



COMBINED SHAREHOLDER'S MEETING OF 28 JULY 2021

ADDENDUM TO THE MEETING BROCHURE

Dear Shareholders,

We hereby inform you that the agenda and the resolutions of the Shareholder's Meeting, as appearing in the notice of meeting (*avis de réunion*) published in the 28 May 2021 *Bulletin des Annonces Légales Obligatoires*, have been **modified and supplemented by decision of the Board of Directors of 4 July 2021**.

The **third ordinary resolution is amended** to offer you an option between payment of the dividend in shares or in cash, and the **seventeenth resolution is amended** so as to refer to the overall limit as provided for in the new resolution 20 submitted to you.

The agenda has been supplemented by the extraordinary resolutions 20 to 27 below, with the resolution relating to powers in view of formalities becoming the twenty-eighth resolution.

The text of the amended and of the additional resolutions is set out below.

Your attention is also drawn to the **supplementary report** of the Board of Directors, below, which details these changes and presents these resolutions.

The auditors' reports will be available on the Company's website, www.alstom.com, in the section dedicated to the general meeting.

Consequently, the agenda of the Shareholder's Meeting is as follows:

On an ordinary basis:

1. Approval of the annual financial statements for the fiscal year ended 31 March 2021,
2. Approval of the consolidated financial statements for the fiscal year ended 31 March 2021,
3. Appropriation of the result for the fiscal year and determination of dividend, option for payment of dividends in cash or in shares, issue price of the shares to be issued, fractional shares, option period
4. Special report of the Statutory Auditors on related party agreements – Acknowledgement of the absence of new agreements
5. Renewal of PricewaterhouseCoopers Audit as principal statutory auditor,
6. Non-renewal and non-replacement of Mr. Jean-Christophe Georghiou as alternate statutory auditor,
7. Renewal of Mazars as principal statutory auditor,
8. Non-renewal and non-replacement of Mr. Jean-Maurice El Nouchi as alternate statutory auditor,
9. Approval of the compensation policy applicable to the Chairman & Chief Executive Officer,
10. Approval of the compensation policy applicable to the members of the Board of Directors,
11. Approval of the information referred to in article L.22-10-9 I of the French Commercial Code,
12. Approval of the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the previous fiscal year or awarded in respect of such fiscal year to Mr. Henri Poupart-Lafarge, Chairman & Chief Executive Officer,
13. Authorisation to be granted to the Board of Directors for the purpose of causing the Company to buy back its own shares in the framework of article L. 22-10-62 of the French Commercial Code, duration of the authorization, purposes, terms, limit,

On an extraordinary basis:

14. Authorisation to be given to the Board of Directors in view of cancelling the shares bought back by the Company in the framework of article L.22-10-62 of the French Commercial Code, duration of the authorisation, limit,
15. Delegation of competence to be given to the Board of Directors to increase the capital by way of the issuance of ordinary shares and/or securities granting access to the share capital with preferential subscription rights cancelled in favour of members of a company savings plan pursuant to articles L. 3332-18 et seq. of the French Labor Code, duration of the delegation, maximum nominal amount of the capital increase, issue price, ability to grant free shares pursuant to article L. 3332-21 of the French Labor Code,
16. Delegation of competence to be granted to the Board of Directors for the purpose of deciding a capital increase of the Company reserved for a category of beneficiaries, with shareholders' preferential subscription rights cancelled,
17. Authorisation to be granted to the Board of Directors in view of free grants of existing shares or shares to be issued to employees and/or certain corporate officers of the Company or of related companies or economic interest groupings, waiver by the shareholders of their preferential subscription rights, term of the authorization, limit, duration of vesting periods, notably in the event of a disability and, as applicable, holding requirements,
18. Amendment of the Articles of Association aimed at deleting provisions relating to preferred shares,
19. Bringing the Articles of Association in line with applicable legal and regulatory provisions,
20. Delegation of authority to the Board of Directors to decide to increase the share capital of the Company by issuing ordinary shares and/or any securities giving immediate and/or future access to the share capital of the Company or one of its subsidiaries, and/or by capitalisation of premiums, reserves, profits or other items, with preservation of the shareholders' preferential subscription rights,
21. Delegation of authority to the Board of Directors to increase the Company's share capital by issuing shares and/or any securities giving immediate and/or future access to the share capital of the Company or one of its subsidiaries by way of a public offering (excluding the offers referred to in Article L.411-2 of the French Monetary and Financial Code), with cancellation of the shareholders' preferential subscription rights,
22. Delegation of authority to the Board of Directors to increase the Company's share capital by issuing shares and/or any securities giving immediate and/or future access to the share capital of the Company or one of its subsidiaries, by way of an offer referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, with cancellation of the shareholders' preferential subscription right,
23. Delegation to the Board of Directors to issue shares and/or any securities giving immediate and/or future access to the Company's capital in consideration for contributions in kind consisting of shares or securities giving access to the Company's capital,
24. Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase, with maintenance or cancellation of the shareholders' preferential subscription right,
25. Authorisation to be given to the Board of Directors to set the issue price, in the event of a capital increase with cancellation of the shareholders' preferential subscription rights by way of a public offer, including the offer referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, of equity securities to be issued immediately or in the future within the limit of 10% of the share capital per year,
26. Delegation of authority to the Board of Directors to issue shares and securities of the Company giving access to the capital of the Company in the event of a public exchange offer initiated by the Company, with cancellation of the shareholders' preferential subscription right,
27. Delegation of authority to the Board of Directors to issue shares in the Company, following the issue by subsidiaries of the Company of securities giving access to the Company's capital, without shareholders' preferential subscription rights,

On an ordinary basis:

28. Powers in view of formalities.
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TEXT OF THE THIRD AND THE SEVENTEENTH RESOLUTIONS, AS AMENDED

Ordinary resolution:

Third resolution, as amended – Appropriation of the result for the fiscal year and determination of dividend, option for payment of dividends in cash or in shares, issue price of the shares to be issued, fractional shares, option period

Upon the proposal of the Board of Directors, the General Meeting, voting in accordance with the quorum and majority requirements applicable to Ordinary General Meetings, decides to appropriate the result of the fiscal year ended 31 March 2021, i.e., a profit of €221,575,091.56, as follows:

Appropriation

- Dividends	€92,800,448.25
- General Reserve	€128,774,643.31

Therefore, after the result has been appropriated, the General Reserve will amount to €6,380,981,542.40.

The General Meeting acknowledges that the aggregate gross dividend per share is set at €0.25.

When paid to individuals residing in France for tax purposes, dividends are subject to either a single flat-rate withholding from the gross dividend at a flat rate of 12.8% (article 200 A of the French Tax Code) or, at the taxpayer's express, irrevocable and generally applicable option, to income tax under the progressive income tax scale after, in particular, a 40% allowance is applied (article 200 A, 13 and 158 of the French Tax Code). The dividend is also subject to social security contributions at the rate of 17.2%.

The ex-dividend date will be 2 August 2021 and dividends will be paid on 31 August 2021.

In the event of a change in the number of shares entitled to dividends relative to the 371,201,793 shares that made up the share capital at 31 March 2021, the aggregate amount of the dividends will be adjusted accordingly and the amount appropriated to the General Reserve account would be determined on the basis of the dividends actually paid.

After having reviewed the report of the Board of Directors and in accordance with article 21 of the Articles of Association, the General Meeting, taking note that the capital is fully paid up, decides to extend to each shareholder an option, with respect to 100% of the dividends attached to the shares owned by such shareholder, for payment of such dividend to be made in cash or in new shares.

The price of the share to be issued as payment of the dividend shall be equal to 90% of the average quoted prices of the shares for the twenty trading days preceding the General Meeting, less the net amount of this dividend, and, as applicable, rounded up to two decimal places, in accordance with the provisions of article L. 232-19 of the French Commercial Code.

If the amount of the net dividend in respect of which the shareholder exercises its option does not correspond to a whole number of shares, the shareholder may obtain the immediately lower whole number of shares plus a cash balancing payment (*soulte*).

Shareholders wishing to opt for the payment of dividends in shares will have a period starting on 4 August 2021 and ending on 25 August 2021 (inclusive) to request such payment method from the financial intermediaries authorised to pay this dividend or from BNP Paribas Securities Services, holding the Company's direct registered form shares accounts, for those shareholders holding direct registered form shares. As a result, any shareholder who has not elected for its dividends to be paid in shares by the expiration of such period will be paid its dividends in cash.

For shareholders who elect to be paid in cash, the amounts due to them will be paid on 31 August 2021.

The delivery of the new shares to shareholders who have elected to be paid dividends in shares will take place on the date of the cash payment of dividends, that is 31 August 2021.

The shares issued as payment for the dividend will carry immediate dividend rights.

In accordance with the provisions of article 243 *bis* of the French Tax Code, the General Meeting acknowledges that it was advised that the distributions of dividends and revenue made in respect of the last three fiscal years were the following:

Fiscal year ended	31 March 2020	31 March 2019	31 March 2018
Gross dividend per share (in €)	-	5.50	0.35
Amount per share eligible for the tax reduction (in €)	-	5.50	0.35
Amount per share not eligible for the tax reduction (in €)	-	0	0
Total dividends (in thousands of euros)	-	1,233,674	77,773

The General Meeting grants full powers to the Board of Directors, with the power to subdelegate, for the purposes of implementing this resolution, formally acknowledging the completion of the capital increase resulting from the exercise of the option for the dividend to be paid in shares, amending and the Articles of Association accordingly, and carrying out disclosure formalities.

Extraordinary resolution:

Seventeenth resolution, as amended – Authorisation to be granted to the Board of Directors in view of free grants of existing shares or shares to be issued to employees and/or certain corporate officers of the Company or of related companies or economic interest groupings, waiver by the shareholders of their preferential subscription rights, term of the authorisation, limit, duration of vesting periods, notably in the event of a disability and, as applicable, holding requirements

The General Meeting, voting in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings, after reviewing the Board of Directors' report and the Statutory Auditors' special report, authorises the Board of Directors to grant on one or more occasions, in accordance with articles L. 225-197-1, L. 225-197-2 and L.22-10-59 of the French Commercial Code, ordinary shares, whether existing or to be issued, in favour of:

- employees of the Company or of companies or economic interest groupings directly or indirectly related to it within the meaning of article L. 225-197-2 of the French Commercial Code or of certain from among them,
- and/or corporate officers who respond to the conditions set by article L. 225-197-1 of the French Commercial Code.

The number of shares granted free of charge under this authorisation may not exceed 5,000,000 shares, without taking into account the adjustments that may be made in order to preserve the rights of beneficiaries of free grants of shares in the event of transactions involving the Company's capital during the vesting period; provided, however, that the maximum nominal amount of the capital increases that may be made immediately or in the future under this authorisation shall count towards the overall limit on capital increases provided for by the twentieth resolution of this General Meeting or, as appropriate, any overall limit provided for in a similar resolution that applies subsequent to this resolution during the term this authorisation is valid.

Within such overall amount, the total number of shares that can be granted free of charge to the Company's corporate officers cannot exceed 200,000 shares (before adjustment).

The grants will be subject in full to the achievement of one or more performance conditions set by the Board of Directors under the conditions described in the Board of Directors' report. Exceptionally, if such grants are made to the benefit of a majority of the Group's employees and/or in the framework of employee shareholding transactions, the Board of Directors may proceed with free grants of shares without performance conditions attached (except with respect to corporate officers or members of the leadership team) within the limit of 2,000,000 shares (excluding adjustments), which amount would count towards the limit of 5,000,000 shares defined above.

Regarding all grants that are not subject to performance conditions within the limit of 2,000,000 shares defined above, the award of the shares to beneficiaries shall vest after the end of a vesting period the duration of which shall be set by the Board of Directors but which cannot be less than one year, and beneficiaries must, as the case may be, hold these shares for a period defined by the Board of Directors that is at least equal to the period necessary so that the cumulative duration of these vesting periods and, as applicable, holding periods is not less than two years.

Regarding all grants submitted to performance condition(s), the grant of the shares to the beneficiaries shall vest at the end of a vesting period the duration of which shall be defined by the Board of Directors, which period may not be less than three years. The Board of Directors authorises the Board of Directors to provide for (or not) a holding obligation upon the expiration of the vesting period.

Exceptionally, the shares will vest before the expiration of the vesting period in the event of a beneficiary disability corresponding to a classification in the second and third categories provided for by article L. 341-4 of the French Social Security Code.

All powers are conferred upon the Board of Directors for the purpose of:

- setting the conditions and, as the case may be, vesting criteria for the shares;
- determining the identity of the beneficiaries and the number of shares granted to each of them;
- as appropriate:
 - o acknowledging the existence of sufficient reserves and proceeding at the time of each grant with the transfer to an unavailable reserve account the amounts necessary for the new shares to be allocated to be paid up,
 - o decide at the appropriate time the capital increase(s) via the capitalisation of reserves, premiums or profits corresponding to the issue of the new shares granted free of charge,
 - o carry out acquisitions of the necessary shares within the framework of the share buyback programme and allocate them to the grant plan,
 - o determine the impact on beneficiaries' rights of transactions modifying the capital or that are likely to affect the value of the shares granted carried out during the vesting period and, if necessary, modifying or adjusting the number of shares granted accordingly in order to preserve the rights of the beneficiaries;
 - o decide whether to apply (or not) a holding obligation upon the expiration of the vesting period and, as applicable, determine the duration thereof and take all necessary measures to ensure it is complied with by the beneficiaries; and
 - o more generally, do within the framework of applicable legislation all that the implementation of this authorization renders necessary.

This authorisation automatically entails the shareholders' waiver of the preferential rights to subscribe for the new shares issued by way of capitalisation or reserves, premiums or profits, and to the portion of the reserves, benefits or premiums to be capitalized in view of their being paid up.

This authorization is granted for a period of twenty-six months commencing on the date of this General Meeting.

This authorization cancels and supersedes as of the date hereof any prior authorisation having the same subject matter, in respect of the unused portion of such authorization.

TEXT OF THE ADDITIONAL RESOLUTIONS

Extraordinary resolutions:

Twentieth resolution - Delegation of competence to the Board of Directors to increase the Company's share capital through the issuance of ordinary shares and/or any securities giving immediate and/or future access to the Company's share capital or to the share capital of one of its subsidiaries, and/or by capitalisation of premiums, reserves, profits, or other amounts, with preservation of the shareholders' preferential subscription rights

The General Shareholders' Meeting, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, having noted that the Company's share capital is fully paid up, and in accordance with the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, in particular Articles L. 225-129 to L. 225-129-6, L. 225-130, L. 225-132, L. 225-133, L. 225-134, L. 228-91 *et seq.* and L. 22-10-50:

- 1) delegates competence to the Board of Directors, with the right to sub-delegate as permitted by law, for a period of twenty-six (26) months following the date of this meeting, to decide to issue (in one or more issuances, in the proportions and at the times that it shall deem advisable, with or without premium, against payment or free of charge, and in France or abroad) (i) ordinary shares; (ii) any other equity securities governed by Articles L. 228-92 par. 1, L. 228-93 pars. 1 and 3, or L. 228-94 par. 2 of the French Commercial Code, including warrants issued independently to subscribe for new shares, against payment or free of charge, giving access by any means, immediately or in the future, to other equity securities (including existing ordinary shares or ordinary shares to be issued by the Company and granting the same rights as the existing shares, subject, if applicable, to their dividend date) of the Company or of a company of which the Company directly or indirectly holds more than half of the share capital, or giving the right to a grant of debt securities; or (iii) securities giving access by any means, immediately or in the future, to equity securities to be issued by the Company or by a company of which the Company directly or indirectly holds more than half the share capital, to be subscribed in cash, by set-off of claims, or by capitalisation of reserves, profits, or premiums; the above-referenced securities will be euro-denominated or, with respect to securities other than shares, in euros, in any other legal currency, or in any monetary unit established by reference to a basket of currencies;

The capital increases may also be carried out by capitalisation of reserves, profits, premiums, or other amounts permitted to be capitalised, in the form of free share grants, and/or by increasing the nominal value of the existing shares;

2) resolves that:

- the maximum total amount of the Company's shares that may be issued immediately and/or in the future pursuant to this delegation, including by capitalisation of premiums, reserves, profits, or otherwise, may not exceed nine hundred and eleven million euros (€911,000,000), i.e., approximately 35% of the nominal amount of the share capital as of 30 June 2021, or the equivalent in any other currency or monetary unit established by reference to a basket of currencies, it being specified that the maximum aggregate amount of the capital increases that may be carried out pursuant to this delegation and the delegation granted pursuant to the resolutions 17 and 21 to 27 of this meeting is set at nine hundred and eleven million euros (€911,000,000) or the equivalent in any other currency or monetary unit established by reference to a basket of currencies.

In addition to these limits, if applicable, the nominal amount of the shares to issue to preserve, in accordance with applicable laws and regulations and, if applicable, with any contractual terms providing for other means of preservation, the rights of the holders of rights, securities, or other rights giving access to the Company's share capital;

- the maximum nominal amount of the debt securities of the Company that may be issued pursuant to this delegation of competence may not exceed one billion five hundred million euros (€1,500,000,000) or its equivalent in any other currency or monetary unit, it being specified that the nominal amount of debt securities that may be issued, immediately or in the future, pursuant to resolutions 21, 22, 24 and 25 of this meeting, shall count against this limit; this limit does not apply to debt securities the issuance of which may be decided upon or authorized by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code, and shall be increased, if applicable, by any redemption premium above par value;

3) resolves that in the event of a subscription offer, the shareholders, as provided for by law and in accordance with the terms set by the Board of Directors, will have a firm preferential subscription right (*à titre irréductible*) to the ordinary shares or equity securities giving access to other equity securities of the Company or giving the right to a grant of debt securities, as well as to securities giving access to equity securities to be issued, that may be issued pursuant to this delegation of competence. In addition, the Board of Directors will have the power to grant the shareholders, as provided for by law, an additional preferential subscription right (*droit préférentiel de souscription à titre réductible*) that may be exercised in proportion to their subscription rights and, in any event, within the limit of their requests. If the firm subscription entitlements and, as the case may be, the additional subscription entitlements do not cover the entirety of a given issuance, the Board of Directors may use one or more of the following options, as provided for by law and in the order that it shall determine:

- to freely allocate some or all of the securities that were not subscribed to persons of its choice,
- to offer to the public, either on the French market or abroad, some or all of the securities that were not subscribed, or
- generally, to limit the capital increase to the amount of subscriptions received, if applicable within the limits provided for by regulations and subject to that amount equalling (if applicable, after using the two options referred to above) at least three-quarters of the planned capital increase;

4) resolves that in the case of a free grant of shares or of share subscription warrants to the holders of existing shares, the Board of Directors will have the right to decide that grant rights giving rise to fractional shares will not be negotiable and that the corresponding securities will be sold as provided for by applicable laws and regulations;

5) formally acknowledges that this delegation of competence automatically entails, for the benefit of the holders of securities issued pursuant to this resolution and giving access to the Company's share capital, an express waiver by the shareholders of their preferential subscription rights to the equity securities of the Company to which the securities issued pursuant to this delegation of competence may give entitlement, immediately or in the future;

6) resolves that the amount paid or to be paid to the Company for each of the shares issued or to be issued in connection with the above-referenced delegation of competence will be at least equal to the nominal value of the share on the issuance date of such securities;

7) resolves that the Board of Directors shall have all powers, with the authority to sub-delegate such powers as permitted by law, to implement this resolution and, in particular:

- to carry out issuances and determine their terms, including the amount, dates, subscription price, the amount of the issuance premium that may be requested upon issuance or, if applicable, the amount of reserves, profits, or premiums that may be capitalised, the number, methods of payment, dividend date, features, and terms applicable to the securities to be issued immediately or in the future, if applicable, the terms of their redemption or exchange, as well as the conditions pursuant to which they will give a right to existing or future equity securities of the Company or of a subsidiary,
- where the securities are debt securities or are associated with debt securities, to determine, in particular, whether or not they will be subordinated, their terms and redemption price, which may be fixed or variable, with or without issuance premium, their duration (whether fixed or perpetual), their interest rate (in particular whether fixed or floating and whether zero coupon or indexed), and, if applicable, any mandatory or optional events of suspension or non-payment of interest, as well as, if necessary, the terms of subordination of the principal and/or interest, and their priority ranking, as well as the terms and conditions of redemption (including repayment in assets of the Company); if applicable, such securities may give the Company the right to issue debt securities (equivalent or otherwise) in payment of interest that has been suspended by the Company, or to take the form of complex debt instruments as defined by the stock market authorities (for example, due to their repayment terms or remuneration or other rights such as indexing or options); to modify the terms referred to above during the term of the relevant securities, in accordance with applicable formalities,
- in the event of capitalisation of reserves, profits, premiums, or other amounts, to determine the total and the type of amounts to be capitalised, to determine the number of new equity securities to be issued and/or the amount by which the nominal value of existing equity securities will be increased, set the date (which may be retroactive) as from which the new equity securities will bear rights or on which the increase in the nominal value of existing equity securities will be effective,
- to determine the conditions applicable to the payment of the shares,
- where applicable, to determine the terms for the exercise of rights (whether rights of conversion, exchange, or redemption, including by the delivery of Company assets such as treasury shares or already- issued transferable securities) attached to shares or transferable securities giving access to share capital and, in particular, to set the date, which may be retroactive, from which the new shares will bear rights, as well as any other terms and conditions of completion of the capital increase,
- to set the terms under which the Company will have, where applicable, the right to purchase or exchange on the stock market, at any time or during set periods, the securities that are issued or to be issued, immediately or in the future, whether or not with a view to cancelling such securities, taking into account applicable legal provisions,
- to provide for the option to suspend any exercise of rights attached to such securities in accordance with legal and regulatory provisions,
- to determine and make any adjustments to take into account the impact of transactions in the Company's share capital or shareholders' equity, particularly in the event of a change in the nominal value of the shares, a capital increase by capitalisation of reserves, profits or premiums, a free grant of shares to shareholders, a stock split or reverse stock split, a distribution of dividends, reserves or premiums or any other assets, a capital redemption, or any other transaction involving the share capital or shareholders' equity (including in the event of a tender offer and/or in the event of a change of control), and to determine, in accordance with applicable laws and regulations and, if applicable, with any contractual terms providing for other methods of preservation, any other means of ensuring, if applicable, the preservation of the rights of holders of rights or securities giving access to a portion of the Company's share capital (including through cash adjustments),
- to formally acknowledge the completion of the capital increases, make the corresponding amendments to the Articles of Association, and carry out all required publicity formalities and any formalities required for the admission to trading of the shares or securities so issued,
- at its own initiative, to charge the costs of a capital increase to the amount of the related issuance premiums and deduct from such amount the required sums for the legal reserve, and
- generally, enter into any agreement in order to carry out the proposed issuances successfully, to take any measures and

carry out any formalities useful for the issuance, listing, and financial administration of the securities issued under this delegation, as well as for the exercise of the rights attached thereto;

- 8) takes note that if the Board of Directors uses the delegation of competence granted to it in this resolution, it will report to the next Ordinary Shareholders' Meeting, in accordance with laws and regulations, on the use that it has made of the authorisations granted in this resolution;
- 9) resolves that the Board of Directors may not, without the prior authorisation of the General Shareholders' Meeting, use this delegation of competence once a tender offer for the Company's shares has been filed by a third party, and until the end of the offer period; and
- 10) resolves that this delegation cancels and supersedes, in respect of its unused portion (if any), the prior delegation of competence granted pursuant to the fourth resolution of the Combined General Meeting held on 29 October 2020.

Twenty-first resolution - Delegation of competence to be granted to the Board of Directors to increase the Company's capital through the issuance of shares and/or any securities granting immediate and/or future access to the Company's share capital or that of one of its subsidiaries via a public offering (other than offerings referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code); with shareholders' preferential subscription rights cancelled

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings, after reviewing the Board of Directors' report and the special report of the Statutory Auditors and in accordance with the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, in particular Articles L. 225-129, L. 225-129-2, L. 225-135, L.225-136, L. 228-91 *et seq.*, L. 22-10-51, L. 22-10-52 and L. 22-10-54 of the French Commercial Code:

- 1) delegates to the Board of Directors (which may further delegate this delegation of competence under the conditions set by law) for a period of twenty-six (26) months as from the date of this General Meeting the competence to decide to issue through a public offering other than the offerings referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, on one or more occasions, in the proportions and at the times it sees fit, with or without premium, whether for payment or free of charge, both in France and abroad (i) ordinary shares, (ii) any other securities that constitute equity securities governed by paragraph 1 of Article L. 228-92, paragraphs 1 and 3 of Article L. 228-93 or paragraph 2 of Article L. 228-94 of the French Commercial Code, including warrants to subscribe for autonomously issued new shares for payment or free of charge granting access by any means, immediately and/or in the future, to other equity securities (in particular ordinary shares of the Company that are existing or to be issued and conferring the same rights as the existing shares, subject, as appropriate, to their dividend entitlement date) of the Company or of a company of which it directly or indirectly holds more than half of the share capital or granting entitlement to the allocation of debt securities, or (iii) securities granting access by any means, immediately or in the future, to equity securities to be issued by the Company or by a company of which it directly or indirectly holds more than half of the capital, to be subscribed for in cash, or by offsetting receivables. The aforementioned securities shall be denominated in euros or, with respect to securities other than shares, in euros, in any other legal currency or in any unit of account established by reference to several currencies. This decision automatically entails, in favour of holders of securities that may be issued by companies of the Company's group, an express waiver by the Company's shareholders of their preferential subscription rights in respect of the shares or securities granting access to the Company's capital to which such securities give entitlement;
- 2) resolves to cancel shareholders' preferential subscription rights in respect of the equity securities issued in the framework of this delegation;
- 3) resolves that:
 - the aggregate nominal amount of the Company's shares that may be issued immediately and/or in the future pursuant to this delegation may not exceed two hundred and sixty million euros (€260,000,000) or the equivalent in any other currency or monetary unit established by reference to several currencies, increased, as the case may be, by the nominal amount of the capital increase necessary to preserve the rights of the holders of rights or securities granting future access to the Company's equity securities in accordance with legal and regulatory provisions and, as applicable, contractual provisions providing for other preservation methods; provided, however, that the nominal amount of the shares issued pursuant to resolutions 22 to 27 of this general meeting (exclusive of the preservation of rights) or any subsequent similar resolution (exclusive of the preservation of rights) and that any nominal amount issued under this delegation (exclusive of the preservation of rights) shall count against the aggregate capital increase limit defined in resolution 20 of this general meeting such that the nominal

aggregate amount of the capital increase that may result from resolutions 17 and 20 to 27 of this general meeting (excluding preservation of rights) or any subsequent similar resolution (excluding preservation of rights) does not exceed nine hundred and eleven million euros (€911,000,000) (excluding preservation of rights).

- the aggregate nominal amount of Company debt securities that may be issued pursuant to this delegation may not exceed one billion euros (€1,000,000,000) in all cases, or the equivalent of such amount in any other currency or any unit of account; provided, however, that the nominal amount of the Company debt securities issued immediately or in the future pursuant to resolutions 22, 24 and 25 shall count against the aggregate limit on debt securities defined in resolution 20 of this general meeting, such that aggregate nominal amount that is liable to result from resolutions 20 to 22, 24 and 25 of this general meeting does not exceed one billion five hundred million euros (€1,500,000,000).
 - this limit does not apply to debt instruments the issuance of which is decided or authorised by the Board of Directors in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code or to other debt instruments referred to in the last paragraph of Article L. 228-92, the last paragraph of Article L. 228-93 and the last paragraph of Article L. 228-94 of the French Commercial Code, and shall be increased, as appropriate, by any redemption premium above par value,
- 4) resolves that the Board of Directors may grant shareholders a priority subscription option on a firm or additional basis (*faculté de souscription par priorité à titre irréductible et/ou réductible*) over some or all of the issuance during the period and under the terms determined by the Board Directors, pursuant to the provisions of paragraph 5 of Article L. 22-10-51 of the French Commercial Code;
- 5) resolves that if the subscriptions, including those of the shareholders, as the case may be, do not cover the entire amount of the issuance, the Board of Directors may limit the amount of the transaction to the amount of subscriptions received, within the limits provided by applicable regulations as the case may be;
- 6) finds that this delegation automatically entails, in favour of holders of securities that are liable to be issued and granting access to the Company's capital, an express waiver by the shareholders of their preferential subscription rights in respect of the equity securities of the Company to which the securities issued pursuant to this delegation may give entitlement;
- 7) acknowledges that, pursuant to paragraph 1 of Article L. 22-10-52 of the French Commercial Code:
- this issue price of the directly issued shares shall comply with the regulatory provisions applicable on the date of the issuance (with a discount on the weighted average trading price over the last three trading days on the Euronext Paris regulated market preceding the commencement of the public offering which shall not exceed 10%), after, as the case may be, correcting such average in the event of a difference in dividend entitlement dates,
 - the issue price of the securities granting access to the capital and the number of shares to which conversion, redemption or, in general, the transformation of each security granting access to the share capital may grant entitlements, will be such that the sum immediately received by the Company, plus where applicable, any sum that may be subsequently received by the Company is, in respect of each share issued as a result of the issuance of such securities, at least equal to the minimum subscription price defined in the previous paragraph;
- 8) resolves that the Board of Directors shall have full powers to, with the authority to further delegate such powers as provided for by law, implement this delegation, and in particular to:
- decide on the issuance and the terms of the issuances, and in particular the amount, the dates, the subscription price, the amount of the premium that may be requested upon issuance, the payment terms, the dividend entitlement date, the characteristics, and the terms and conditions applicable to securities to be issued immediately or in the future, if necessary, the terms for buying them back or exchanging them, as well as the conditions in which they will give entitlement to securities (whether existing or to be issued) of the Company or a subsidiary,
 - when the securities represent or are associated with debt claims, determine, in particular, whether or not they are subordinated, their terms and repayment price, which may be fixed or variable, with or without premium, their fixed or indefinite term, their interest rate and, where applicable, mandatory or optional cases of suspension or non-payment of interest, as well as, if necessary, the terms and conditions for subordinating the principal and/or interest and their priority ranking as well as the terms and methods for repayment; as the case may, these securities may provide the Company with

the option of issuing debt instruments (equivalent or otherwise) in payment of interest the payment of has been suspended by the Company, or take the form of complex bonds as understood by the stock market authorities (for example, due to their repayment of remuneration terms, or other rights such as indexing or options); modifying the aforementioned terms, during the lifespan of the relevant securities, in accordance with the applicable formalities,

- determine the terms applicable to the paying-up of shares,
 - set, where appropriate, the conditions governing the exercise of rights (conversion, exchange, redemption, including through the delivery of Company assets such as treasury shares or securities already issued by the Company) attached to the shares or securities granting access to the share capital and, in particular, setting the date (which may be retroactive) from which the new shares will bear rights, as well as any other terms and conditions governing the completion of the capital increase,
 - set the terms and conditions according to which the Company may, as the case may be, purchase or exchange on the stock markets, at any time or at predetermined periods, the securities issued or to be issued immediately or in the future in order to cancel them (or not), taking into account applicable legal provisions,
 - provide for the ability to, as the case may be, suspend the exercise of the rights attached to such securities in compliance with legal and regulatory provisions,
 - determine and make any adjustments intended to take into account the impact of transactions on the Company's share capital or shareholders' equity, particularly in the event of a change in the nominal value of the shares, a division or consolidation of securities, a distribution of dividends, reserves or premiums or any other assets, capital redemption, or any other transaction involving the capital or shareholders' equity, and determine, in accordance with legal and regulatory provisions and any contractual provisions providing for other cases preservation methods, if any, the terms and conditions whereby the rights of holders of rights or securities giving access to a percentage of the Company's share capital in the future are preserved,
 - acknowledge the completion of the capital increases, amend the articles of association accordingly and carry out all required publicity formalities, proceed with any formality required for a market listing application in respect of the shares or securities issued thereby,
 - at its own initiative, charging the costs of the share capital increase to the amount of the related premiums, and withhold the necessary sums from this amount in order to fund the legal reserve,
 - generally take any necessary measures, carry out all formalities and enter into all agreements to arrive out the completion of the proposed issuances;
- 9) resolves that this delegation cancels, with respect to the unused portion, if any, the prior delegation having the same purpose granted by the General Meeting of 8 July 2020 in the fourteenth resolution;
- 10) resolves that the Board of Directors may not, without the prior authorisation of the General Meeting, use this delegation of competence once a public offer for the Company's shares has been filed by a third party and until the end of the offering period.

Twenty-second resolution - Delegation of competence to be granted to the Board of Directors to increase the Company's share capital through the issuance of shares and any securities granting future and/or immediate access to the Company's share capital or that of one of its subsidiaries pursuant to an offering referred to in paragraph 1 of article L. 411-2 of the French Monetary and Financial Code; with shareholders' preferential subscription rights cancelled

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings, after reviewing the Board of Directors' report and the special report of the Statutory Auditors and in accordance with the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, in particular Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 228-91 *et seq.*, L. 22-10-51 and L. 22-10-52 and Article L. 411-2, 1° of the Monetary and Financial Code:

- 1) delegates to the Board of Directors (which may further delegate this authority under the conditions set by law) for a period of twenty-six months (26) as from the date of this general meeting the competence to decide to issue within the framework of an offering referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, on one or more occasions, in

the amounts and at the times it sees fit, with or without premium, whether for payment or free of charge, both in France and abroad (i) ordinary shares, (ii) any other securities that constitute equity securities governed by paragraph 1 of Article L. 228-92, paragraphs 1 and 3 of Article L. 228-93 or paragraph 2 of Article L. 228-94 of the French Commercial Code, including warrants to subscribe for autonomously issued new shares for payment or free of charge granting access by any means, immediately or in the future, to other equity securities (in particular ordinary shares of the Company that are existing or are to be issued and conferring the same rights as the existing shares, subject, as appropriate, to their dividend entitlement date) of the Company or of a company of which it directly or indirectly holds more than half of the share capital or granting entitlement to the allocation of debt securities, or (iii) securities granting access by any means, immediately or in the future, to equity securities to be issued by the Company or by a company of which it directly or indirectly holds more than half of the capital, to be subscribed for in cash or by offsetting receivables. The aforementioned securities shall be denominated in euros or, with respect to securities other than shares, in euros, in any other legal currency or in any unit of account established by reference to several currencies. This decision automatically entails, in favour of holders of securities that may be issued by companies of the Company's group, an express waiver by the Company's shareholders of their preferential subscription rights in respect of the shares or securities granting access to the Company's capital to which such securities give entitlement;

- 2) resolves to cancel shareholders' preferential subscription rights in respect of the equity securities issued in the framework of this delegation;
- 3) resolves that:
 - the aggregate nominal amount of the Company's shares that may be issued immediately and/or in the future pursuant to this delegation may not exceed two hundred and sixty million euros (€260,000,000) in all cases or the equivalent in any other currency or monetary unit established by reference to several currencies, increased, as the case may be, by the nominal amount of the capital increase necessary to preserve the rights of the holders of rights or securities granting future access to the Company's equity securities in accordance with legal and regulatory provisions and, as applicable, contractual provisions providing for other preservation methods; provided, however, that the nominal amount of the shares issued pursuant to resolutions 21 and 23 to 27 of this general meeting (exclusive of the preservation of rights) or any subsequent similar resolution (exclusive of the preservation of rights) shall count against such amount and that any nominal amount issued pursuant to this delegation (exclusive of the preservation of rights) shall count against the aggregate capital increase limit defined in resolution 20 of this general meeting such that the aggregate nominal amount of the capital increase that may result from resolutions 17 and 20 to 27 of this meeting or any subsequent similar resolution does not exceed nine hundred and eleven million euros (€911,000,000) (excluding preservation of rights);
 - the aggregate nominal amount of Company debt securities that may be issued pursuant to this delegation may not exceed one billion euros (€1,000,000,000) in all cases, or the equivalent of such amount in any other currency or any unit of account; provided, however, that the nominal amount of the securities representing receivables against the Company issued immediately or in the future pursuant to resolutions 21, 24 and 25 and any nominal amount of debt securities issued pursuant to this delegation shall count against the aggregate limit on debt securities defined in resolution 20 of this general meeting, such that aggregate nominal amount that is liable to result from resolutions 20 to 22, 24 and 25 of this general meeting does not exceed one billion five hundred million euros (€1,500,000,000);
- 4) resolves that if the subscriptions, including those of the shareholders, as the case may be, do not cover the entire amount of the issuance, the Board of Directors may limit the amount of the transaction to the amount of subscriptions received, within the limits provided for by regulation as applicable;
- 5) finds that this delegation automatically entails, in favour of holders of securities that are liable to be issued and granting access to the Company's capital, an express waiver by the shareholders of their preferential subscription rights in respect of the equity securities of the Company to which the securities issued pursuant to this delegation may give entitlement;
- 6) acknowledges that, pursuant to paragraph 1 of Article L. 22-10-52 of the French Commercial Code:
 - the issue price of the directly issued shares shall comply with the regulatory provisions applicable on the date of the issuance (with a discount on the weighted average trading price over the last three trading days on the Euronext Paris regulated market preceding the commencement of the public offering which shall not exceed 10%), after, as the case may be, correcting such average in the event of a difference in dividend entitlement dates,

- the issue price of the securities granting access to the capital and the number of shares to which conversion, redemption or, in general, the transformation of each security granting access to the share capital may grant entitlements, will be such that the sum immediately received by the Company, plus where applicable, any sum that may be subsequently received by the Company is, in respect of each share issued as a result of the issuance of such securities, at least equal to the minimum subscription price defined in the previous paragraph;
- 7) resolves that the Board of Directors shall have full powers (with the authority to further delegate such powers as provided for by law) to implement this delegation, and in particular to:
- decide on the issuances and the terms of the issuances, and in particular the amount, the dates, the subscription price, the amount of the premium that may be requested upon issuance, the payment terms, the dividend entitlement date, the characteristics, and the terms and conditions applicable to securities to be issued immediately or in the future, if necessary, the terms for buying them back or exchanging them, as well as the conditions in which they will give entitlement to securities (whether existing or to be issued) of the Company or a subsidiary,
 - when the securities represent or are associated with debt claims, determine, in particular, whether or not they are subordinated, their terms and redemption price, which may be fixed or variable, with or without premium, their fixed or indefinite term, their interest rate and, where applicable, mandatory or optional cases of suspension or non-payment of interest, as well as, if necessary, the terms on subordinating the principal and/or interest and their priority ranking as well as the terms and methods for repayment; as the case may, these securities may provide the Company with the option of issuing debt instruments in payment of interest the payment of has been suspended by the Company, or take the form of complex bonds as understood by the stock market authorities (for example, due to their redemption of remuneration terms, or other rights such as indexing or options); modifying the aforementioned terms during the lifespan of the relevant securities in accordance with the applicable formalities,
 - determine the terms applicable to the paying-up of shares,
 - set, where appropriate, the conditions governing the exercise of rights (conversion, exchange, redemption, including through the delivery of Company assets such as treasury shares or securities already issued by the Company) attached to the shares or securities granting access to the share capital and, in particular, setting the date (which may be retroactive) from which the new shares will bear rights, as well as any other terms and conditions governing the completion of the capital increase,
 - set the terms and conditions according to which the Company may, as the case may be, purchase or exchange on the stock market, at any time or at predetermined periods, the securities issued or to be issued immediately or in the future in order to cancel them (or not), taking into account applicable legal provisions,
 - provide for the ability to, as the case may be, suspend the exercise of the rights attached to such securities in compliance with legal and regulatory provisions,
 - determine and make any adjustments intended to take into account the impact of transactions on the Company's share capital or shareholders' equity, particularly in the event of a change in the nominal value of the shares, a division or consolidation of securities, a distribution of dividends, reserves or premiums or any other assets, a capital redemption, or any other transaction involving the capital or shareholders' equity, and determine the terms and conditions whereby the rights of holders of rights or securities giving access to a percentage of the Company's share capital in the future are preserved in accordance with legal and regulatory provisions and any contractual provisions providing for other preservation methods, if any,
 - officially acknowledge the completion of the capital increases, amend the articles of association accordingly, carry out all required publicity formalities, and proceed with any required formality for an application to list the shares or securities thus issued on the market,
 - at its own initiative, charging the costs of the share capital increase against the amount of the related premiums, and withhold the necessary sums from this amount in order to fund the legal reserve,
 - generally take any necessary measures, carry out all formalities and enter into all agreements to arrive out the completion of the proposed issuances;

- 8) resolves that this delegation cancels, with respect to the unused portion (if any), the prior delegation having the same purpose granted by the General Meeting of 8 July 2020 in the fifteenth resolution;
- 9) resolves that the Board of Directors may not, without the prior authorisation of the General Meeting, use this delegation of competence once a public offer for the Company's shares has been filed by a third party, until the end of the offering period.

Twenty-third resolution - Delegation to be granted to the Board of Directors to issue shares and/or any securities granting future and/or immediate access to the Company's share capital as compensation for contributions in kind made up of shares or securities granting access to the Company's share capital

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to extraordinary general meetings, after reviewing the Board of Directors' report and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-147, L. 22-10-53 and 228-91 of the French Commercial Code:

- 1) authorises the Board of Directors (which may further delegate this authorisation under the conditions set by law) for a period of twenty-six (26) months as from the date of this general meeting to proceed with a capital increase, on one or more occasions, through the issuance of ordinary shares of the Company and/or securities governed by paragraph 1 of Article L. 228-92, paragraphs 1 and 3 of Article L. 228-93 or paragraph 2 of Article L. 228-94 of the French Commercial Code granting access by any means, immediately and/or in the future, to equity securities of the Company or of a company of which it directly or indirectly holds more than half of the share capital in view of paying for contributions in kind extended to the Company and made up of equity securities or securities granting access to the capital, when the provisions of Article L. 22-10-54 of the French Commercial Code do not apply;
- 2) resolves to cancel, as may be necessary and in favour of holders of equity securities or securities granting access to the capital that are the subject matter of the contributions in kind, shareholders' preferential subscription rights to the equity securities issued in the framework of this delegation;
- 3) resolves that the aggregate nominal amount of the shares that may be issued immediately or in the future pursuant to this delegation is set at 10% of the share capital as assessed on the date of the decision of the Board of Directors deciding on the issuance and shall count against the limit on capital increases with shareholders' preferential subscription rights cancelled set by resolutions 21, 22 and 24 to 27 of this general meeting and against the aggregate capital increase limit defined by resolution 20 of this general meeting such that the amount of the capital increase that may result from resolutions 17 and 20 to 27 of this general meeting or any subsequent similar resolution does not exceed nine hundred and eleven million euros (€911,000,000) (exclusive of the preservation of rights);
- 4) delegates all powers to the Board of Directors (with the ability to further delegate such powers as provided for by law) to implement this resolution, and in particular to:
 - decide to issue ordinary shares and/or securities as compensation for the contributions,
 - determine all the terms and conditions applicable to authorised transactions, the list of securities contributed, the terms and conditions and the number of securities to be issued as compensation for the contributions, the entitlement date of the securities to be issued, and to modify the aforementioned terms during the lifespan of the relevant securities, in accordance with the applicable formalities,
 - approve the evaluation of the contributions, set the terms of the issuance of the shares and/or securities serving as compensation for the contributions, and, as the case may be, the amount of the balancing payment (*soulte*) to be paid, approve the grant of special benefits, and reduce, if the contributors consent thereto, the evaluation of the contributions or the remuneration of the special benefits,
 - as the case may be, make any charge against the issue premiums, and, in particular all of the expenses incurred in connection with the share capital increase and the amounts necessary to increase the legal reserve,
 - set the terms and conditions according to which the Company may, as the case may be, purchase or exchange on the stock market, at any time or at predetermined periods, the securities granting access to the capital in order to cancel them (or not), taking into account legal provisions,

- provide for the possibility of suspending the exercise of rights attached to shares or securities giving access to the capital in accordance with legal and regulatory provisions,
 - determine and make any adjustments intended to take into account the impact of transactions on the Company's share capital or shareholders' equity, notably in the event of a change in the nominal value of the shares, a division or consolidation of securities, a distribution of dividends, reserves or premiums or any other assets, a capital redemption, or any other transaction involving the capital or shareholders' equity, and determine, in accordance with legal and regulatory provisions and any contractual provisions providing for other preservation methods, if any, the terms and conditions pursuant to which the rights of holders of rights or securities granting future access to a share of the Company's share capital are preserved,
 - officially acknowledge the definitive completion of the capital increases carried out, amend the articles of association accordingly and carry out all required formalities, and in particular the formality required for a market listing application in respect of the shares or securities issued thereby, declarations and more generally do all that will be necessary;
- 5) resolves that this delegation cancels, with respect to the unused portion (if any), the prior delegation having the same purpose granted by the Combined General Meeting of 8 July 2020 in the sixteenth resolution;
- 6) resolves that the Board of Directors may not, without the prior authorisation of the General Meeting, use this delegation of competence once a public offering for the Company's shares has been filed by a third party, until the end of the offering period.

Twenty-fourth resolution - Delegation of competence to be granted to the Board of Directors to increase the number of shares to be issued in the event of a capital increase; with shareholders' preferential subscription rights maintained or cancelled

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to extraordinary general meetings, after reviewing the Board of Directors' report and the special report of the Statutory Auditors and pursuant to the provisions of articles L. 225-129-2 and L. 228-135-1 of the French Commercial Code:

- 1) delegates to the Board of Directors (which may further delegate this delegation under the conditions set by law) for a period of twenty-six (26) months as from the date of this general meeting the authority to increase the number of shares to be issued in the event of an increase in the Company's share capital (with shareholders' preferential subscription rights maintained or cancelled) at the same price as the price applied to the initial issuance, within the periods and limitations provided for by legislation applicable on the date of the issuance (at the date hereof, within 30 days of the closing of the subscription period and within the limit of 15% of the initial issuance), and within the limits of the amounts set by the general meeting, notably in view of granting an over-allotment option in accordance with market practice;
- 2) resolves that this delegation cancels, with respect to the unused portion (if any), the prior delegation having the same purpose granted by the General Meeting of 8 July 2020 in the seventeenth resolution;
- 3) resolves that the Board of Directors may not, without the prior authorisation of the General Meeting, use this delegation of competence once a public offering for the Company's shares has been filed by a third party, until the end of the offering period.

Twenty-fifth resolution - Authorisation to be granted to the Board of Directors to set the issue price in the event of a capital increase via a public offering including an offering referred to in paragraph 1 of article L. 411-2 of the French Monetary and Financial Code in respect of equity securities to be issued immediately or in the future within the limit of 10% of the Company's share capital per year; with shareholders' preferential subscription rights cancelled

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to extraordinary general meetings, after reviewing the Board of Directors' report and the special report of the Statutory Auditors and pursuant to the provisions of paragraph 2 of Article L. 22-10-52 of the French Commercial Code, and insofar as the equity securities to be issued immediately or in the future are equivalent to equity securities admitted to trading on a regulated market:

- 1) authorises the Board of Directors (which may further delegate this authority under the conditions set by law) for a period of twenty-six (26) months starting on the date of this general meeting, for each of the issuances of securities decided pursuant to resolutions 21 and 22 and within a limit of 10% of the share capital (it being specified that such capital shall be assessed on the date of the Board of Directors' decision setting the issuance price) per twelve-month period, to determine the issuance price by way or derogation to regulations applicable at the time this authorisation is used (i.e., as of the date hereof, by Article R. 225-119 of the French Commercial Code) and to set the issuance price of the equity securities to be issued immediately or in the

future, via a public offering or by one of the offerings referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, in accordance with the following terms and conditions: a) for those equity securities to be issued immediately, the Board of Directors can choose between the following two options: an issue price equal to the average share prices recorded over a period of six months preceding the commencement of the offer to the public or an issue price equal to the weighted average market price on the day preceding the commencement of the offer to the public (1 day VWAP), which may be decreased by a maximum discount of 10%), b) for those of securities that grant immediate or future access to the share capital, the issue price will be set such that the sum the Company receives immediately plus the amount it could potentially receive in the future is at least equal to, for each share, the amount referred to in part a) above;

- 2) acknowledges that, if the Board of Directors makes use of this authorisation, it will draw up an additional report certified by the Statutory Auditors and describing the final terms of the transaction and providing an assessment of the actual impact on the shareholder's situation;
- 3) resolves that the Board of Directors shall have all powers to implement this resolution under the conditions set forth in the resolution pursuant to which the issuance is decided;
- 4) authorises the Board of Directors to generally take any relevant measures, carry out all formalities and enter into all agreements in order to successfully complete the issuances;
- 5) resolves that this delegation cancels, in respect of the unused portion (if any), the prior delegation having the same purpose granted by the General Meeting of 8 July 2020 the eighteenth resolution;
- 6) resolves that the Board of Directors may not, without the prior authorisation of the General Meeting, use this delegation of competence once a public offering for the Company's shares has been filed by a third party, until the end of the offering period.

Twenty-sixth resolution - Delegation of competence to be granted to the Board of Directors to issue shares and securities of the Company granting access to the Company's share capital in the event of a public exchange offer initiated by the Company; with shareholders' preferential subscription rights cancelled

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to extraordinary general meetings, after reviewing the Board of Directors' report and the special report of the Statutory Auditors and deciding in accordance with Articles L. 225-129 to L. 225-129-6, L. 228-92 *et seq.* and L. 22-10-54 of the French Commercial Code:

- 1) delegates to the Board of Directors for a period of twenty-six (26) months as from the date of this general meeting the authority to decide to issue ordinary shares of the Company and/or securities governed by paragraph 1 of Article L. 228-92, paragraphs 1 and 3 of Article L. 228-93 or paragraph 2 of Article L. 228-94 of the French Commercial Code granting access by any means, either immediately or in the future, to shares to be issued by the Company in order to pay for securities tendered in a public exchange offer initiated by the Company, in France or abroad in accordance with local law, with respect of the securities of another company whose shares are admitted to trading on a regulated market as described in Article L. 22-10-54 of the French Commercial Code;
- 2) resolves to cancel shareholders' preferential rights to the equity securities issued under this delegation;
- 3) resolves that the aggregate nominal amount of the capital increases that could be carried out immediately and/or in the future pursuant to this delegation may not exceed two hundred and sixty million euros (€260,000,000) in all cases or the equivalent in any other currency or monetary unit established with reference to several currencies, increased, as appropriate, by the nominal amount of the capital increase necessary to preserve the rights of the holders of securities giving future access to the Company's shares in accordance with legal and regulatory provisions and any contractual provisions setting other preservation methods; provided, however, that the nominal amount of the shares issued pursuant to resolutions 21 to 25 and 27 of this general meeting and any nominal amount issued pursuant to this delegation (exclusive of the preservation of rights) shall count against the maximum share capital increase limit set by resolution 20 of this general meeting such that the amount of the share capital increase that may result from resolutions 17 and 20 to 27 of this general meeting or any subsequent similar resolution does not exceed nine hundred and eleven million euros (€911,000,000) (exclusive of the preservation of rights);
- 4) resolves that the Board of Directors shall have full powers (and may further delegate such powers under the conditions set by law) to implement this resolution, and in particular to:

- set the exchange ratio as well as any cash balancing payment (*soulte*), as applicable,
 - officially acknowledge the number of securities tendered in the exchange,
 - determine the price, terms, issue dates, the dividend entitlement dates, and the payment terms as well as the form and characteristics of the securities to be issued,
 - suspend, as the case may be, the exercise of the rights attached to the securities to be issued in the cases and within the limits provided for by regulatory and contractual provisions, and, as applicable, postpone the same, and officially acknowledge the completion of the resulting share capital increase, as applicable,
 - make any adjustments in order to take into account the impact of the transaction on the Company's share capital and set the terms and conditions pursuant to which the rights of holders of rights or securities granting access to the share capital will be preserved in accordance with legal and regulatory provisions and contractual stipulations, and make any corresponding amendments to the articles of association,
 - record on the liabilities side of the balance sheet, in an account entitled "contribution premium", the difference between the issue price of the new shares and their nominal value, charge to such "contribution premium" account all of the costs and fees incurred in connection with the offering, and
 - officially acknowledge the completion of the share capital increases, amend the articles of association accordingly and carry out all the required publicity formalities, proceed with any formality required for a market listing application in respect of the shares or securities issued thereby,
 - generally take any relevant measures, carry out all formalities and enter into all agreements to achieve the successful completion of the proposed transactions;
- 5) resolves that this delegation cancels, in respect of the unused portion (if any), the prior delegation having the same purpose granted by the General Meeting held on 8 July 2020 in the nineteenth resolution;
- 6) resolves that the Board of Directors may not, without the prior authorisation of the General Meeting, use this delegation of competence once a public offer for the Company's shares has been filed by a third party, until the end of the offering period.

Twenty-seventh resolution - Delegation of competence to be granted to the Board of Directors to issue shares of the Company subsequent to the issuance by the Company's subsidiaries of securities granting access to the Company's share capital; with shareholders' preferential subscription rights cancelled

The General Meeting, deliberating in accordance with the quorum and majority requirements applicable to extraordinary general meetings, after reviewing the Board of Directors' report and the special report of the Statutory Auditors and deciding in accordance with the provisions of Articles L. 225-129 *et seq.*, in particular Article L. 225-129-2, Article L. 228-93 of the French Commercial Code:

- 1) delegates to the Board of Directors (which may further delegate this authorisation under the conditions set by law) for a period of twenty-six (26) months as from the date of this general meeting the authority to decide to issue new Company shares (with the exception of preferred shares) granting rights to securities issued by one or more companies of which the Company directly or indirectly holds more than half of the share capital (the "Subsidiaries");
- 2) resolves to cancel shareholders' preferential rights to the securities issued under this delegation;
- 3) resolves that the aggregate nominal amount of the share capital increases that could be carried out immediately and/or in the future by virtue of this delegation shall not exceed two hundred and sixty million euros (€260,000,000), in all cases increased, as the case may be, by the nominal amount of the capital increase necessary to preserve the rights of the holders of rights or securities granting future access to the Company's shares in accordance with legal and regulatory provisions and any contractual provisions setting other preservation methods; provided, however, that the nominal amount of the shares issued pursuant to resolutions 21 to 26 and any nominal amount issued pursuant to this delegation (exclusive of the preservation of rights) shall count against the maximum share capital increase limit set by resolution 20 of this general meeting, such that the amount of the share capital increase that may result from resolutions 17 and 20 to 27 of this general meeting or any subsequent

similar resolution does not exceed nine hundred and eleven million euros (€911,000,000) (exclusive of the preservation of rights);

- 4) acknowledges that these securities may only be issued by the Subsidiary(ies) if the Company's Board of Directors agrees and may, in accordance with the terms of Article L. 228-93 of the French Commercial Code, grant immediate or future access to Company shares, at any time or on a set date, through subscription, conversion, exchange, redemption, warrant submission or any other means, and be issued on one or more occasions in France, on foreign and/or international markets, either in euros or in any other currency or monetary unit established with reference to several currencies, with or without a premium, free of charge or against payment;
- 5) acknowledges that the amount paid upon the issuance or that may potentially be paid to the Company at a later date must be, in respect of each share issued as a result of the issuance of the securities referred to in paragraph 1 above, compliant with the regulatory provisions applicable on the date of the issuance (with a discount on the weighted average of the share prices recorded on the Euronext Paris regulated market during the last three trading days preceding the commencement of the public offering which shall not exceed 10%), after adjusting such amount, as appropriate, to take into account the difference in dividend entitlement date;
- 6) resolves that the Board of Directors shall have all powers under the terms set by law to implement this resolution, in agreement with the boards of directors, management boards or other competent management bodies of the Subsidiaries issuing the securities referred to in this resolution and, in particular, to:
 - set the amount to be issued,
 - define the terms and conditions of issuance and the category of securities to be issued,
 - set the dividend entitlement date (which may be retroactive) of the ordinary shares to be issued,
 - make any adjustments in order to take into account the impact of the transaction on the Company's share capital and to set the terms according to which the rights of holders of rights or securities granting access to the share capital will be preserved in accordance with the legal and regulatory provisions and contractual provisions, and make any corresponding amendments to the articles of association,
 - acknowledge the completion of the share capital increases, amend the articles of association accordingly and carry out all required publicity formalities, proceed with any formality required for a market listing application in respect of the shares or securities issued thereby,
 - at its own initiative, charge the costs of the share capital increase against the amount of related premiums, and withhold from such amount the necessary sums in order to fund the legal reserve,
 - generally take any relevant measures, carry out all formalities and enter into all agreements to achieve the successful completion of the proposed issuances;
- 7) resolves that this delegation cancels, in respect of the unused portion (if any), the prior delegation having the same purpose granted by the General Meeting held on 8 July 2020 in the twentieth resolution;
- 8) resolves that the Board of Directors may not, without the prior authorisation of the General Meeting, use this delegation of competence once a public offering for the Company's shares has been filed by a third party, until the end of the offering period.

SUPPLEMENTARY REPORT OF THE BOARD OF DIRECTORS

Dear Shareholders, we inform you that this supplementary report (the “**Supplementary Report**”) supplements the Report of the Board of Directors dated 10 May 2021 (the “**Report**”), in order to present certain amendments and new resolutions submitted by your Board of Directors to your General Meeting, which are not included in the Report.

This Supplementary Report is intended to present the important points of the draft resolutions. This Supplementary Report does not claim to be exhaustive; it is therefore essential that you read the text of the draft resolutions carefully before exercising your voting rights.

Your attention is drawn to the fact that this Supplementary Report complements and modifies the Report on the following points:

- Concerning **resolution 3**, relating to the appropriation of the result of the financial year and the determination of the dividend, your attention is drawn to the fact that you are offered for the whole of your annual dividend, an option for the payment of this dividend in cash or in new shares.

In the event that you exercise your option to receive payment in new shares, the price of the share delivered in payment of the dividend will be equal to 90% of the average of the prices quoted during the twenty trading days preceding the date of the General Meeting, less the net amount of the dividend, rounded up to two decimal places, if necessary, in accordance with the provisions of Article L. 232-19 of the French Commercial Code.

If the amount of the net dividend for which the shareholder has exercised the option does not correspond to a whole number of shares, the shareholder may obtain the next lower whole number of shares plus a cash balance (“*soulte*”).

Shareholders who wish to opt for the payment of the dividend in shares will have from 4 August 2021 through 25 August 2021 to make their request to the financial intermediaries authorised to pay the said dividend or, for shareholders registered in the pure registered accounts held by the company, with its agent (BNP Paribas Securities Services). Consequently, any shareholder who has not opted for payment of the dividend in shares by the end of this period will receive payment of the dividend in cash.

For shareholders who opt for a cash payment, the amounts due to them will be paid on 31 August 2021.

The delivery of the new shares for shareholders who have opted for the payment of the dividend in shares will take place on the day of the payment of the dividend in cash, i.e. on 31 August 2021.

The shares issued in payment of the dividend will carry immediate dividend rights.

- With regard to **resolution 17**, it is specified that the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this resolution will be deducted from the overall capital increase limit of nine hundred and eleven million euros (€911 000 000) provided for in resolution 20 submitted to you, as presented below, and which replaces the limit provided for in resolution 4 of the general meeting of 29 October 2020.
- With regard to resolution 20 on formalities, it is indicated that this resolution is in fact **resolution 28** submitted to the General Meeting.

The other resolutions presented in the report have not been modified.

The following new resolutions are also submitted for your vote:

ON THE EXTRAORDINARY PART OF THE ANNUAL GENERAL SHAREHOLDERS' MEETING

Delegations and financial authorisations

Issuance of securities with and without preferential subscription rights, notably via a public offering or an offering referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code (only available for use outside public offering periods)

(Twentieth, twenty-first and twenty-second resolutions)

Resolution 20 proposes to the shareholders to replace the delegation of competence granted by the Combined General Meeting held on 29 October 2020 in its fourth resolution, which was used for an amount of €163,092,770, by a new delegation granting the Board of Directors for a new twenty-six month period the authority to decide to carry out, on one or more occasions, the issuance of, in any currency and on any financial market and **with shareholders' preferential subscription rights maintained**, ordinary shares and any other securities granting immediate and/or future access to the Company's ordinary shares (bonds convertible or redeemable for shares, shares with attached warrants, or bonds with redeemable warrants, etc.) or those of a company of which it directly or indirectly owns more than half the share capital, within the limit of an aggregate nominal capital increase amount of **nine hundred and eleven million euros (€911,000,000) (exclusive of the preservation of rights) representing approximately 35% of the share capital at 30 June 2021** and a nominal amount of one billion five hundred million euros (€1,500,000,000) (or its equivalent in any other currency) in respect of debt securities.

This delegation also enables capital increases via the capitalisation of reserves, profits or issue premiums and free grants of warrants to be carried out.

The nominal amount of the capital increase of nine hundred and eleven million euros (€911,000,000) constitutes **an overall limit** against which the nominal amount of the capital increase that could be issued without preferential rights pursuant to **resolutions 21 to 27**, as well as the resolution 17, would be counted.

The nominal amount of debt securities that may be issued pursuant to **resolutions 21, 22, 24 and 25** counts against the one billion five hundred million euros (€1,500,000,000) nominal amount set in respect of debt securities.

In **resolutions 21 and 22**, it is proposed to the shareholders to delegate to the Board of Directors the competence to proceed with the issuance of, on one or more occasions, the securities referred to in **resolution 20** for the same duration (but with shareholders' preferential subscription rights cancelled) via a public offering in France or abroad (**resolution 21**) or via an offering referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, i.e., an offering of financial instruments or equity interests addressed exclusively to a limited circle of investors acting on their own account or to qualified investors (**resolution 22**), with the ability to grant to shareholders a priority period in the case of a public offering, within the limit, for each resolution, of an aggregate capital increase amount of **two hundred and sixty million euros (€260,000,000) (exclusive of the preservation of rights) representing approximately 10% of the share capital at 30 June 2021** and a nominal amount of one billion euros (€1,000,000,000) (or its equivalent in any other currency) in respect of debt securities.

Resolution 21 would cancel and replace the delegation of the same nature granted by the General Meeting held on 8 July 2020 in the fourteenth resolution, which was not used.

Resolution 22 would cancel and replace the delegation of the same nature granted by the General Meeting held on 8 July 2020 in the fifteenth resolution, which was not used.

The nominal capital increase amount of two hundred and sixty million euros (€260,000,000) which applies to each of these two resolutions would constitute **a cap for issuances without preferential subscription rights** that could be carried out under **resolutions 21 to 27**. This nominal amount would count against the aggregate cap on capital increases that could be carried out with preferential subscription rights pursuant to **resolution 20**.

The nominal amount of the debt securities that could be issued through issuances with preferential subscription rights cancelled shall count against the aggregate cap on debt securities set in respect of issuances with preferential subscription rights maintained such that the aggregate nominal amount of the debt securities that could result from the issuances with and without preferential subscription rights does not exceed one billion five hundred million euros (€1,500,000,000).

The ability to issue these securities without preferential subscription rights would allow the Board of Directors to more rapidly seize issuance opportunities in light of the evolution of the financial markets, the Group's strategy and its financing needs – notably for new acquisitions – or to be able to issue on French and international financial markets simultaneously without scheduling restrictions.

The issue price for the shares issued without preferential subscription rights on the basis of these authorisations will be at least equal to the weighted average trading price over the last three trading days on the regulated market of Euronext Paris preceding the commencement of the public offering, less, as the case may be, a discount of no more than 10%.

The Board of Directors may use these delegations of competence at any time. However, if a third party files a public offering covering the Company's shares, the Board of Directors may not, during the entirety of the offering period, decide to implement this delegation of competence without the General Meeting's prior authorisation.

Capital increases to provide compensation for contributions in kind (only available for use outside public offering periods)

(Twenty-third resolution)

In **resolution 23**, the Board of Directors proposes that shareholders cancel the prior authorisation granted by the Combined General Meeting held on 8 July 2020 in the sixteenth resolution and to renew such authorisation consisting of the General Meeting delegating to the Board of Directors the powers to carry out capital increases intended to provide, outside the context of a public exchange offer, compensation for contributions in kind relating to equity securities or securities granting access to the capital.

The existing authorisation was not used during the financial year ended 31 March 2021.

Under the new authorisation, capital increases would remain limited to 10% of the share capital, and if this authorisation was used, the Board of Directors would decide on the basis of a report by a contribution auditor as provided for by law.

This maximum capital increase amount referred to in this resolution would not be independent and would count against the two hundred and sixty million euros (€260,000,000) limit on capital increases without preferential subscription rights and against the aggregate capital increase limit of nine hundred and eleven million euros (€911,000,000).

This authorisation would be valid for 26 months.

The Board of Directors may use this delegation of competence at any time. However, if a third party files a public offering covering the Company's shares, the Board of Directors may not, during the entirety of the offering period, decide to implement this delegation of competence without the General Meeting's prior authorisation.

Increase of the amount of the initial issuance (only available for use outside public offering periods)

(Twenty-fourth resolution)

Pursuant to legal provisions, for each of the issues decided under **resolutions 20 to 22 and 25 to 27**, the delegation provided for in **resolution 24** would allow the Board of Directors to increase, within 30 days of the closing of the subscription period, the amount of the initial issuance by up to 15% of such initial issuance and within the limits of the caps provided for in **resolutions 20 to 22 and 25 to 27**, as the case may be, if the Board observes excess demand. This option is desirable in a context of volatile market conditions and allows the Board to exercise over-allotment options.

If the Board of Directors decides to use these resolutions, in accordance with the provisions of Article R. 225-116 of the French Commercial Code, the final terms of the transactions and their impact will be the subject of additional reports by the Board of Directors and the Statutory Auditors.

The Board of Directors may use this delegation of competence at any time. However, if a third party files a public offering covering the Company's shares, the Board of Directors may not, during the entirety of the offering period, decide to implement this delegation of competence without the General Meeting's prior authorisation.

Capital increase with shareholders' preferential subscription rights cancelled for a price freely set by the Board of Directors (only available for use outside public offering periods)

(Twenty-fifth resolution)

In **resolution 25**, the General Meeting delegates to the Board of Directors the competence to set the issue price in the event of an issuance under **resolutions 21 and 22** of ordinary shares and/or securities with preferential subscription rights cancelled.

It is proposed that the General Meeting authorises the Board of Directors to decide to set the issue price of the equity securities to be issued immediately or in the future by way of a public offering or via an offering referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, within the limit of 10% of the share capital; provided, however, that such capital shall be valued on the date of the Board of Directors' decision setting the issue price and in accordance with the following terms:

- a) for equity securities to be issued immediately, the Board of Directors can choose between the following two methods: an issue price equal to the average share prices recorded over a period of six months preceding the commencement of the offer to the public or an issue price equal to the weighted average market price on the day preceding the commencement of the offer to the public (1 day VWAP), with a maximum discount of 10% so that the Company can have the room for manoeuvring necessary to finance its growth strategy and seize market opportunities;
- b) for securities to be issued on a deferred basis, the issue price will be such that the sum the Company receives immediately plus the amount it could potentially receive in the future is at least equal to, for each share, the amount referred to in point a) above.

These price-setting terms would enable to set the appropriate price with respect to the economic and financial situation of the Company at the date of the operation.

This authorisation would be valid for 26 months.

The Board of Directors may use this delegation of competence at any time. However, if a third party files a public offering covering the Company's shares, the Board of Directors may not, during the entirety of the offering period, decide to implement this delegation of competence without the General Meeting's prior authorisation.

Capital increase with shareholders' preferential subscription rights cancelled as compensation for shares contributed to a public exchange offering initiated by the Company (only available for use outside public offering periods)

(Twenty-sixth resolution)

In **resolution 26**, the General Meeting delegates to the Board of Directors the competence to decide to issue shares of the Company or securities granting access to the Company's share capital as compensation for securities contributed to a public exchange offer initiated in France or abroad by the Company in respect of the securities of another company.

The nominal amount of the capital increases that may be carried out (either immediately or in the future in the case of an issuance of securities granting access to the share capital) under this resolution may not exceed a nominal amount of two hundred and sixty million euros (€260,000,000), representing approximately 10% of the share capital at 30 June 2021.

These nominal capital increase amounts will count against the aggregate limits set by **resolutions 20 and 21**.

The issue price of the securities will be set in accordance with legal and regulatory provisions in effect on the date of the issuance. The exchange ratio shall be determined by the Board of Directors.

This authorisation would be valid for 26 months.

The Board of Directors may use this delegation of competence at any time. However, if a third party files a public offering covering the Company's shares, the Board of Directors may not, during the entirety of the offering period, decide to implement this delegation of competence without the General Meeting's prior authorisation.

Capital increase with shareholders' preferential subscription rights cancelled as a result of the issuance by subsidiaries of the Company of securities granting access to shares of the Company (only available for use outside public offering periods)

(Twenty-seventh resolution)

In **resolution 27**, the Board of Directors proposes to the General Meeting to delegate to the Board of Directors its competence to decide to issue, on one or more occasions, ordinary shares of the Company as a result of the issuance by one or more companies of which the Company directly or indirectly owns more than half of the share capital of securities granting access to the Company's ordinary shares in accordance with the provisions of Article L. 228-93 of the French Commercial Code, within the limit of a maximum nominal amount which may not exceed two hundred and sixty million euros (€260,000,000), representing approximately 10% of the share capital at 30 June 2021 or the equivalent of such amount in any other currency or monetary unit established with reference to several currencies. The issuance of such securities would be authorised by the Extraordinary General Shareholders' Meeting of the relevant subsidiary and the issuance of shares of the Company to which such securities would grant entitlements would be decided at the same time by the Board of Directors on the basis of **resolution 27**.

These nominal capital increase amounts will count against the global limits set by **resolutions 20 and 21** proposed to the General Meeting.

The Board of Directors may use this delegation of competence at any time. However, if a third party files a public offering covering the Company's shares, the Board of Directors may not, during the entirety of the offering period, decide to implement this delegation of competence without the General Meeting's prior authorisation.

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