinated or non-subordinated nature (and, where applicable, the rank of subordination), their remuneration, the compulsory or optional cases of suspension or non-payment of interest, the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including the granting of guarantees or securities) and of redemption (including redemption by delivery of assets of the Company); modify, during the life of the securities concerned, the characteristics referred to above, in compliance with the applicable formalities;
- set the terms under which the Company shall have the right to purchase or exchange on the stock exchange, as the case may be, at any time or during specific periods, the securities issued or to be issued immediately or in the future with a view to cancelling them or not, taking into account the applicable legal provisions;
- provide for the possibility of suspending the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions;
- determine and make all adjustments intended to take into account the impact of transactions on the Company's share capital, and determine all other terms to ensure, where applicable, the preservation of the rights of holders of securities or other rights giving access to the share capital.
- ⁵ at its sole initiative, charge the costs of the capital increase against the amount of the premiums relating thereto and deduct from this amount the sums necessary to fund the legal reserve; and
- to take all useful measures and conclude all agreements for implementing this delegation, in particular with a view to the successful completion of the planned issues and to note their completion and to amend the articles of association, as well as to proceed with all formalities and declarations useful for the issue, listing and financial service of the securities issued under this delegation as well as the exercise of the rights attached thereto, and to request all authorisations that may be necessary for the execution and successful completion of these issues;

(i) decides that this delegation is granted for a period of 26 months from the date of this General Meeting.

This authorisation supersedes the authorisation granted in its thirteenth resolution by the Combined General Meeting of Shareholders of the Company on 29 November 2019.

Twentieth resolution (Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving immediate or future access to ordinary shares of the Company, without shareholders' preferential subscription rights, in the context of a public offering (other than those referred to in 1° of Article L.411-2 of the Monetary and Financial Code)

The General Meeting, under the conditions required for extraordinary general meetings as regards to quorum and majority, after having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, after having noted that the share capital has been fully paid up and voting in accordance with the provisions of Articles L. 225-129 et seq. of the Commercial Code, and in particular Articles L.225-129-2, L.225-135, L. 22-10-51, L. 22-10-52, L. 228-92 et seq. of the Commercial Code:

(a) delegates to the Board of Directors its authority, with the option of sub-delegation to any authorised person in accordance with the legal and regulatory provisions, to decide on the issue, by way of a public offer as defined in Articles L.411-1 et seq. of the Monetary and Financial Code (other than those referred to in 1° of Article L.411-2 of the Monetary and Financial Code), including for an offer including a public offer, on one or more occasions, in the proportions and at the times it deems appropriate, both in France and abroad, in euros, foreign currencies or units of account set by reference to several currencies, to issue (i) ordinary shares or (ii) securities which are equity securities giving access, immediately or in the future to other capital securities of the Company or a company of which it directly or indirectly owns more than half of the capital, or giving the right, immediately or in the future, to the allocation of debt securities, or (iii) securities giving access, immediately or in the future, to capital securities to be issued by the Company or by a company of which it directly or indirectly owns more than half of the capital, which may be subscribed for in cash, in particular by offsetting liquid and payable debts;

(b) decides that issues of preference shares and securities giving access by any means, immediately or in the future, to preference shares are expressly excluded from this delegation of authority;

(c) decides that the maximum nominal amount of the capital increases that may be carried out immediately and/or in the future under this delegation is set at 1,700,000 euros, it being specified that:

- the nominal amount of the capital increases that may be carried out under this delegation shall be deducted from the overall nominal ceiling of 2,500,000 euros set in the nineteenth resolution above;
- this ceiling shall be supplemented by, where appropriate, the additional nominal amount of the ordinary shares to be issued in order to preserve, in accordance with the law and any applicable contractual provisions providing for other cases of adjustment, the rights of the holders of securities or other rights giving access to the Company's capital;

(d) decides that the nominal amount of the debt securities that may be issued under this delegation of authority may not exceed 50,000,000 euros or the equivalent value in euros of this amount on the date of the issue decision, it being specified that:

- this limit will be increased, where applicable, by any redemption premium in excess of the par value;
- this limit does not apply to debt securities whose issue would be decided or authorised by the Board of Directors in accordance with Article L.228-40 of the Commercial Code or to other debt securities referred to in the last paragraph of Articles L.228-92, L.228-93 and L.228-94 of the Commercial Code or in the conditions referred to in Article L.228-36-A of the Commercial Code; and
- this amount is to be deducted from the overall ceiling of 50,000,000 for the issue of debt securities set out in the nineteenth resolution above;

(e) decides to cancel the shareholders' preferential subscription right to the securities likely to be issued under this delegation, while leaving to the Board of Directors the power to grant to the shareholders a priority right as of right and/or in respect of any excess securities not resulting in the creation of negotiable rights, pursuant to the provisions of Article L.225-135 of the Commercial Code;

(f) notes that this delegation entails the waiver by the shareholders of their preferential subscription rights to the capital securities of the Company to which the securities to be issued on the basis of this delegation entitle them;

(g) decides that, without prejudice to the terms of the twenty-fourth resolution below:

- the issue price of the new shares issued will be set in accordance with the legal provisions applicable on the date of the issue (to date, pursuant to Article R.22-10-32 of the Commercial Code, the weighted average of the prices of the Company's shares during the last three trading sessions on the regulated Euronext market in Paris prior to the setting of this price, possibly reduced by a maximum discount of 10%);
- the issue price of the securities giving access to the Company's capital shall be such that the amount received immediately by the Company, plus any amount that may be received subsequently by it, shall be, for each share issued as a result of the issue of these securities, at least equal to the issue price defined in the previous paragraph;

(h) decides that if the subscriptions of the shareholders and the public have not absorbed the entire issue of shares or securities giving access to the capital as defined above, the Board of Directors may use, in the order it deems appropriate, one or more of the following options:

- limit, if necessary, the issue to the amount subscribed provided that this is at least three-quarters of the amount of the issue initially decided;
- freely distribute all or part of the unsubscribed securities among persons of its choice; or
- offer all or part of the unsubscribed securities to the public;

(i) decides that the Board of Directors may use this delegation as consideration for securities contributed to a public exchange offer initiated by the Company for its own securities or the securities of another company, within the limits and under the conditions provided for by the Commercial Code;

(j) decides that the Board of Directors shall have full powers, with the option of sub-delegation to any authorised person, in accordance with the legal provisions, to implement this delegation and, in particular, to:

- decide on the issue of securities and determine the terms of any issue, in particular the amount, the dates, the issue price, the terms of payment, the date of entitlement to dividends (with a possible retroactive date of entitlement to dividends), the terms by which the securities issued on the basis of this delegation will give access to capital securities of the Company.
- ⁵ determine the nature, number and characteristics of the securities to be issued (including, where applicable, the rights of conversion, exchange, redemption, including by delivery of assets of the Company, attached to the shares or securities giving access to the capital to be issued) and, where the securities to be issued will consist of or be associated with debt securities, their duration (fixed or open-ended) their subordinated or non-subordinated nature (and, where applicable, the rank of subordination), their remuneration, the compulsory or optional cases of suspension or non-payment of interest, the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including the granting of guarantees or securities) and of redemption (including redemption by delivery of assets of the Company); modify, during the life of the securities concerned, the characteristics referred to above, in compliance with the applicable formalities;
- set the terms under which the Company shall have the right to purchase or exchange on the stock exchange, as the case may be, at any time or during specific periods, the securities issued or to be issued immediately or in the future with a view to cancelling them or not, taking into account the applicable legal provisions;
- provide for the possibility of suspending the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions;
- determine and make all adjustments intended to take into account the impact of transactions on the Company's share capital, and determine all other terms to ensure, where applicable, the preservation of the rights of holders of securities giving access to the share capital.
- in the event of an issue of securities as consideration for securities contributed in a public exchange offer, set the exchange ratio and, where applicable, the amount of the cash adjustment to be paid without the terms of

price determination in paragraph 7 of this resolution being applicable, record the number of securities contributed in the exchange, and determine the issue conditions;

- at its sole initiative, charge the costs of the capital increase against the amount of the premiums relating thereto and deduct from this amount the sums necessary to fund the legal reserve; and
- to take all useful measures and conclude all agreements for implementing this delegation, in particular with a view to the successful completion of the planned issues and to note their completion and to amend the articles of association, as well as to proceed with all formalities and declarations useful for the issue, listing and financial service of the securities issued under this delegation as well as the exercise of the rights attached thereto, and to request all authorisations that may be necessary for the execution and successful completion of these issues;

(k) decides that this delegation is granted for a period of 26 months from the date of this General Meeting.

This authorisation supersedes the authorisation granted in its fourteenth resolution by the Combined General Meeting of Shareholders of the Company on 29 November 2019.

Twenty-first resolution (Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving immediate or future access to ordinary shares of the Company, without shareholders' preferential subscription rights, in the context of a public offering referred to in 1° of Article L. 411-2 of the Monetary and Financial Code, aimed exclusively at qualified investors and/or a limited circle of investors)

The General Meeting, under the conditions required for extraordinary general meetings as regards to quorum and majority, after having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, after having noted that the share capital has been fully paid up and voting in accordance with the provisions of Articles L.225-127, L.225-128, L.225-129, L.225-129-2, L.225-135, L.22-10-51, L.22-10-52, R.22-10-32, L. 228-92 et seq. of the Commercial Code and 1° of Article L. 411-2 of the Monetary and Financial Code:

(a) delegates to the Board of Directors, with the option of sub-delegation to any person authorised in accordance with the legal and regulatory provisions, to decide on the issue, by way of an offer referred to in 1° of Article L. 411-2 of the Monetary and Financial Code (i.e. an offer exclusively to (i) persons providing portfolio management services on behalf of third parties or (ii) qualified investors or a restricted circle of investors, provided that such investors are acting on their own behalf), on one or more occasions, in the proportions and at the times it deems appropriate, both in France and abroad, in euros, foreign currencies or units of account set by reference to several currencies, for the issue of (i) ordinary shares, or (ii) securities which are capital securities giving access, immediately or in the future, to other capital securities of the Company or a company in which it directly or indirectly owns more than half of the capital (iii) securities giving access, immediately or in the future, to equity securities to be issued by the Company or by a company in which it directly or indirectly owns more than half of the capital, which may be subscribed for in cash, in particular by offsetting against liquid and payable claims, (iv) shares to be issued following the issue, by the company or companies in which the Company directly or indirectly owns more than half of the share capital or by the company or companies that directly or indirectly own more than half of its share capital, securities giving access to shares to be issued by the Company, in accordance with the provisions of Article L. 228- 93 of the Commercial Code;

(b) decides that issues of preference shares and securities giving access by any means, immediately or in the future, to preference shares are expressly excluded from this delegation of authority;

(c) decides that the maximum nominal amount of the capital increases that may be carried out immediately and/or in the future under this delegation is set at 1,700,000 euros, it being specified that:

- the issues of capital securities carried out under this delegation through an offer referred to in Article L.411-2-1 of the Monetary and Financial Code may not exceed the limits provided for by the regulations applicable on the date of the issue (for information, on the date of this General Meeting, the issue of capital securities carried out through an offer referred to in Article L.411-2-1 of the Monetary and Financial Code is limited to 20% of the Company's share capital per annum, the said share capital being assessed as at the date of the decision of the Board of Directors to use of this delegation);
- the nominal amount of the capital increases that may be carried out under this delegation shall be deducted from the overall nominal ceiling of 2,500,000 euros set in the nineteenth resolution above;
- this ceiling shall be supplemented by, where appropriate, the additional nominal amount of the ordinary shares to be issued in order to preserve, in accordance with the law and any applicable contractual provisions providing for other cases of adjustment, the rights of the holders of securities giving access to the Company's capital;

(d) decides that the nominal amount of debt securities that may be issued under this delegation of authority may not exceed 50,000,000 euros, it being specified that:

- this limit will be increased, where applicable, by any redemption premium in excess of the par value;
- this limit does not apply to debt securities whose issue would be decided or authorised by the Board of Directors in accordance with Article L.228-40 of the Commercial Code or to other debt securities referred to in the last paragraph of Articles L.228-40, L.228-92, L.228-93 and L.228-94 of the Commercial Code or in the conditions referred to in Article L.228-36-A of the Commercial Code; and
- this amount is to be deducted from the overall ceiling of 50,000,000 for the issue of debt securities set out in the nineteenth resolution above;

(e) decides to cancel the shareholders' preferential subscription right to the securities likely to be issued under this delegation;

(f) notes that this delegation entails the waiver by the shareholders of their preferential subscription rights to the capital securities of the Company to which the securities to be issued on the basis of this delegation entitle them;

(g) decides that, without prejudice to the terms of the twenty-fourth resolution below:

- the issue price of the new shares issued will be set in accordance with the legal provisions applicable on the date of the issue (to date, pursuant to Article R.22-10-32 of the Commercial Code, the weighted average of the prices quoted for the Company's shares during the last three trading sessions on the regulated Euronext market in Paris prior to the setting of this price, possibly reduced by a maximum discount of 10%);
- the issue price of the securities giving access to the Company's capital shall be such that the amount received immediately by the Company, plus any amount that may be received subsequently by it, shall be, for each share issued as a result of the issue of these securities, at least equal to the issue price defined in the previous paragraph;

(h) decides that the Board of Directors shall have full powers, with the option of sub-delegation to any authorised person, in accordance with the legal provisions, to implement this delegation and, in particular, to:

- decide on the issue of securities and determine the terms of any issue, in particular the amount, the dates, the issue price, the terms of payment, the date of entitlement to dividends (with a possible retroactive date of entitlement to dividends), the terms by which the securities issued on the basis of this delegation will give access to capital securities of the Company.
- determine the nature, number and characteristics of the securities to be issued (including, where applicable,

the rights of conversion, exchange, redemption, including by delivery of assets of the Company, attached to the shares or securities giving access to the capital to be issued) and, where the securities to be issued will consist of or be associated with debt securities, their duration (fixed or open-ended) their subordinated or non-subordinated nature (and, where applicable, the rank of subordination), their remuneration, the compulsory or optional cases of suspension or non-payment of interest, the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including the granting of guarantees or securities) and of redemption (including redemption by delivery of assets of the Company); modify, during the life of the securities concerned, the characteristics referred to above, in compliance with the applicable formalities;

- set the terms under which the Company shall have the right to purchase or exchange on the stock exchange, as the case may be, at any time or during specific periods, the securities issued or to be issued immediately or in the future with a view to cancelling them or not, taking into account the applicable legal provisions;
 - provide for the possibility of suspending the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions;
 - determine and make all adjustments intended to take into account the impact of transactions on the Company's share capital, and determine all other terms to ensure, where applicable, the preservation of the rights of holders of securities giving access to the share capital.
-
- at its sole initiative, charge the costs of the capital increase against the amount of the premiums relating thereto and deduct from this amount the sums necessary to fund the legal reserve; and
 - to take all useful measures and conclude all agreements for implementing this delegation, in particular with a view to the successful completion of the planned issues and to note their completion and to amend the articles of association, as well as to proceed with all formalities and declarations useful for the issue, listing and financial service of the securities issued under this delegation as well as the exercise of the rights attached thereto, and to request all authorisations that may be necessary for the execution and successful completion of these issues;

(i) decides that this delegation is granted for a period of 26 months from the date of this General Meeting.

This authorisation supersedes the authorisation granted in its fifteenth resolution by the Combined General Meeting of Shareholders of the Company on 29 November 2019.

Twenty-second resolution (Delegation of authority to be granted to the Board of Directors to decide to increase the share capital by issuing shares and/or securities giving access to the share capital or giving the right to the allocation of debt securities, with cancellation of the preferential subscription right for categories of beneficiaries)

The General Meeting of Shareholders, under the conditions required for Extraordinary General Meetings as regards to quorum and majority, having taken note of the report of the Board of Directors and the special report of the Statutory Auditor, in accordance with the provisions of Articles L.225-129 et seq. of the Commercial Code, and in particular Articles L.225-129-2, L.225-135, L.225-138, L.228-91, L.228-92 et seq. of the Commercial Code,

(a) delegates to the Board of Directors its authority, with the option of sub-delegation to the Chief Executive Officer, to issue, on one or more occasions, in France or abroad, in the proportions, at the times and according to the terms that it shall determine, on the French and/or international market, with cancellation of the shareholders' preferential subscription right, in euros or in a foreign currency or in any other monetary unit established by reference to several currencies, new shares of the Company and/or any other securities giving immediate or future access, at any time or on a fixed date, to the capital of the Company or companies that directly or indirectly own more than half of its capital or companies of which it directly or indirectly owns more than half of the capital, or giving entitlement to a debt security, by subscription either in cash or by offsetting debts, conversion, exchange,

redemption, presentation of a warrant or in any other manner, it being specified that the securities representing debts may be issued with or without a guarantee, in the forms, at the rates and on the conditions that the Board of Directors shall deem appropriate, it being specified that the issue of preference shares is strictly excluded from this delegation,

(b) decides, in the event that the Board of Directors uses this delegation, to set the limits of the amounts of the authorised issues as follows:

- the maximum nominal amount of the capital increases that may be carried out immediately or in the future under this delegation is set at 1,700,000 euros (or the equivalent value in euros of this amount on the date of the decision to issue), it being specified that the total nominal amount of these capital increases shall be deducted from the overall nominal ceiling of 2,500,000 euros set in the nineteenth resolution above; this overall ceiling shall be supplemented by, where appropriate, the additional nominal amount of the ordinary shares to be issued in order to preserve, in accordance with the law and any applicable contractual provisions providing for other cases of adjustment, the rights of the holders of securities or other rights giving access to the Company's capital;
- the nominal amount of the bonds and other debt securities giving access to the capital that may be issued pursuant to this delegation may not exceed an amount of 50,000,000 (or the equivalent in euros of this amount on the date of the decision to issue), it being specified that the total nominal amount of these bonds or other debt securities shall be deducted from the overall ceiling applicable to bonds or other debt securities set in the nineteenth resolution above; this limit does not apply to debt securities whose issue would be decided or authorised by the Board of Directors in accordance with Article L.228-40 of the Commercial Code, nor to other debt securities referred to in the last paragraph of Articles L.228-92, L.228-93 and L.228-94 of the Commercial Code, and this limit shall be increased, where applicable, by any redemption premium in excess of the par value;

(c) notes and decides, insofar as is necessary, that this delegation of authority automatically entails, in favour of the holders of securities giving immediate or future access to the Company's capital, the express waiver by the shareholders of their preferential subscription right to the shares to which these securities give entitlement, in accordance with the provisions of Article L.225-132 of the Commercial Code;

(d) decides that this delegation of authority is granted to the Board of Directors for a period of eighteen (18) months from the date of this Meeting, on which date it shall be considered null and void if the Board of Directors has not used it;

(e) decides that the issue of securities under this delegation is reserved for categories of persons meeting the following characteristics:

- credit institutions, investment service providers or investment funds undertaking to guarantee the capital increase(s) (immediate or future) which may be carried out under this delegation as part of the implementation of an equity financing line;
- investment companies (including family offices, investment funds or collective investment funds, under French or foreign law, investing in the Company's sector of activity or in a sector similar or complementary to that of the Company);
- companies with a similar or complementary activity to that of the Company, in France or in Europe.

The Board of Directors shall determine the precise list of beneficiaries of such capital increase(s) and/or issue(s) of reserved securities within such category(ies) of persons and the number of securities to be allocated to each of them.

(f) decides that:

- for capital increases, the issue price of the new shares (which will be similar to the old shares, as specified in the paragraph below) will be set by the Board of Directors, in accordance with the provisions of Articles L.225-138-11 and R.225-114 of the Commercial Code, and must be at least equal to the volume-weighted average of the last three stock market trading sessions prior to its setting, reduced, where applicable, by a maximum discount of 10%, after correction of this average in the event of a difference in the dates of entitlement to dividends;
- for securities giving access to the capital, the issue price shall be set by the Board of Directors in such a way that the sums received immediately by the Company at the time of the issue of the securities in question, plus the sums likely to be received subsequently by the Company for each share attached to and/or underlying the securities issued, are at least equal to the minimum price provided for above;
- each security giving access to the capital shall be converted, redeemed and transformed, taking into account the nominal value of the said security, into a number of shares such that the amount received by the Company for each share is at least equal to the minimum price mentioned above.

It is, however, specified that in the event of the admission of the Company's shares to a regulated market, the minimum price referred to in the three paragraphs above shall be at least equal to the minimum price provided for by the legal and regulatory provisions in force applicable to companies whose shares are admitted to a regulated market.

(g) decides that the new shares issued under the capital increases shall be entirely similar to the old shares and subject to all the provisions of the Articles of Association and the decisions of the General Meetings, specifies that the operations referred to in this resolution may be carried out at any time, including during the period of a public offer for the Company's securities, in compliance with the legal and regulatory provisions,

(h) decides that the Board of Directors shall have all powers to implement or not implement this delegation, as well as the power to postpone it if necessary, under the legal conditions and within the limits and conditions specified above, in particular to:

- decide on the capital increase and to determine the securities to be issued and, in general, to decide on the issues within the framework of this delegation;
- decide on the amount of the capital increase;
- set the issue price as well as the amount of the premium that may, if applicable, be requested on issue, within the limits set by this resolution;
- determine the dates and terms of the capital increase, the nature and characteristics of the securities to be created, decide, in the case of bonds or other debt securities giving access to the Company's capital, whether they should be subordinated or not (and, if so, their subordination rank in accordance with the provisions of Article L.228-97 of the Commercial Code), set their interest rate (in particular fixed or variable interest rate or zero coupon or indexed), their term (fixed or indefinite), and the other terms of issue (including the granting of guarantees or sureties) and redemption; these securities may be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds as understood by the stock exchange authorities; amend, during the life of the securities concerned, the terms referred to above, in compliance with the applicable formalities;
- decide, in the event that the subscriptions have not absorbed the entire issue, to limit the amount of the capital increase to the amount of subscriptions received, provided that this amount reaches at least three quarters of the issue decided upon;
- determine the method of paying up the shares, securities giving access to the capital to be issued or the securities to be issued;
- determine, if applicable, the terms for exercising the rights attached to the shares or securities to be issued and, in particular, set the date, even retroactively, from which the new shares (i.e., any underlying securities) will carry dividend rights, determine the terms for exercising the rights, if applicable, to conversion, exchange,

- redemption, including by delivery of assets of the Company such as shares or securities already issued by the Company, as well as all other terms for the completion of the capital increase;
- provide for the possibility of suspending the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions for a maximum period of three (3) months;
 - at its sole initiative, charge the costs of the capital increase against the amount of the premiums relating thereto and deduct from this amount the sums necessary to fund 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 Company's capital, in particular in the event of a change in the nominal value of the shares, a capital increase by incorporation of reserves, a free allocation of shares, a stock split or reverse stock split, a distribution of reserves or any other assets, a redemption of capital, or any other transaction affecting shareholders' equity, and determine the terms according to which the rights of the holders of securities granting access to the capital shall be preserved, where applicable;
 - record the completion of each capital increase and make the corresponding amendments to the Articles of Association;
 - in general, enter into any agreement, in particular to preserve the possible rights of all holders of securities giving immediate or future entitlement to a share of the capital, take all measures and carry out all formalities useful for the issue, registration and financial servicing of the securities issued under this delegation and for the exercise of the rights attached thereto, carry out all formalities and declarations, request all authorisations that may be necessary for the execution and successful completion of this issue, and, in general, take all necessary steps.

The final terms of the transaction shall be the subject of a supplementary report, in accordance with the requirements of Article L.225-129-5 of the French Code, which the Board of Directors shall draw up when it uses the delegation of authority granted to it by this General Meeting. The Statutory Auditor will also prepare a supplementary report on this occasion.

Twenty-third resolution (Delegation of authority to be granted to the Board of Directors for increasing the amount of issues carried out with maintenance or cancellation of the shareholders' preferential subscription right, pursuant to the nineteenth, twentieth, twenty-first and twenty-second resolutions)

The General Meeting, under the conditions required for extraordinary general meetings as regards to quorum and majority, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, and voting in accordance with Article L.225-135-1 of the Commercial Code,

- (a) delegates to the Board of Directors its authority, with the option of sub-delegation to any authorised person in accordance with the legal and regulatory provisions, to decide to increase the number of shares, capital securities or other securities to be issued as part of any issue carried out pursuant to the nineteenth, twentieth, twentieth and twenty-first and twenty-second resolutions above, at the same price as that used for the initial issue, within the time periods and limits provided for by the regulations applicable on the date of the issue (to date, during a period of 30 days from the closing of the subscription and within the limit of 15% of the initial issue);
- (b) decides that the nominal amount of the issues decided under this delegation shall be deducted from the amount of the ceiling applicable to the initial issue and from the overall nominal ceiling provided for in the nineteenth, twentieth, twenty-first and twenty-second resolutions of this General Meeting;
- (c) decides that this delegation is granted for a period of 26 months from the date of this General Meeting.

This authorisation supersedes the authorisation granted in its sixteenth resolution by the Combined General Meeting of Shareholders of the Company on 29 November 2019.

Twenty-fourth resolution (Authorisation to be granted to the Board of Directors to set the price of issues of ordinary shares or securities that are capital securities giving access to other capital securities or giving the right to the allocation of debt securities, or securities giving access to capital securities to be issued, carried out by way of a public offering or an offer referred to in 2° of Article L.411-2 of the Monetary and Financial Code, with cancellation of the shareholders' preferential subscription right)

The General Meeting, under the conditions required for extraordinary general meetings as regards to quorum and majority, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with Article L.22-10-52 of the Commercial Code:

(a) authorises the Board of Directors, with the option of sub-delegation to any person in accordance with the legal and regulatory provisions, for the issues of (i) ordinary shares or (ii) securities that are capital securities giving access, immediately and/or in the future, to other capital securities of the Company or giving the right, immediately or in the future, to the allocation of debt securities or (iii) securities giving access, immediately or in the future, to capital securities to be issued by the Company pursuant to the nineteenth, twentieth, twentieth and twenty-second resolutions of this General Meeting, to decide to derogate from the conditions for setting the price provided for by said resolutions, in accordance with the provisions of Article L. 22-10- 52 of the Commercial Code, and to set the issue price at an amount which shall be at least equal, at the discretion of the Board of Directors, to (a) the volume-weighted average price of the share during the trading session preceding the setting of the issue price or (b) the volume-weighted average price of the share during the trading session at the time when the issue price is set, in both cases, possibly reduced by a maximum discount of 10%.

For securities giving access to the capital, the issue price must be such that the amount received immediately by the Company plus, if applicable, the amount likely to be received subsequently by the Company is, for each share of the Company issued as a result of the issue of these securities, at least equal to the amount mentioned above.

(b) decides that the maximum nominal amount of the capital increase resulting from the implementation of this authorisation may not exceed 10% of the share capital, per 12-month period (said capital being assessed on the date of the decision of the Board of Directors setting the issue price), it being specified that this ceiling shall be deducted from the amount of the applicable ceiling provided for in the nineteenth, twentieth, twentieth and twenty-first and twenty-second resolutions, as the case may be, as well as from the overall nominal ceiling provided for in the eighteenth resolution of this General Meeting;

(c) Decides that the Board of Directors may not, without the prior authorisation of the General Meeting, use this authorisation from the time a third party makes a public offer for the company's shares until the end of the offer period;

(d) decides that the Board of Directors shall have full powers, with the option of sub-delegation to any authorised person in accordance with the legal and regulatory provisions, to implement this authorisation, especially for the purpose of concluding all agreements to this effect, in particular with a view to the successful completion of any issue, to record the execution of the issue and to amend the Articles of Association accordingly, as well as to carry

out all formalities and declarations and to request all authorisations that may be necessary for the execution and successful completion of any issue;

(e) Acknowledges that the Board of Directors, should it make use of this authorisation, will report to the next Ordinary General Meeting on the transactions carried out under it, in accordance with the legal and regulatory provisions in force;

(f) decides that this delegation is granted for a period of 26 months from the date of this General Meeting.

This authorisation supersedes the authorisation granted in its seventeenth resolution by the Combined General Meeting of Shareholders of the Company on 29 November 2019.

Twenty-fifth resolution (Delegation of powers to be granted to the Board of Directors for deciding on the issue of ordinary shares or securities giving access to the Company's share capital with cancellation of the shareholders' preferential subscription right, in remuneration of contributions in kind granted to the Company)

The General Meeting, under the conditions required for extraordinary general meetings as regards to quorum and majority, after having taken note of the report of the Board of Directors and the special report of the Statutory Auditors and voting in accordance with the provisions of Articles L.225-129 to L. 225-129-6, L. 225-135, L. 22-10-53 and L. 228-92 et seq. of the Commercial Code:

(a) delegates to the Board of Directors, when the provisions of Article L.225-148 of the Commercial Code are not applicable, and with the option to sub-delegate to any person in accordance with the legal and regulatory provisions, the powers necessary to decide on the report of the Contributions Auditor(s) referred to in the first and second paragraphs of Article L. 22-10-53 of the Commercial Code (subject to the provisions of Article L. 225-147-1 of the Commercial Code), to issue ordinary shares of the Company or securities giving access, immediately and/or in the future, to capital securities of the Company in order to compensate for contributions in kind granted to the Company and consisting of capital securities or securities giving access to the capital;

(b) decides that the ceiling on the nominal amount of the capital increase(s), whether immediate or deferred, that may be carried out pursuant to this delegation is set at 10% of the Company's share capital as assessed on the date of the Board of Directors' decision on the issue, it being specified that:

said limit shall be deducted from the overall nominal limit of 2,500,000 set out in the nineteenth resolution of this General Meeting;

- said limit does not take into account the nominal amount of additional shares to be issued, in accordance with applicable legal and regulatory provisions and, where applicable, any contractual stipulations providing for other adjustments, in order to preserve the rights of holders of securities or other rights giving access to the Company's capital;

(c) decides to cancel, where necessary, the shareholders' preferential subscription right to these ordinary shares or securities in favour of the holders of capital securities or other securities, which are the subject of the contribution in kind, and takes note that this delegation entails the waiver by the shareholders of their preferential

subscription right to the equity securities of the Company to which the securities that would be issued on the basis of this delegation may give right;

(d) decides that the Board of Directors shall have full powers, with the option of sub-delegation to any authorised person, in accordance with the legal and regulatory provisions, to implement this delegation and, in particular, to:

- rule, based on the report of the Contribution Auditor(s) referred to in the 1st and 2nd paragraphs of Article L. 22-10-53 of the Commercial Code, on the valuation of the contributions and, where applicable, the granting of special benefits and their values;
- determine the number of shares to be issued in consideration of the contributions as well as the date from which the shares to be issued will carry dividend rights;
- charge, if it deems it appropriate, the expenses, duties and fees incurred by the issues to the amount of the corresponding premiums and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new share capital;
- record the final completion of the capital increases carried out under this delegation, amend the Articles of Association accordingly, carry out all formalities and declarations and request all authorisations that may prove necessary for the completion of these contributions;

(e) decides that this delegation is granted for a period of 26 months from the date of this General Meeting.

This authorisation supersedes the authorisation granted in its eighteenth resolution by the Combined General Meeting of Shareholders of the Company on 29 November 2019.

Twenty-sixth resolution (Authorisation to be granted to the Board of Directors to increase the share capital by issuing capital securities or other securities that are capital securities giving access to other capital securities of the Company or giving the right to the allocation of debt securities, or securities giving access to capital securities to be issued, with cancellation of the preferential subscription right for the members of a savings plan)

The General Meeting, under the conditions required for extraordinary general meetings as regards to quorum and majority, after having taken note of the report of the Board of Directors and the special report of the Statutory Auditors and voting in accordance with the provisions of Articles L.225-129-2, L225-129-6 and L225-138-1 of the Commercial Code as well as the provisions of Articles L.3332-18 et seq. of the Labour Code:

(a) authorises the Board of Directors, with the option of sub-delegation to any person authorised in accordance with the legal and regulatory provisions, to decide to increase the share capital, on one or more occasions, at its sole discretion, at the times and in accordance with the terms it shall determine, by issuing (i) ordinary shares, or (ii) securities that are capital securities giving access, immediately or in the future, to other capital securities of the Company or giving the right, immediately or in the future, to the allocation of debt securities, or (iii) securities giving access to capital securities to be issued by the Company reserved for members of one or more company or group savings plans established jointly by the Company and companies in France or outside France that are affiliated to it under the conditions of Article L. 225-180 of the Commercial Code and Article L.3344-1 of the Labour Code;

(b) decides to cancel the shareholders' preferential subscription rights to the securities to be issued pursuant to this authorisation in favour of the beneficiaries defined in the first paragraph above;

(c) notes that this delegation entails the waiver by the shareholders of their preferential subscription rights to the capital securities of the Company to which the securities to be issued on the basis of this delegation entitle them;

(d) decides that the issue price(s) of the new shares or securities giving access to the share capital shall be determined under the conditions provided for in Article L.3332-19 of the Labour Code if the Company's shares are admitted to trading on a regulated market and in Article L.3332-20 of the Labour Code if the Company's shares are not admitted to trading on a regulated market, and decides to set the maximum discount at 20%. However, the General Meeting expressly authorises the Board of Directors to reduce the discount or not to grant any discount, in particular to take account of the regulations applicable in the countries where the offer will be implemented;

(e) decides that the maximum nominal amount of the capital increase(s) that may be carried out under this authorisation may not exceed 2% of the Company's share capital, assessed on the date of the decision to use this authorisation by the Board of Directors, it being specified that:

- the maximum nominal amount of the capital increase(s) that may be carried out under this authorisation shall be deducted from the overall ceiling of EUR 2,500,000 set in the twentieth resolution of this General Meeting or in any similar resolution that may be substituted for it; and
- these amounts do not take into account the nominal amount of additional shares to be issued, in accordance with applicable legal and regulatory provisions and, where applicable, any contractual stipulations providing for other adjustments, in order to preserve the rights of holders of securities or other rights giving access to the Company's capital;

(f) decides, pursuant to the provisions of Article L.3332-21 of the Labour Code, that the Board of Directors may provide for the allocation to the beneficiaries defined in the first paragraph above, free of charge, of shares to be issued or already issued or other securities giving access to the Company's capital to be issued or already issued, in respect of (i) the employer's contribution which may be paid in application of the regulations of the company or group savings plans, and/or (ii) where applicable, the discount;

(g) decides that, in the event that the beneficiaries defined in the first paragraph above do not subscribe to the entire capital increase within the allotted time, the capital increase will only be carried out up to the amount of the shares subscribed, and the unsubscribed shares may be offered again to the said beneficiaries as part of a subsequent increase;

(h) grants full powers to the Board of Directors, with the option of delegation or sub-delegation, in accordance with legal and regulatory provisions, to implement this authorisation and, in particular, to:

- determine the criteria to be met by the companies whose employees may benefit from the issues carried out pursuant to this authorisation, to determine the list of these companies;
- determine the terms and conditions of the transactions, the characteristics of the shares and, where applicable, the other securities, determine the subscription price calculated as per the method defined in this resolution, determine the opening and closing dates of the subscriptions and the dates from which they will be entitled to dividends, and set the dates and terms of payment of the subscribed shares;
- take all necessary steps with a view to the admission to the stock exchange of the shares created wherever it decides to do so;
- charge to the "share premium" item the amount of the expenses relating to these capital increases and deduct, if it deems appropriate, the sums necessary to bring the legal reserve to one tenth of the new capital after each issue, amend the Articles of Association accordingly and, generally, carry out, directly or through an agent, all operations and formalities relating to the increases in share capital carried out pursuant to this authorisation;

(i) decides that the authorisation granted to the Board of Directors under this resolution is granted for a period of 26 months as from this General Meeting.

This authorisation supersedes the authorisation granted in its nineteenth resolution by the Combined General Meeting of Shareholders of the Company on 29 November 2019.

Twenty-seventh resolution (Authorisation to be given to the Board of Directors to grant free shares, existing or to be issued, to employees and executive officers of the Company and Group companies)

The General Meeting, under the conditions required for extraordinary general meetings as regards to quorum and majority, having taken note of the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with Article L.225-197-1 et seq. of the Commercial Code:

- authorises the Board of Directors to proceed, on one or more occasions, with free allocations of existing shares or shares to be issued by the Company;

decides that, subject to the conditions of Article L.225-197-6 of the Commercial Code, the beneficiaries of the allocations may be the employees and/or corporate officers of the Company and of the companies or groupings that are directly or indirectly linked to it under the conditions of Article L.225-197-2 of the Commercial Code, or in favour of certain categories among them;

- decides that the Board of Directors shall determine the identity of the beneficiaries of the allocations, or of the category or categories of beneficiaries, as well as, if applicable, the conditions, in particular performance conditions, and the criteria for the allocation of the shares;

- decides that the performance conditions determined will include as criteria a combination of the following criteria: an external performance criterion, total shareholder return, and an internal performance criterion, turnover growth;

- decides that in the event of transactions carried out by the Company that may modify the value of the shares making up its capital, the Board of Directors shall be authorised to adjust the number of shares allocated in order to preserve the rights of the beneficiaries;

- decides that the Board of Directors shall have the power to temporarily suspend the allocation rights in case of financial transactions;

- decides that, without prejudice to the impact of the adjustment referred to above, the total number of free shares allocated, either existing or to be issued, under this authorisation, may not exceed two hundred and fifty thousand (250,000) shares with a par value of €1 each, i.e. less than 5% of the current share capital, it being specified (i) that the allocations that will lapse under the conditions determined by the Board of Directors will be reconstituted in proportion to the above-mentioned package and (ii) that this package will be increased by the adjustments to the number of shares allocated that may be made by the Board of Directors in order to preserve the rights of the beneficiaries;

- decides that (i) the allocation of the Company's shares to their beneficiaries will be permanent at the end of a minimum acquisition period of two years, (ii) the Board of Directors will have the option of setting or not setting a minimum holding period as from the permanent allocation of the shares, so that the said shares may, if necessary,

be freely transferable as soon as they are permanently allocated and (iii) with regard to the shares granted free of charge to corporate officers, the Board of Directors must either (a) decide that the shares granted free of charge may not be sold by the parties concerned before the termination of their functions, or (b) set the quantity of shares granted free of charge that they are required to keep in registered form until the termination of their functions;

- decides that the Board of Directors shall record the permanent allocation dates and the dates from which the shares may be freely transferred, taking into account the legal restrictions;

- decides that in case of the incapacity of the beneficiary in the second or third category provided for in Article L.341-4 of the Social Security Code, the permanent allocation of shares shall take place immediately;

- notes that in the event of the death of the beneficiary, his or her heirs may request the permanent allocation of the shares within 6 months from the date of death; the shares will then immediately become transferable;

- notes that this decision will entail, at the end of the acquisition period, a capital increase by incorporation of reserves, profits or issue premiums, for the beneficiaries of the said shares and the corresponding waiver by the shareholders of their preferential subscription rights in favour of the beneficiaries of the free shares for the part of the reserves, profits and premiums which, if necessary, will be used in the event of the issue of new shares;

- this authorisation is granted for a period of twenty-six (26) months from the date of this Meeting;

- notes that, should the Board of Directors make use of this authorisation, it shall inform the Ordinary General Meeting each year of the transactions carried out under the provisions of Articles L.225-197-1 to 225-197-3 of the Commercial Code, in accordance with the conditions set out in Article L.225-197-4 of said Code;

- delegates all powers to the Board of Directors, with the option of sub-delegation within the legal limits, for the purpose of implementing this resolution, to determine the identity of the beneficiaries of the share allocations among the employees and corporate officers mentioned above as well as the number of shares allocated to each of them, to determine whether the free shares granted are shares to be issued or existing shares, to set the acquisition and holding period(s) for the shares allocated, to set the performance conditions, to set the amount and nature of the reserves, profits and premiums to be incorporated in the capital in the event of the allocation of shares to be issued, to carry out all acts, formalities and declarations, to make any adjustments related to any transactions involving the Company's capital, to record the capital increase(s) carried out under this authorisation, to amend the Articles of Association accordingly and, if it deems appropriate, to charge the costs of the capital increases against the amount of the premiums relating to these transactions and deduct from this amount the sums required to bring the legal reserve to one tenth of the new capital after each increase, and, in general, do all that is necessary;

Twenty-eighth resolution (Delegation of authority to be granted to the Board of Directors for deciding on an increase in the share capital by incorporation of premiums, reserves, profits or other items whose capitalisation would be permitted)

The General Meeting, under the conditions required for extraordinary general meetings as regards to quorum and majority, after having taken note of the report of the Board of Directors and voting in accordance with the provisions of Articles L. 225-129-2 and L. 22-10-50 of the Commercial Code:

(a) delegates to the Board of Directors, with the option to delegate to any authorised person in accordance with the legal and regulatory provisions, the power to decide on one or more capital increases, in the proportions and at the times it shall determine, by successive or simultaneous incorporation of reserves, profits, share premiums, contribution or merger premiums or any other sums the capitalisation of which would be legally and statutorily authorised, in the form of an allocation of free shares and/or an increase in the par value of existing shares;

(b) decides that the nominal amount of the capital increase that may be carried out under this delegation may not exceed 2,500,000 euros, it being specified that:

- this ceiling shall be supplemented by, where appropriate, the additional amount of the ordinary shares to be issued in order to preserve, in accordance with the law and any applicable contractual provisions providing for other cases of adjustment, the rights of the holders of securities or other rights giving access to the Company's capital securities;
- the nominal amount of the capital increases that may be carried out under this resolution shall not be deducted from the overall nominal ceiling set by the eighteenth resolution of this General Meeting;

(c) decides that in the event of a capital increase in the form of the allocation of free shares and in accordance with the provisions of Article L. 22-10-50 of the Commercial Code, the Board of Directors may decide that fractional allocation rights will not be negotiable and that the corresponding shares will be sold, the sums from the sale being allocated to the holders of the rights in accordance with the applicable legal and regulatory conditions;

(d) grants to the Board of Directors full powers, with the option of sub-delegation to any authorised person, in accordance with the legal and regulatory provisions, to implement this delegation and, in particular, to:

- set the amount and define the nature of the sums to be incorporated into the capital,
- determine the number of new shares to be issued and/or the amount by which the nominal value of the existing shares making up the share capital shall be increased, determine the date, even retroactively, from which the new shares shall bear interest or the date on which the increase in nominal value shall be effective,
- record the completion of each capital increase and generally take all measures and carry out all formalities required for the successful completion of each capital increase and make the corresponding amendments to the Articles of Association;

(e) decides that this delegation is granted for a period of 26 months from the date of this General Meeting.

This authorisation supersedes the authorisation granted in its twenty-first resolution by the Combined General Meeting of Shareholders of the Company on 29 November 2019.

Twenty-ninth resolution (Powers for legal formalities).

The General Meeting of Shareholders, voting under the conditions required for ordinary general meetings as regards quorum and majority, confers full powers on the bearers of an original, copies or extracts of these minutes to carry out any publicity, filing and other formalities that may be required.

* *

*

Participation in the Meeting - Prior formalities

A. Conditions and terms for participating and voting at the General Meeting. - All shareholders, regardless of the number of shares they own, have the right to participate in this meeting under the legal and regulatory conditions in force, either by attending in person, or by being represented, or by voting by post, or by voting online on the secure voting platform Votaccess, or by giving a proxy to the Chairman of the Meeting.

In accordance with Article R.225-85 of the Commercial Code, only shareholders who can prove their status as such by registering their shares in their name, or in the name of the intermediary duly registered on their behalf, on the second business day preceding the Meeting, i.e. **26 November 2021**, at **00:00 am** (Paris time), will be authorised to participate in the meeting, either in the registered share accounts or in the bearer share accounts kept by their authorised intermediary.

In the case of registered shareholders, this registration in the registered share accounts on D-2 of the trading day is sufficient to enable them to participate in the general meeting.

In the case of bearer shareholders, it is the authorised intermediaries who hold the bearer shares accounts who provide proof of their clients' status as shareholders directly to Société Générale (the institution mandated by the Company to centralise the meeting) by producing a certificate of participation which they attach to the single postal or proxy voting form or request for an admission card drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

A certificate is also issued to shareholders wishing to attend in this meeting physically and who have not received their admission card by D-2.

Shareholders wishing to attend the General Meeting in person should apply for an admission card:

- **in the case of a registered shareholder:** each registered shareholder automatically receives a notice of meeting including a single postal form, which he or she must complete, specifying that he or she wishes to participate in the general meeting and obtain an admission card, and then return it signed using the prepaid envelope enclosed with the notice of meeting received. **in the case of a bearer shareholder:** by asking their financial intermediary to send them an admission card

Shareholders who cannot attend the general meeting in person may choose one of the following options:

- give proxy to another shareholder, to their spouse or partner with whom they have entered into a French civil partnership, or to any other natural or legal person of their choice;
- give authorisation to the Chairman of the Meeting;
- vote by post;

1. To vote by post or by proxy by post:

- **if you are a registered shareholder:** by post, return the single postal voting form or proxy form that will be sent to you with the notice of meeting, using the prepaid envelope, no later than **11:59 pm (Paris time) on 26 November 2021**;

- **if you are a bearer shareholder:** by post, request for this form from the financial intermediary with whom your shares are registered, as of the date of the meeting, and this request must be received at least six days before the date of the meeting, i.e. by **22 November 2021**, at the following address Société Générale, Service des Assemblées (CS 30812 - 44308 Nantes cedex 3).

Paper votes by post or by proxy can only be taken into account if the duly completed and signed forms (accompanied by the certificate of participation for bearer shares) are received by the above-mentioned Service des Assemblées of Société Générale at least three days before the date of the meeting, i.e. **11:59 pm on 26 November 2021**.

2. To vote or to give a proxy online:

Shareholders may also send their voting instructions and appoint or revoke a proxy online before the General Meeting, on the Votaccess website, under the following conditions:

- for registered shareholders: they may access Votaccess to vote or give proxy online by logging on to www.sharinbox.societegenerale.com, using their Sharinbox access code and password sent by post from Société Générale Securities Services. They should then follow the procedure shown on the screen;
- for holders of bearer shares: they must identify themselves on the online portal of their account holder with their usual access codes. They should then click on the icon that appears on the line corresponding to their shares in the Company to access the Votaccess site and follow the procedure indicated on the screen.

Note that only bearer shareholders whose account-holding institution has subscribed to Votaccess will be able to vote, appoint or revoke a proxy online.

If the shareholder's account-holding institution has not subscribed to Votaccess, notification of the appointment and revocation of a proxy may nevertheless be made electronically in accordance with the provisions of Articles R.22-10-24 and R.225-79 of the Commercial Code, as described in the paragraph below.

The secure Votaccess platform will be open from Tuesday, 9 November 2021 at 9 am (Paris time). The possibility to vote, appoint or revoke a proxy online before the General Meeting will end on Monday, 29 November 2021 at 3 pm, Paris time. Shareholders are advised not to wait until the last days before the General Meeting to enter their instructions.

In accordance with the provisions of Article R.225-79 of the Commercial Code and **subject to having signed a duly completed proxy form**, notification to the company of the appointment and revocation of a proxy may also be made electronically, in the form of a scanned copy, in the following manner:

- **for registered shareholders**, by sending an e-mail containing the scanned copy of the proxy form as an attachment to the following e-mail address: finance@francaisedelenergie.fr.

The message should specify the last name, first name and address of the shareholder and the last name, first name and address of the appointed or revoked proxy,

- **for holders of bearer shares**, by sending an e-mail containing the scanned copy of the proxy form as an attachment to the following e-mail address: finance@francaisedelenergie.fr.

The message should specify the last name, first name, address and bank details of the shareholder and the last name, first name and address of the appointed or revoked proxy. The shareholders concerned must ask their account holder who manages their securities account to send written confirmation (by post or fax) to Société Générale, Service des assemblées générales, CS 30812, 44 308 Nantes Cedex.

Scanned copies of unsigned proxy forms will not be accepted.

Only notifications of appointment or revocation of mandates duly signed, completed and received by **26 November 2021 at the latest**, can be taken into account. Furthermore, only notifications of appointment or revocation of mandates may be sent to finance@francaisedelenergie.fr; any other request or notification relating to another subject may not be taken into account and/or processed.

It is reiterated that written and signed authorisations must indicate the last names, first name and address of the shareholder as well as those of their proxy. The revocation of the mandate is carried out under the same formal conditions as those used for its appointment. It is specified that for any authorisation given by a shareholder without indication of a proxy, the Chairman of the General Meeting will issue a vote according to the recommendations of the Board of Directors.

In view of the above, the mandates will not be accepted on the day of the meeting.

In accordance with the provisions of Article R.225-85 of the Commercial Code, any shareholder who has already voted by post, sent a proxy or requested an admission card or a certificate of participation may no longer choose another method of participation in the meeting, but may nevertheless sell all or part of their shares. However, if the ownership is transferred before D-2, the Company shall invalidate or modify accordingly, as the case may be, the remote vote, the proxy, the admission card or the certificate of participation. To this end, the authorised intermediary holding the account shall notify the Company or its proxy of the transfer of ownership and provide it with the necessary information. No transfer of ownership made after D-2, regardless of the means, shall be notified by the authorised intermediary holding the account or taken into account by the Company, notwithstanding any agreement to the contrary. It is reiterated that for any authorisation of a shareholder without indication of a proxy, the Chairman of the General Meeting shall cast a vote in favour of the adoption of draft resolutions presented or approved by the Board of Directors, and a vote against the adoption of all other draft resolutions. To cast any other vote, the shareholder must select a proxy who agrees to vote in the direction indicated by the mandator.

B. Requests for inclusion of items or draft resolutions on the agenda, written questions and consultation of documents made available to shareholders - Requests for inclusion of items or draft resolutions on the agenda must be received at the Company's registered office (La Française de l'Energie, Avenue du District, ZAC de Pontpierre,

57380 Pontpierre) by registered letter with acknowledgement of receipt or by email to the following address finance@francaisedelenergie.fr no later than the twenty-fifth day before the date of the General Meeting (i.e. **5 November 2021 at 11:59 pm** Paris time).

The request must be accompanied by:

- the item to be included in the agenda and the reasons for it; or
- the text of the draft resolutions, which may be accompanied by a brief explanatory statement and, where applicable, the information provided for in 5° of Article R.225-83 of the Commercial Code; and
- a certificate proving their status as shareholders either in registered or bearer share accounts held by a financial intermediary, as well as the fraction of capital required by the regulations.

The examination of the item or draft resolution tabled under the regulatory conditions is subject to the transmission, by the authors of the request, of a new certificate proving the registration of the securities in the same accounts on D-2.

In accordance with the provisions of Article R.225-84 of the Commercial Code, any shareholder wishing to ask written questions must send them to the Chairman of the Board of Directors at the Company's registered office (La Française de l'Energie, Avenue du District, ZAC de Pontpierre, 57380 Pontpierre) by registered letter with acknowledgement of receipt, or by email to the following address finance@francaisedelenergie.fr, no later than the fourth business day prior to the Meeting (i.e. **24 November 2021**); in order to be taken into account, these questions must be accompanied by a certificate of account registration. These questions can be answered together if they have the same content. It is specified that the answer to a written question will be deemed to have been given as soon as it appears on the Company's website in a section devoted to questions and answers.

In accordance with the legal and regulatory provisions, all documents that must be communicated in the context of this meeting will be made available to shareholders within the legal deadlines at the Company's registered office (La Française de l'Energie, Avenue du District, ZAC de Pontpierre, 57380 Pontpierre).

Shareholders may also obtain the documents provided for in Articles R.225-81 and R.22P-83 of the Commercial Code within the legal deadlines, i.e. from the date of the convening of the General Meeting until the fifth day (inclusive) before the meeting, by sending a request to the following address: Société Générale, Service des Assemblées, CS 30812 - 44308 Nantes cedex 3.

In addition, the documents and information relating to this general meeting, as well as the other information and documents provided for in Article R.225-73-1 of the Commercial Code, will be published on the Company's website www.francaisedelenergie.fr, under the heading "2021 General Meeting", no later than the twenty-first day before the meeting (i.e. **9 November 2021**).

Access to the Company's website www.francaisedelenergie.fr also provides access to the Group's annual publications, including a brochure on the Meeting.

This notice serves as a notice of meeting, provided that no changes are made to the agenda, following requests for the inclusion of draft resolutions submitted by shareholders and/or the Works Council.

REQUEST FOR DOCUMENTS TO BE SENT

Concerning the Combined General Meeting 30 November 2021

LA FRANÇAISE DE L'ENERGIE

I, the undersigned

NAME:.....

First name

Address:.....

.....

.....

Owner of _____ registered shares

And/or _____ bearer shares

of **LA FRANÇAISE DE L'ENERGIE**.

acknowledge having received the documents relating to the aforementioned General Meeting and referred to in Article R.225.81 of the Commercial Code,

request that the documents and information concerning the Combined General Meeting of 30 November 2021 be sent to it in accordance with Article R.225-83 of the same Code.

[Place] _____, [Date] _____ 2021.

Signature

*In accordance with Article R 225-88 paragraph 3 of the Commercial Code, shareholders holding registered shares may, by a single request, obtain from the Company the documents and information referred to in Articles R 225-81 and R 225-83 of the Commercial Code, on the occasion of each subsequent General Meeting. If the shareholder wishes to use this option, this must be mentioned on this request.