

This document is an English-language translation, for information purposes only, of the notice of meeting ("*avis de réunion*") for Amundi's Ordinary and Extraordinary General Meeting of Shareholders convened on May 27, 2025. In the event of any differences between this English-language translation and the French version of the notice of meeting, the French version shall prevail.

**AMUNDI**  
**Limited liability company (*société anonyme*)**  
**With a share capital of €513,548,155**  
**Registered office: 91-93, Boulevard Pasteur, 75015 PARIS**  
**Paris Trade and Companies Register No. 314 222 902**

**Ordinary and Extraordinary Meeting of shareholders**

**Notice of Meeting**

The Shareholders of the company AMUNDI are informed that an Ordinary and Extraordinary General Meeting of the Company will be held on Tuesday, May 27, 2025, at 14:30 p.m., at 54 rue de Varenne, 75007 PARIS, in order to deliberate on the agenda and the draft resolutions presented below.

Agenda

**Within the competence of the Ordinary General Meeting**

1. Approval of the Company's financial statements for the 2024 fiscal year
2. Approval of the consolidated financial statements for the 2024 fiscal year
3. Appropriation of net income for the fiscal year and payment of the dividend
4. Approval of the agreements governed by the provisions Articles L. 225-38 et seq. of the French Commercial Code
5. Approval of the information referred to in Article L. 22-10-9 I of the French Commercial Code included in the corporate governance report
6. Approval of the fixed, variable and exceptional items, comprising the total compensation and benefits of any kind, paid during the 2024 fiscal year, or granted for the same fiscal year, to Mr. Philippe Brassac, Chairman of the Board of Directors
7. Approval of the fixed, variable and exceptional items, comprising the total compensation and benefits of any kind, paid during the 2024 fiscal year, or granted for the same fiscal year, to Mrs. Valérie Baudson, Chief Executive Officer
8. Approval of the fixed, variable and exceptional items, comprising the total compensation and benefits of any kind, paid during the 2024 fiscal year, or granted for the same fiscal year, to Mr. Nicolas Calcoen, Deputy Chief Executive Officer
9. Approval of the compensation policy applicable to Directors for the 2025 fiscal year, pursuant to Article L. 22-10-8 II of the French Commercial Code
10. Approval of the compensation policy applicable to the Chairman of the Board of Directors for the 2025 fiscal year, pursuant to Article L. 22-10-8 II of the French Commercial Code
11. Approval of the compensation policy applicable to the Chief Executive Officer for the 2025 fiscal year, pursuant to Article L. 22-10-8 II of the French Commercial Code
12. Approval of the compensation policy applicable to the Deputy Chief Executive Officer for the 2025 fiscal year, pursuant to Article L. 22-10-8 II of the French Commercial Code

13. Consultation on the overall amount of compensation paid during the previous fiscal year to the categories of employees whose professional activities have a material impact on the risk profile of the Company or the Group, within the meaning of Article L. 511-71 of the French Monetary and Financial Code
14. Renewal of Mrs. Bénédicte Chrétien's term as Director
15. Renewal of Mrs. Virginie Cayatte's term as Director
16. Appointment of Mr. Olivier Gavalda as Director
17. Appointment of Mr. Jean-Christophe Mieszala as director
18. Appointment of Deloitte & Associés as the new Co-principal Statutory Auditor certifying the financial statements
19. Consultation on the progress report regarding the implementation of the Company's Climate Strategy
20. Authorization to the Board of Directors to trade in the Company's shares

#### **Within the competence of the Extraordinary General Meeting**

21. Delegation of competence to the Board of Directors to increase the share capital of the Company or of another company through the issuance of shares and/or securities granting access, immediately or in the future, to the Company's share capital, with preferential subscription rights
22. Delegation of competence to the Board of Directors to increase the share capital of the Company or of another company through the issuance of shares and/or securities granting access, immediately or in the future, to the Company's share capital, without preferential subscription rights, by way of public offer other than the public offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code
23. Delegation of competence to the Board of Directors to increase the share capital of the Company or of another company through the issuance of shares and/or securities granting access, immediately or in the future, to the Company's share capital, without preferential subscription rights, by way of public offer pursuant to 1° of Article L. 411-2 of the French Monetary and Financial Code
24. Option to issue shares and/or securities granting access, immediately or in the future, to shares to be issued by the Company in consideration for contributions in kind consisting of shares or securities granting access to share capital
25. Delegation of competence to the Board of Directors to increase the share capital through the capitalization of premiums, reserves, profits or other items
26. Delegation of competence to the Board of Directors to increase the number of shares to be issued in a capital increase, with or without preferential subscription rights
27. Delegation of competence to the Board of Directors to increase the share capital of the Company through the issuance of shares and/or securities granting access, immediately or in the future, to share capital reserved for participants in Company savings plans without preferential subscription rights
28. Authorization to the Board of Directors to grant performance shares (outstanding or newly issued) to some or all Group employees and corporate officers
29. Authorization to the Board of Directors to reduce the share capital through the cancellation of treasury shares
30. Amendment to paragraph 4 of Article 14 of the Articles of Association, relating to the deliberations of the Board of Directors - written consultation
31. Powers to carry out formalities

## **Draft resolutions presented by the Board of Directors to the Ordinary General Meeting**

### **First resolution (Approval of the Company's financial statements for the 2024 fiscal year)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the reports of the Board of Directors and the reports of the Statutory Auditors, approves the financial statements for the 2024 fiscal year as presented, including the balance sheet, the income statement and the notes to the financial statements, as well as the transactions reflected in these financial statements and summarized in these reports.

Pursuant to Article 223 *quater* of the French General Tax Code, the general meeting approves the total amount of expenses and charges referred to in Article 39, 4 of the French General Tax Code that are not deductible from taxable income, which amounts to the sum of 9,278 euros for the fiscal year ended December 31, 2024, as well as the amount of corporation tax borne by the Company as a result of the non-deductibility, i.e. 2,397 euros.

### **Second resolution (Approval of the consolidated financial statements for the 2024 fiscal year)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the reports of the Board of Directors and the reports of the Statutory Auditors, approves the consolidated financial statements for the 2024 fiscal year as presented, including the balance sheet, the income statement and the notes to the financial statements, as well as the transactions reflected in these financial statements and summarized in these reports.

### **Third resolution (Appropriation of net income for the fiscal year and payment of the dividend)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having acknowledged that the financial statements for the fiscal year ended December 31, 2024 and approved by this general meeting show a profit of € 728,185,780.98:

- duly notes that the balance of the profit for the 2024 fiscal year, plus retained earnings for previous fiscal years, has increased the amount of distributable earnings to € 2,664,065,565.52;
- resolves to allocate distributable earnings as follows:

to dividends <sup>(1)</sup>	€ 873,031,863.50
to retained earnings	€ 1,791,033,702.02

*(1) The total amount distributed, as indicated above, is based on the total number of shares as of December 31, 2024, i.e., 205,419,262 shares, and will be adjusted according to the number of shares entitled to dividends on the dividend detachment date. It is specified that the amount of the balance allocated to retained earnings will be adjusted accordingly.*

The dividend is set at € 4.25 per share.

The dividend coupon will be detached on June 10, 2025 and paid out as from June 12, 2025. It should be noted that, at the time of payment of such dividends, if the Company holds a portion of its own shares, the dividends not paid on those shares will be allocated to retained earnings.

Pursuant to Article 243 *bis* of the French General Tax Code, this dividend is eligible, when paid to individual shareholders domiciled in France for tax purposes, to the 40% deduction provided for by Article 158, section 3, sub-section 2 of the French General Tax Code. It is reminded that for dividends received as from January 1, 2018, this deduction is in any event only likely to apply when the taxpayer has opted for taxation of income from movable property according to the income tax scale instead of the single flat-rate levy (*prélèvement forfaitaire unique*).

In accordance with applicable laws, the general meeting notes that the following dividends were paid in the three fiscal years preceding the 2024 fiscal year:

Fiscal year	Dividend per share (in euros)	Amount per share eligible for the tax deduction pursuant to Article 158, section 3, sub-section 2 of the French General Tax Code (in euros)	Amount per share not eligible for the tax deduction (in euros)	Total dividend (in million euros)
2021	4.10	4.10	0	833
2022	4.10	4.10	0	836
2023	4.10	4.10	0	839

**Fourth resolution (Approval of the agreements governed by the provisions Articles L. 225-38 et seq. of the French Commercial Code)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the special report of the Statutory Auditors on agreements governed by the provisions of Articles L. 225-38 and L. 225-40 to L. 225-42 of the French Commercial Code, notes that, under the terms of the special report of the Statutory Auditors, they have not been advised of any new agreement authorized by the Board of Directors during the fiscal year ending December 31, 2024 and approves all the provisions of this report.

**Fifth resolution (Approval of the information referred to in Article L. 22-10-9 I of the French Commercial Code included in the corporate governance report)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors and the corporate governance report, pursuant to Article L. 22-10-34 I of the French Commercial Code, approves the information referred to in Article L. 22-10-9 I of the French Commercial Code, as presented in the corporate governance report included in Chapter 2 of the Company's 2024 universal registration document.

**Sixth resolution (Approval of the fixed, variable and exceptional items, comprising the total compensation and benefits of any kind, paid during the 2024 fiscal year, or granted for the same fiscal year, to Mr. Philippe Brassac, Chairman of the Board of Directors)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors and the corporate governance report, pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the 2024 fiscal year, or granted for the same fiscal year, to Mr. Philippe Brassac, Chairman of the Board of Directors, as presented in the corporate governance report and set out in section 2.4.3.2 of the Company's 2024 universal registration document.

**Seventh resolution (Approval of the fixed, variable and exceptional items, comprising the total compensation and benefits of any kind, paid during the 2024 fiscal year, or granted for the same fiscal year, to Mrs. Valérie Baudson, Chief Executive Officer)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors and the corporate governance report, pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the 2024 fiscal year, or granted for the same fiscal year, to Mrs. Valérie Baudson, Chief Executive Officer, as presented in the corporate governance report and set out in section 2.4.3.3 of the Company's 2024 universal registration document.

**Eighth resolution (Approval of the fixed, variable and exceptional items, comprising the total compensation and benefits of any kind, paid during the 2024 fiscal year, or granted for the same fiscal year, to Mr. Nicolas Calcoen, Deputy Chief Executive Officer)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors and the corporate governance report, pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during the 2024 fiscal year, or granted for the same fiscal year, to Mr. Nicolas Calcoen, Deputy Chief Executive Officer, as presented in the corporate governance report and set out in section 2.4.3.3 of the Company's 2024 universal registration document.

**Ninth resolution (Approval of the compensation policy applicable to Directors for the 2025 fiscal year, pursuant to Article L. 22-10-8 II of the French Commercial Code)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors and the corporate governance report describing the compensation policy applicable to corporate officers, pursuant to Article L. 22-10-8 II of the French Commercial Code, approves the compensation policy applicable to Directors for the 2025 fiscal year, determined by the Board of Directors and as presented in the corporate governance report included in section 2.4.4.2 of the Company's 2024 universal registration document.

**Tenth resolution (Approval of the compensation policy applicable to the Chairman of the Board of Directors for the 2025 fiscal year, pursuant to Article L. 22-10-8 II of the French Commercial Code)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors and the corporate governance report describing the compensation policy applicable to the corporate officers, pursuant to Article L. 22-10-8 II of the French Commercial Code, approves the compensation policy applicable to the Chairman of the Board of Directors for the 2025 fiscal year, determined by the Board of Directors and as presented in the corporate governance report included in section 2.4.4.3 of the Company's 2024 universal registration document.

**Eleventh resolution (Approval of the compensation policy applicable to the Chief Executive Officer for the 2025 fiscal year, pursuant to Article L. 22-10-8 II of the French Commercial Code)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors and the corporate governance report describing the compensation policy applicable to corporate officers, pursuant to Article L. 22-10-8 II of the French Commercial Code, approves the compensation policy applicable to the Chief Executive Officer for the 2025 fiscal year, determined by the Board of Directors and as presented in the corporate governance report included in section 2.4.4.4 of the Company's 2024 universal registration document.

**Twelfth resolution (Approval of the compensation policy applicable to the Deputy Chief Executive Officer for the 2025 fiscal year, pursuant to Article L. 22-10-8 II of the French Commercial Code)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors and the corporate governance report describing the compensation policy applicable to the corporate officers, pursuant to Article L. 22-10-8 II of the French Commercial Code, approves the compensation policy applicable to the Deputy Chief Executive Officer for the 2025 fiscal year, determined by the Board of Directors and as presented in the corporate governance report included in section 2.4.4.4 of the Company's 2024 universal registration document.

**Thirteenth resolution (Consultation on the overall amount of compensation paid during the previous fiscal year to the categories of employees whose professional activities have a material impact on the risk profile of the Company or the group, within the meaning of Article L. 511-71 of the French Monetary and Financial Code)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors and pursuant to Article L. 511-73 of the French Monetary and Financial Code, issues a favorable opinion on the overall amount of compensation of any kind, paid during the previous fiscal year, which amounted to € 3,143,637 to the categories of employees whose professional activities have a material impact on the risk profile of Amundi SA or the sub-group formed by Amundi SA and its subsidiaries, within the meaning of Article L. 511-71 of the French Monetary and Financial Code.

**Fourteenth resolution (Renewal of Mrs. Bénédicte Chrétien's term as Director)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors, having noted that Mrs. Bénédicte Chrétien's term as Director is set to expire at the end of this meeting, resolves to renew this term for a three-year period, set to expire at the end of the general meeting of the Company convened to approve the financial statements for the fiscal year ending December 31, 2027.

**Fifteenth resolution (Renewal of Mrs. Virginie Cayatte's term as Director)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors, having noted that Mrs. Virginie Cayatte's term as Director is set to expire at the end of this meeting, resolves to renew this term for a three-year period, set to expire at the end of the general meeting of the Company convened to approve the financial statements for the fiscal year ending December 31, 2027.

#### **Sixteenth resolution (Appointment of Mr. Olivier Gavalda as Director)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors resolves to appoint as Director, Mr. Olivier Gavalda for a three-year period, set to expire at the end of the general meeting of the Company convened to approve the financial statements for the fiscal year ending December 31, 2027.

#### **Seventeenth resolution (Appointment of Mr. Jean-Christophe Mieszala as director)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors resolves to appoint as Director, Mr. Jean-Christophe Mieszala, for a three-year period, set to expire at the end of the general meeting of the Company convened to approve the financial statements for the fiscal year ending December 31, 2027.

#### **Eighteenth resolution (Appointment of Deloitte & Associés as the new Co-principal Statutory Auditor certifying the financial statements)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors, appoints Deloitte & Associés as Co-principal Statutory Auditor certifying the financial statements for a period of six (6) fiscal years, which will expire at the end of the general meeting convened to approve the financial statements for the fiscal year ending December 31, 2030.

#### **Nineteenth resolution (Consultation on the progress report regarding the implementation of the Company's Climate Strategy)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors and the progress report on the implementation of the Climate Strategy, as presented in section 3.8.1 of the Company's 2024 Universal Registration Document, gives a favorable opinion on the latter.

#### **Twentieth resolution (Authorization to the Board of Directors to trade in the Company's shares)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors, authorizes the Board of Directors, which may subdelegate such authority as provided for by law, and in accordance with the provisions of Articles L. 225-210 *et seq.* and L. 22-10-62 *et seq.* of the French Commercial Code, to purchase or to arrange for the purchase of the Company's shares *inter alia* for the following purposes:

- granting or selling shares to employees under the French statutory profit-sharing scheme or the implementation of any entity or group (or similar) savings plan in accordance with the conditions provided for by law, in particular Articles L. 3332-1 *et seq.* of the French Labour Code; or
- granting performance shares pursuant to the provisions of Articles L. 225-197-1 *et seq.* and L. 22-10-59 and L. 22-10-60 of the French Commercial Code; or
- in general, complying with obligations in respect of stock option plans or other allocations of shares to employees or corporate officers of the Company or an affiliated entity; or
- holding them and subsequently use them in payment or exchange in connection with acquisitions, mergers, spin-off or contribution; or
- delivering shares upon the exercise of rights attached to securities granting access to the share capital through redemption, conversion, exchange, presentation of a warrant, or any other means; or
- cancelling some or all of the shares so purchased; or

- the market-making of Amundi's shares by an investment services provider pursuant to a liquidity agreement that complies with the market practice recognized by the French *Autorité des marchés financiers*.

This program is also intended to enable the implementation of any market practice admitted by the French *Autorité des marchés financiers* and, more generally, the performance of any transaction that complies with applicable regulations. In such event, the Company will notify its shareholders by press release.

Purchases of the Company's own shares may relate to a number of shares such that, at the date of each purchase, the total number of shares purchased by the Company since the beginning of the buyback program (including shares subject to said buyback), does not exceed 10% of the shares that make up the Company's share capital at that time (taking into account transactions affecting the share capital subsequent to the date of this general meeting) *i.e.*, for information purposes, as of December 31, 2024, a buyback limit of 20,541,926 shares, it being specified that (i) the number of shares purchased to be held and delivered at a later date in connection with a merger, spin-off or contribution may not exceed 5% of the Company's share capital; and (ii) when the shares are purchased to increase liquidity under the conditions defined by the general regulations of the French *Autorité des marchés financiers*, the number of shares taken into account to calculate aforementioned 10% limit is the number of shares purchased minus the number of shares resold during the term of the authorization. In accordance with the law, the number of shares held on a given date may not exceed 10% of the Company's share capital on that date.

Shares may be purchased, sold, or transferred at any time (other than during a tender offer for the Company's shares), within the limits authorized under applicable laws and regulations and by any means, on regulated markets or multilateral trading facilities, through systematic internalizers or over-the-counter, including through block trades, by tender offer or public exchange offer, or through the use of options or other derivative financial instruments traded on regulated markets, multilateral trading facilities, through systematic internalizers or over-the-counter, or by delivery of shares following the issuance of securities granting access to the Company's share capital through conversion, exchange, redemption or exercise of a warrant, either directly or indirectly through an investment services provider, or by any other means (without limiting the share of the buyback program that may be carried out by any of these means).

The maximum price for which the shares may be purchased pursuant to this resolution will be € 120 per share (or the equivalent of that amount in any other currency or monetary unit established by reference to several currencies at the same date). In the event of a change in the nominal value of the shares, a share capital increase through the capitalization of reserves, an allocation of performance shares to shareholders, a stock split or reverse stock split, a distribution of reserves or of any other assets, an amortization of capital or any other transactions affecting the share capital or the shareholders' equity, the general meeting delegates to the Board of Directors the power to adjust the aforementioned maximum purchase price in order to take into account the impact of such transactions on the value of the shares.

The total amount allocated to the share buyback program authorized hereunder may not exceed € 1.5 billion.



Full powers are granted to the Board of Directors, which may subdelegate such authority as provided for by law, to decide on and implement this authorization and if necessary to specify the conditions and determine the terms hereof, to implement the share buyback program, and inter alia to place stock market orders, to enter into any agreement, allocate or reallocate the purchased shares to different objectives in accordance with applicable laws and regulations, to establish the terms and conditions pursuant to which, if applicable, the rights of the holders of securities granting access to the share capital or other rights granting access to the share capital will be protected, in accordance with applicable legal and regulatory or, as the case may be, contractual provisions requiring other adjustments, to submit any statements or filings to the French *Autorité des marchés financiers* or any other competent authority, and to accomplish all other formalities and generally do all that is necessary.

This authorization is granted for a period of eighteen (18) months with effect from the date of this general meeting.

It cancels from the date of this general meeting any unused portion of any previous authorization granted to the Board of Directors to trade in the Company's own shares.

### **Draft resolutions presented by the Board of Directors to the Extraordinary General Meeting**

#### **Twenty-first resolution (Delegation of competence to the Board of Directors to increase the share capital of the Company or of another company through the issuance of shares and/or securities granting access, immediately or in the future, to the Company's share capital, with preferential subscription rights)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and in particular Articles L. 225-129, L. 225-129-2, L. 225-132 to L. 225-134 and L. 228-91 et seq. of the French Commercial Code:

1. delegates to the Board of Directors, which may subdelegate such authority as provided for by law, its competence to decide to increase the share capital with preferential subscription rights, on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate, either in euros or in any other currency or monetary unit established in reference to several currencies, with or without premium, against payment or free of charge, through the issuance (i) of Company's shares (excluding preferred shares), and/or (ii) securities governed by Articles L. 228-92 (paragraph 1), L. 228-93 (paragraphs 1 and 3) or L. 228-94 (paragraph 2) of the French Commercial Code granting access immediately or in the future, at any time or at an established date, through subscription, conversion, exchange, redemption, presentation of a warrant or by any other means, to the share capital of the Company or of any other company, including those that directly or indirectly own more than half of the Company's share capital and those in which the Company directly or indirectly owns more than half of the share capital (including equity securities giving right to the allocation of debt securities), it being specified that the shares may be paid-up in cash, through the set-off of debts, and/or through the capitalization of reserves, profits or premiums;

2. resolves to set the following limits on the amounts of authorized capital increases in the event the Board of Directors uses this delegation of competence:
  - the maximum nominal amount of capital increases that may be carried out immediately or in the future, pursuant to this delegation, is set at 50% of the Company's share capital as at the date of this general meeting, it being specified that the total maximum nominal amount of capital increases that may be carried out pursuant to this delegation and of those granted pursuant to the twenty-second to twenty-eighth resolutions of this general meeting is set at 50% of the Company's existing share capital as at the date of this general meeting;
  - to these ceilings shall be added, where applicable, the nominal amount of the shares to be issued to preserve, in accordance with the legal and regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment, the rights of the holders of securities granting access to the share capital or other rights granting access to the share capital;
3. resolves to set the following limits on the amounts of debt securities authorized in the event of the issuance of debt securities granting access immediately or in the future to the share capital of the Company or of other companies:
  - the maximum nominal amount of debt securities that may be issued immediately or in the future pursuant to this delegation is set at € 3.5 billion or the equivalent of this amount in any other currency or monetary unit established in reference to several currencies at the date of issuance;
  - where applicable, any redemption premium above par value will be added to this amount;
  - this amount is independent of the amount of debt securities that may be issued pursuant to other resolutions submitted to this general meeting as well as debt security issues that may be decided 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;
4. in the event this delegation of competence is used by the Board of Directors:
  - resolves that the issue(s) will be reserved in priority to shareholders that will be able to subscribe in full, in proportion to the number of shares held at the date of issuance;
  - acknowledges that the Board of Directors will be entitled to establish a reducible subscription right;
  - acknowledges that this delegation of competence automatically entails, in favor of the holders of securities issued granting access to the share capital of the Company, the waiving by the shareholders of their preferential subscription rights to the shares to which such securities would give right immediately or in the future;
  - acknowledges that, in accordance with Article L. 225-134 of the French Commercial Code, in the event the subscriptions carried out on an irreducible basis and, where applicable, on a reducible basis, failed to absorb the capital increase in its entirety, the Board of Directors may use one and/or another of the following options, under the conditions provided for by law and in the order determined by the Board:
    - freely allocate some or all of the shares or, in the case of securities granting access to the share capital, the securities whose issuance has been decided but which have not yet been subscribed for;
    - offering, on the French or foreign market, some or all of the shares to the public or, in the case of securities granting access to the share capital, the securities which have not been subscribed for;
    - in general, limiting the capital increase to the amount of subscriptions, provided that, for the issuance of shares or securities for which the primary security is a share, said amount reaches, after the two aforementioned options have been used as the case may be, three quarters of the decided amount of the capital increase;

- resolves that issues of warrants for Company shares may also be carried out through a free allotment to the holders of outstanding shares, it being specified that any allotment rights relating to fractions of shares and the corresponding securities will be sold under the conditions provided for by the applicable laws and regulations;
5. resolves that the Board of Directors will have all powers, and may subdelegate such powers as provided for by law, to implement this delegation of competence, in particular for the purpose of:
- resolving to issue shares and/or securities granting access immediately or in the future to the share capital of the Company or of another company;
  - setting the amount of issue, the price of issue and the amount of the premium that may be requested upon issuance or, where applicable, the amount of reserves, profits or premiums that may be capitalized;
  - determining the dates and conditions of issuance, as well as the type, number and features of shares and/or securities to be created;
  - for debt securities issues, deciding whether or not said securities will be subordinated (and, where applicable, their ranking, pursuant to the provisions of Article L. 228-97 of the French Commercial Code), setting their interest rate (in particular, fixed-rate, variable-rate, zero-coupon or indexed) and providing, where applicable, for mandatory or optional cases of suspension or non-payment of interest, providing for their duration (defined or undefined period), the option to reduce or increase the nominal value of the securities and the other terms and conditions of issuance (including the provision of guarantees or security interests) and amortization (including redemption through the delivery of Company assets); where applicable, said securities may entitle the Company to issue debt securities (or equivalents) as payment of interest where the Company has suspended payment or may take the form of complex bonds, within the meaning assigned by the stock market authorities (for example, due to their conditions of redemption or remuneration, or other rights such as indexing or options); modifying the aforementioned conditions, during the lifespan of the securities in question, in accordance with the applicable formalities;
  - determining the conditions applicable to the paying-up of shares;
  - establishing, where applicable, the conditions governing the exercise of rights (conversion, exchange, redemption, including through the delivery of Company assets such as treasury stock or securities already issued by the Company) attached to 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;
  - establishing the conditions under which the Company will be entitled, where applicable, to purchase or exchange securities granting access to the share capital on the market, at any time or during specific periods, for the purpose of cancelling the securities or not, in accordance with legal provisions;
  - providing for the option of suspending the exercise of the rights attached to shares or securities granting access to the share capital, in compliance with applicable legal and regulatory provisions;
  - whether or not offsetting the costs of the capital increase against the amount of the associated premiums and deducting the necessary amounts to constitute the legal reserve from this amount;

- determining and making any adjustments intended to account for the impact of transactions in the share capital or shareholders' equity of the Company, particularly in the event of a change in the nominal amount of the shares, a capital increase through the capitalization of reserves, profits or premiums, the free allocation of shares to the shareholders, a stock split or reverse stock split, the payment of dividends, reserves, premiums or any other assets, the amortization of share capital, or any other transaction in the share capital or shareholders' equity of the Company (including in case of tender offer and/or change of control), and establishing in accordance with the legal and regulatory provisions and, where applicable, with the contractual stipulations providing for other methods of preservation, any other conditions aimed at protecting, where applicable, the rights of the holders of securities granting access to the share capital or other rights granting access to the share capital (including through cash adjustments);
  - formally acknowledging the completion of each capital increase and amending the Articles of Association accordingly;
  - in general, entering into any agreement, particularly for the purpose of completing future capital increases, taking any measures and carrying out any formalities necessary for the issuance, listing and financial servicing of securities issued pursuant to this delegation, and the exercise of rights attached thereto;
6. acknowledges that, in the event the Board of Directors uses the delegation of competence granted in this resolution, the Board of Directors will report to the following ordinary general meeting, in accordance with applicable laws and regulations, on the use of authorizations granted in this resolution;
  7. resolves that the Board of Directors may not, without the prior authorization of the general meeting, use this delegation of competence once a tender offer for the Company's shares has been submitted by a third party and until the end of the offering period;
  8. sets the period of validity of the delegation of competence granted by this resolution at twenty-six (26) months, as from the day of this general meeting;
  9. acknowledges that this delegation cancels, from the date of this general meeting, any unused portion of any previous delegation having the same purpose, i.e., any delegation granting the authority to increase the share capital of the Company or of another company through the issuance of shares and/or securities granting access immediately or in the future to the share capital, with preferential subscription rights.

**Twenty-second resolution (Delegation of competence to the Board of Directors to increase the share capital of the Company or of another company through the issuance of shares and/or securities granting access, immediately or in the future, to the Company's share capital, without preferential subscription rights, by way of public offer other than the public offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to extraordinary meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and in particular Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136 and to the provisions of Articles L. 22-10-51, L. 22-10-52, L. 22-10-54 and L. 228-91 et seq. of the French Commercial Code:

1. delegates to the Board of Directors, with the option of sub-delegation under the conditions laid down by law, its competence to decide to increase the share capital without preferential subscription rights, by public offer other than the public offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate, either in euros or in any other currency or monetary unit established in reference to several currencies, with or without premium, against payment or free of charge, through the issuance (i) of Company's shares (excluding preferred shares), and/or (ii) securities governed by Articles L. 228-92 (paragraph 1), L. 228-93 (paragraphs 1 and 3) or L. 228-94 (paragraph 2) of the French Commercial Code granting access immediately or in the future, at any time or at an established date, through subscription, conversion, exchange, redemption, presentation of a warrant or by any other means, to the share capital of the Company or of any other company (including equity securities giving right to the allocation of debt securities), it being specified that the shares may be paid-up in cash, through the set-off of debts, and/or through the capitalization of reserves, profits or premiums. In particular, these securities may be issued as compensation for securities contributed to the Company during a public exchange offer conducted in France or abroad in accordance with local rules (for example, as part of an Anglo-Saxon reverse merger or scheme of arrangement) for securities meeting the conditions set out in Article L. 22-10-54 of the French Commercial Code;
2. hereby delegates to the Board of Directors, with the option of sub-delegation under the conditions laid down by law, its competence to decide to issue shares or securities granting direct or indirect access to the share capital of the Company to be issued following the issuance, by companies of which the Company directly or indirectly owns more than half of the share capital or by companies which directly or indirectly own more than half of its share capital, of securities granting access to the share capital of the Company;

This decision automatically entails, in favor of the holders of securities that may be issued by companies belonging to the Company's group, the waving by the shareholders of the Company of their preferential subscription rights to the shares or securities granting access to the share capital of the Company to which such securities give access;

3. resolves to set the following limits on the amounts of authorized capital increases in the event the Board of Directors uses this delegation of competence:
  - the maximum nominal amount of capital increases that may be carried out pursuant to this delegation, is set at 10% of the Company's share capital as at the date of this general meeting, it being specified that this amount will be deducted from the overall ceiling provided for in paragraph 2 of the twenty-first resolution of this general meeting or, as the case may be, from the limits provided for by any resolution of the same kind that may supersede such resolution during the period of validity of this delegation;
  - to these ceilings shall be added, where applicable, the nominal amount of the shares to be issued to preserve, in accordance with the legal and regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment, the rights of the holders of securities granting access to the share capital or other rights granting access to the share capital;
4. resolves to set the following limits on the amounts of debt securities authorized in the event of the issuance of debt securities granting access immediately or in the future to the share capital of the Company or of other companies:
  - the maximum nominal amount of debt securities that may be issued immediately or in the future pursuant to this delegation is set at € 1.5 billion or the equivalent of this amount in any other currency or monetary unit established in reference to several currencies at the date of issuance;
  - where applicable, any redemption premium above par value will be added to this amount;

- this amount is independent of the amount of debt securities that may be issued pursuant to other resolutions submitted to this general meeting as well as debt security issues that may be decided 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;
- 5. resolves to cancel the preferential subscription rights of the shareholders to covered by this resolution, though leaving the Board of Directors the option, in accordance with Article L.22-10-51 of the French Commercial Code, to grant the shareholders, for a period and on terms to be set by the Board in accordance with applicable legal and regulatory provisions, and for all or part of any issuance that may be carried out, a priority subscription period that shall not give rise to transferable rights and which must be exercised in proportion to the number of shares held by each shareholder and which may where applicable be supplemented by an application to subscribe for shares on a pro-rated basis, it being specified that securities not thus subscribed might be offered to the public in France or abroad;
- 6. resolves that if the subscriptions, including where applicable those carried out by the shareholders, failed to absorb the issuance in its entirety, the Board of Directors may limit the amount of the transaction to the amount of subscriptions received, provided that, in the case of the issuance of shares or securities whose primary security is a share, said amount reaches three-fourths of the amount of the issuance decided;
- 7. acknowledges that this delegation automatically entails, in favor of the holders of securities issued granting access to the share capital of the Company, the express waiving by the shareholders of their preferential subscription rights to the shares to which such securities would give right immediately or in the future;
- 8. delegates to the Board of Directors with the option of sub-delegation under the conditions laid down by law in accordance with Article L. 22-10-52 paragraph 1 of the French Commercial Code, its competence to set the issue price within the following limits:
  - the issue price of the shares shall be at least equal to the weighted average of the last three trading sessions preceding the start of the public offering, less a discount of up to 10% where applicable;
  - the issue price of securities granting access to the share capital shall be such that the sum immediately received by the Company, plus where applicable, any sum that may be subsequently received by the Company either, for each share issued as a result of the issuance of these securities, at least equal to the minimum subscription price defined in the previous paragraph.
- 9. acknowledges that, in the event that the Board of Directors were to make use of the delegation provided for in the previous paragraph, it would draw up an additional report, certified by the Statutory Auditors, describing the final terms of the transaction and providing information for assessing the actual impact on the shareholder's situation;
- 10. resolves that the Board of Directors will have all powers, and may subdelegate such powers as provided for by law, to implement this delegation of competence, in particular for the purpose of:
  - resolving to issue shares and/or securities granting access immediately or in the future to the share capital of the Company or of another company;
  - setting the amount of issue, the price of issue and the amount of the premium that may be requested upon issuance or, where applicable, the amount of reserves, profits or premiums that may be capitalized;
  - determining the dates and conditions of issuance, as well as the type, number and features of shares and/or securities to be created;

- for debt securities issues, deciding whether or not said securities will be subordinated (and, where applicable, their ranking, pursuant to the provisions of Article L. 228-97 of the French Commercial Code), setting their interest rate (in particular, fixed-rate, variable-rate, zero-coupon or indexed) and providing, where applicable, for mandatory or optional cases of suspension or non-payment of interest, providing for their duration (defined or undefined period), the option to reduce or increase the nominal value of the securities and the other terms and conditions of issuance (including the provision of guarantees or security interests) and amortization (including redemption through the delivery of Company assets); where applicable, said securities may entitle the Company to issue debt securities (or equivalents) as payment of interest where the Company has suspended payment or may take the form of complex bonds, within the meaning assigned by the stock market authorities (for example, due to their conditions of redemption or remuneration, or other rights such as indexing or options); modifying the aforementioned conditions, during the lifespan of the securities in question, in accordance with the applicable formalities;
- determining the conditions applicable to the paying-up of shares;
- establishing, where applicable, the conditions governing the exercise of rights (conversion, exchange, redemption, including through the delivery of Company assets such as treasury stock or securities already issued by the Company) attached to 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;
- establishing the conditions under which the Company will be entitled, where applicable, to purchase or exchange securities granting access to the share capital on the market, at any time or during specific periods, for the purpose of cancelling the securities or not, in accordance with legal provisions;
- providing for the option of suspending the exercise of the rights attached to shares or securities granting access to the share capital, in compliance with applicable legal and regulatory provisions;
- for securities issued as consideration for securities tendered during a public exchange offer, establishing the list of securities to be offered in the exchange, setting the terms of issuance, the exchange rate and, where applicable, the amount of any cash consideration to be paid, without the conditions governing the determination of the price provided for in paragraph 8 of this resolution applying, and determining the terms of issuance in the context of either of a public exchange offer, an alternative tender or exchange offer, or a single offer for the purchase or exchange of securities against payment in securities and cash, or a tender offer or public exchange offer combined with a subsidiary tender offer or public exchange offer, or any other form of tender offer in accordance with the laws and regulations applicable to such tender offer;
- whether or not offsetting the costs of the capital increases against the amount of the associated premiums and deducting the necessary amounts to constitute the legal reserve from this amount;

- determining and making any adjustments intended to account for the impact of transactions in the share capital or shareholders' equity of the Company, particularly in the event of a change in the nominal amount of the shares, a capital increase through the capitalization of reserves, profits or premiums, the allocation of performance shares, a stock split or reverse stock split, the payment of dividends, reserves, premiums or any other assets, the amortization of share capital, or any other transaction in the share capital or shareholders' equity of the Company (including in case of tender offer and/or change of control), and establishing any other conditions aimed at protecting, where applicable, the rights of the holders of securities granting access to the share capital or other rights granting access to the share capital (including through cash adjustments);
  - formally acknowledging the completion of each capital increase and amending the Articles of Association accordingly;
  - in general, entering into any agreement, particularly for the purpose of completing future capital increases, taking any measures and carrying out any formalities necessary for the issuance, listing and financial servicing of securities issued pursuant to this delegation, and the exercise of rights attached thereto;
11. resolves that the Board of Directors may not, without the prior authorization of the general meeting, use this delegation of competence once a tender offer for the Company's shares has been submitted by a third party and until the end of the offering period;
  12. acknowledges that, in the event the Board of Directors uses the delegation of competence granted in this resolution, the Board of Directors will report to the following ordinary general meeting, in accordance with applicable laws and regulations, on the use of authorizations granted in this resolution;
  13. sets the period of validity of the delegation of competence granted by this resolution at twenty-six (26) months, as from the day of this general meeting.

**Twenty-third resolution (Delegation of competence to the Board of Directors to increase the share capital of the Company or of another company through the issuance of shares and/or securities granting access, immediately or in the future, to the Company's share capital, without preferential subscription rights, by way of public offer pursuant to 1° of Article L. 411-2 of the French Monetary and Financial Code)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to extraordinary meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, pursuant to the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and in particular Articles L. 225-129, L. 225-129-2, L. 225-135 to L. 225-136 and to the provisions of Article L. 22-10-51, L. 22-10-52 et L. 228-91 et seq. of the French Commercial Code and to Article L. 411-2, 1° of the French Monetary and Financial Code:



1. delegates to the Board of Directors, with the option of sub-delegation under the conditions laid down by law, its competence to decide to increase the share capital without preferential subscription rights, by means of public offer pursuant to Article L. 411-2, 1° of the French Monetary and Financial Code, on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate, either in euros or in any other currency or monetary unit established in reference to several currencies, with or without premium, against payment or free of charge, through the issuance (i) of Company's shares (excluding preferred shares), and/or (ii) securities governed by Articles L. 228-92 (paragraph 1), L. 228-93 (paragraphs 1 and 3) or L. 228-94 (paragraph 2) of the French Commercial Code granting access immediately or in the future, at any time or at an established date, through subscription, conversion, exchange, redemption, presentation of a warrant or by any other means, to the share capital of the Company or of any other company (including equity securities giving right to the allocation of debt securities), it being specified that the shares may be paid-up in cash, through the set-off of debts, and/or through the capitalization of reserves, profits or premiums;
2. hereby delegates to the Board of Directors, with the option of sub-delegation under the conditions laid down by law, its competence to decide to issue shares or securities granting direct or indirect access to the share capital of the Company to be issued following the issuance, by companies of which the Company directly or indirectly owns more than half of the share capital or by companies which directly or indirectly own more than half of its share capital, of securities granting access to the share capital of the Company;  
This decision automatically entails, in favor of the holders of securities that may be issued by companies belonging to the Company's group, the waving by the shareholders of the Company of their preferential subscription rights to the shares or securities granting access to the share capital of the Company to which such securities give access;
3. resolves to set the following limits on the amounts of authorized capital increases in the event the Board of Directors uses this delegation of competence:
  - the maximum nominal amount of capital increases that may be carried out pursuant to this delegation, is set at 10% of the Company's share capital as at the date of this general meeting, it being specified that this amount will be deducted from the ceiling provided for in paragraph 3 of the twenty-second resolution and from the overall ceiling provided for in paragraph 2 of the twenty-first resolution or, as the case may be, from the limits provided for by any resolution of the same kind that may supersede such resolution during the period of validity of this delegation;
  - in any event, issues of equity securities carried out under this authorization shall not exceed the limits provided for by the regulations applicable on the date of issue (to date, 30% of the share capital per year); and
  - to these ceilings shall be added, where applicable, the nominal amount of the shares to be issued to preserve, in accordance with the legal and regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment, the rights of the holders of securities granting access to the share capital or other rights granting access to the share capital;
4. resolves to set the following limits on the amounts of debt securities authorized in the event of the issuance of debt securities granting access immediately or in the future to the share capital of the Company or of other companies:
  - the maximum nominal amount of debt securities that may be issued immediately or in the future pursuant to this delegation is set at € 1.5 billion or the equivalent of this amount in any other currency or monetary unit established in reference to several currencies at the date of issuance;
  - where applicable, any redemption premium above par value will be added to this amount;

- this amount is independent of the amount of debt securities that may be issued pursuant to other resolutions submitted to this general meeting as well as debt security issues that may be decided 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;
- 5. resolves to cancel the shareholders' preferential subscription rights to the securities covered by this resolution;
- 6. resolves that if the subscriptions, including where applicable those carried out by the shareholders, failed to absorb the issuance in its entirety, the Board of Directors may limit the amount of the transaction to the amount of subscriptions received, provided that, in the case of the issuance of shares or securities whose primary security is a share, said amount reaches three-fourths of the amount of the issuance decided;
- 7. acknowledges that this delegation automatically entails, in favor of the holders of securities issued granting access to the share capital of the Company, the express waiving by the shareholders of their preferential subscription rights to the shares to which such securities would give right;
- 8. delegates to the Board of Directors with the option of sub-delegation under the conditions laid down by law in accordance with Article L. 22-10-52 paragraph 1 of the French Commercial Code, its competence to set the issue price within the following limits:
  - the issue price of the shares shall be at least equal to the weighted average of the last three trading sessions preceding the start of the public offering, less a discount of up to 10% where applicable;
  - the issue price of securities granting access to the share capital shall be such that the sum immediately received by the Company, plus where applicable, any sum that may be subsequently received by the Company either, for each share issued as a result of the issuance of these securities, at least equal to the minimum subscription price defined in the previous paragraph.
- 9. acknowledges that, in the event that the Board of Directors were to make use of the authorization provided for in the previous paragraph, it would draw up an additional report, certified by the Statutory Auditors, describing the final terms of the transaction and providing information for assessing the actual impact on the shareholder's situation;
- 10. resolves that the Board of Directors will have all powers, and may subdelegate such powers as provided for by law, to implement this delegation of competence, in particular for the purpose of:
  - resolving to issue shares and/or securities granting access immediately or in the future to the share capital of the Company or of another company;
  - setting the amount of issue, the price of issue and the amount of the premium that may be requested upon issuance or, where applicable, the amount of reserves, profits or premiums that may be capitalized;
  - determining the dates and conditions of issuance, as well as the type, number and features of shares and/or securities to be created;

- for debt securities issues, deciding whether or not said securities will be subordinated (and, where applicable, their ranking, pursuant to the provisions of Article L. 228-97 of the French Commercial Code), setting their interest rate (in particular, fixed-rate, variable-rate, zero-coupon or indexed) and providing, where applicable, for mandatory or optional cases of suspension or non-payment of interest, providing for their duration (defined or undefined period), the option to reduce or increase the nominal value of the securities and the other terms and conditions of issuance (including the provision of guarantees or security interests) and amortization (including redemption through the delivery of Company assets); where applicable, said securities may entitle the Company to issue debt securities (or equivalents) as payment of interest where the Company has suspended payment or may take the form of complex bonds, within the meaning assigned by the stock market authorities (for example, due to their conditions of redemption or remuneration, or other rights such as indexing or options); modifying the aforementioned conditions, during the lifespan of the securities in question, in accordance with the applicable formalities;
  - determining the conditions applicable to the paying-up of shares;
  - establishing, where applicable, the conditions governing the exercise of rights (conversion, exchange, redemption, including through the delivery of Company assets such as treasury stock or securities already issued by the Company) attached to 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;
  - establishing the conditions under which the Company will be entitled, where applicable, to purchase or exchange securities granting access to the share capital on the market, at any time or during specific periods, for the purpose of cancelling the securities or not, in accordance with legal provisions;
  - providing for the option of suspending the exercise of the rights attached to shares or securities granting access to the share capital, in compliance with applicable legal and regulatory provisions;
  - whether or not offsetting the costs of the capital increases against the amount of the associated premiums and deducting the necessary amounts to constitute the legal reserve from this amount;
  - determining and making any adjustments intended to account for the impact of transactions in the share capital or shareholders' equity of the Company, particularly in the event of a change in the nominal amount of the shares, a capital increase through the capitalization of reserves, profits or premiums, the allocation of performance shares, a stock split or reverse stock split, the payment of dividends, reserves, premiums or any other assets, the amortization of share capital, or any other transaction in the share capital or shareholders' equity of the Company (including in case of tender offer and/or change of control), and establishing any other conditions aimed at protecting, where applicable, the rights of the holders of securities granting access to the share capital or other rights granting access to the share capital (including through cash adjustments);
  - formally acknowledging the completion of each capital increase and amending the Articles of Association accordingly;
  - in general, entering into any agreement, particularly for the purpose of completing future capital increases, taking any measures and carrying out any formalities necessary for the issuance, listing and financial servicing of securities issued pursuant to this delegation, and the exercise of rights attached thereto;
11. resolves that the Board of Directors may not, without the prior authorization of the general meeting, use this delegation of competence once a tender offer for the Company's shares has been submitted by a third party and until the end of the offering period;

12. acknowledges that, in the event the Board of Directors uses the delegation of competence granted in this resolution, the Board of Directors will report to the following ordinary general meeting, in accordance with applicable laws and regulations, on the use of authorizations granted in this resolution;
13. sets the period of validity of the delegation of competence granted by this resolution at twenty-six (26) months, as from the day of this general meeting.

**Twenty-fourth resolution (Option to issue shares and/or securities granting access, immediately or in the future, to shares to be issued by the Company in consideration for contributions in kind consisting of shares or securities granting access to share capital)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of Articles L. 225-129, L. 225-129-2, L. 225-147 L. 22-10-53 and L. 228-91 et seq. of the French Commercial Code:

1. authorizes the Board of Directors, which may subdelegate this authorization under the conditions set by law, to carry out one or more capital increases through the issuance (i) of Company's shares (excluding preferred shares) and/or (ii) securities governed by Articles L. 228-92 (paragraph 1), L. 228-93 (paragraphs 1 and 3) or L. 228-94 (paragraph 2) of the French Commercial Code granting access immediately or in the future, at any time or at a fixed date, through subscription, conversion, exchange, redemption, presentation of a warrant or by any other means, to the share capital of the Company or of other companies, including those that directly or indirectly own more than half of the Company's share capital and those in which the Company directly or indirectly owns more than half of the share capital (including equity securities giving right to the allocation of debt securities), as consideration for contributions in kind to the Company consisting of shares or securities granting access to the share capital, where the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable;
2. resolves to set the following limits on the amounts of authorized capital increases in the event the Board of Directors uses this authorization:
  - the maximum nominal amount of capital increases that may be carried out pursuant to this authorization is set at 10% of the share capital outstanding at the date of this general meeting, it being specified that this amount will be deducted from the sub-ceiling provided for in paragraph 3 of the twenty-second resolution and from the overall ceiling provided for in paragraph 2 of the twenty-first resolution or, as the case may be, from the limits provided for by any resolution of the same kind that may supersede such resolution during the period of validity of this authorization;
  - in any event, issues of shares and securities granting access to the share capital carried out pursuant to this authorization will not exceed the limits provided for in the regulations applicable at the date of issuance (to date, 20% of the share capital); and
  - these limits will be increased, where applicable, by the nominal amount of shares to be issued in order to maintain, in accordance with legal and regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment, the rights of holders of securities granting access to the share capital or other rights granting access to the share capital;
3. resolves to set the following limits on the amounts of debt securities authorized in the event of the issuance of debt securities granting access immediately or in the future to the share capital of the Company or of other companies:

- the maximum nominal amount of debt securities that may be issued immediately or in the future pursuant to this authorization is set at € 1.5 billion or the equivalent of this amount in any other currency or monetary unit established in reference to several currencies at the date of issuance;
  - where applicable, any redemption premium above par value will be added to this amount;
  - this amount is independent of the amount of debt securities that may be issued pursuant to other resolutions submitted to this general meeting as well as debt security issues that may be decided 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;
4. resolves that the Board of Directors will have all powers, and may subdelegate said powers as provided for by law, to implement this authorization, in particular for the purpose of:
- resolving to issue shares and/or securities granting access immediately or in the future, to the share capital of the Company or of another company;
  - drawing up the list of equity instruments and securities granting access to share capital transferred to the Company, approving the valuation of the contributions in kind, setting the terms for the issuance of shares and/or securities provided in consideration for the contributions in kind and, where applicable, the amount of any additional consideration to be paid, approving the allocation of special benefits, and reducing the valuation of contributions or the consideration granted for specific benefits with the approval of the parties making the contribution in kind;
  - determining the dates and conditions of the issuance and the type, number and features of the shares and/or securities provided in consideration for tenders and modifying said conditions and features in accordance with applicable formalities, during the lifespan of said securities;
  - whether or not offsetting the costs of the capital increase against the amount of the associated premiums and deducting the necessary amounts to constitute the legal reserve from this amount;
  - determining the terms and conditions under which the Company may, where applicable, purchase or exchange on the stock market, at any time or during specified periods, securities granting access to the share capital, for the purpose of cancellation or otherwise, subject to the applicable legal provisions;
  - provide for the possibility of suspending the exercise of rights attached to shares or securities granting access to the share capital in accordance with the applicable legal and regulatory provisions;
  - determining and making any adjustments intended to account for the impact of transactions in the share capital or shareholders' equity of the Company, particularly in the event of a change in the nominal amount of the shares, a capital increase through the capitalization of reserves, profits or premiums, the free allocation of shares to the shareholders, a stock split or reverse stock split, the payment of dividends, reserves, premiums or any other assets, the amortization of share capital, or any other transaction in the share capital or shareholders' equity of the Company (including in case of tender offer and/or change of control), and establishing in accordance with legal and regulatory provisions and where applicable, with the contractual stipulations providing for other methods of preservation any other conditions aimed at protecting, where applicable, the rights of the holders of securities granting access to the share capital or other rights granting access to the share capital (including through cash adjustments);
  - formally acknowledging the completion of each capital increase and amending the Articles of Association accordingly;

- in general, entering into any agreement, in particular to ensure the successful completion of the contemplated issues, taking any measures and carrying out any formalities necessary for the issuance, listing and financial servicing of securities issued pursuant to this authorization, and the exercise of rights attached thereto;
5. resolves that the Board of Directors may not, without the prior authorization of the general meeting, use this authorization once a tender offer for the Company's shares has been submitted by a third party and until the end of the offering period;
  6. sets the period of validity of the authorization granted by this resolution at twenty-six (26) months, as from the day of this general meeting;
  7. acknowledges that, should the Board of Directors use the delegation granted to it in this resolution, the report of the Contribution Auditor, if one is issued in accordance with Articles L. 225-147 and L. 22-10-53 of the French Commercial Code, will be brought to its attention at the next general meeting;
  8. acknowledges that this authorization cancels, from the date of this general meeting, any unused portion of any previous authorization having the same purpose, i.e., any authorization related to the issuance of shares or securities granting access immediately or in the future to shares to be issued by the Company as consideration for contributions in kind consisting of shares or securities granting access to the share capital.

**Twenty-fifth resolution (Delegation of competence to the Board of Directors to increase the share capital through the capitalization of premiums, reserves, profits or other items)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to ordinary general meetings of shareholders, having reviewed the report of the Board of Directors and pursuant to Articles L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

1. delegates to the Board of Directors which may subdelegate this authorization under the conditions set by law, its authority to decide to carry out one or more capital increases, in the proportions and at the times it deems appropriate, through the capitalization of premiums, reserves, profits or any other sums whose capitalization is permitted by law and by the Articles of Association, by issuing new equity securities, increasing the nominal amount of outstanding equity securities or jointly using these two processes;
2. resolves to set the following limits on the amounts of authorized capital increases in the event the Board of Directors uses this delegation of competence:
  - the maximum nominal amount of capital increases that may be carried out by virtue of this delegation of competence may not exceed 20% of the share capital, outstanding at the date of this general meeting, it being specified that this amount will be deducted from the amount of the overall ceiling, provided for in paragraph 2 of the twenty-first resolution or, where applicable, from the limits provided for by any resolution of the same kind that may supersede such resolution during the period of validity of this authorization;
  - these limits will be increased, where applicable, by the nominal amount of shares to be issued in order to maintain, in accordance with legal and regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment, the rights of holders of securities granting access to the share capital or other rights granting access to the share capital;
3. in the event the Board of Directors uses this delegation of competence, delegates to the Board all powers, with the option of subdelegate said powers as provided for by law, to implement this delegation of competence, in particular for the purpose of:
  - establishing the amount and type of sums to be capitalized, setting the number of new equity securities to be issued and/or the amount by which the nominal value of outstanding shares will be increased, setting the date, which may be retroactive, from which the new shares will bear rights or the date at which the increase in the nominal value of shares will take effect;

- resolving, in the event of the free allocation of equity securities, that any rights relating to fractions of shares will neither be negotiable nor transferable, and that the corresponding equity securities will be sold in accordance with the conditions determined by the Board of Directors, it being specified that the sale and the allocation of the sale proceeds must be performed within the time period set by Article R. 225-130 of the French Commercial Code;
  - deciding, in the event of a free allocation of equity securities, that the shares to be allocated under this delegation on the basis of existing shares carrying double voting rights, will benefit from this right as soon as they are issued;
  - establishing any conditions aimed at protecting, where applicable, the rights of the holders of securities granting access to the share capital or other rights granting access to the share capital (including through cash adjustments);
  - duly recording the completion of each capital increase and amending the Articles of Association accordingly;
  - in general, entering into any agreement, taking any measures and carrying out any formalities necessary for the issuance, listing and financial servicing of securities issued by virtue of this delegation of competence, and the exercise of rights attached thereto;
4. resolves that the Board of Directors may not, without the prior authorization of the general meeting, use this delegation of competence once a tender offer for the Company's shares has been submitted by a third party and until the end of the offering period;
  5. sets the period of validity of the delegation of competence granted by this resolution at twenty-six months, as from the day of this general meeting.

**Twenty-sixth resolution (Delegation of competence to the Board of Directors to increase the number of shares to be issued in a capital increase, with or without preferential subscription rights)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, pursuant to Articles L. 225-129-2 and L. 225-135-1 of the French Commercial Code:

1. delegates to the Board of Directors, which may subdelegate this authorization under the conditions set by law, the authority to decide to increase the number of securities to be issued in the event of a capital increase, with or without preferential subscription rights, at the same price as the price used for the initial issuance, within the periods and limits provided for by regulations applicable at the date of issuance (to date, within thirty days of the end of subscription, and within the limit of 15% of the initial issuance), particularly with a view to granting an overallocation option in accordance with market practices;
2. resolves that the nominal amount of capital increases decided by this resolution will be deducted from the limit stipulated in the resolution by virtue of which the initial issuance is decided and from the overall ceiling provided for in paragraph 2 of the twenty-first resolution or, where applicable, from the limits provided for in any resolutions of the same kind that may supersede the said resolutions during the period of validity of this delegation of competence;
3. resolves that the Board of Directors may not, without the prior authorization of the general meeting, use this delegation of competence once a tender offer for the Company's shares has been submitted by a third party and until the end of the offer period;
4. sets the period of validity of the delegation of competence granted by this resolution at twenty-six months, as from the day of this general meeting.

**Twenty-seventh resolution (Delegation of competence to the Board of Directors to increase the share capital of the Company through the issuance of shares and/or securities granting access, immediately or in the future, to share capital reserved for participants in Company savings plans without preferential subscription rights)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to Articles L. 225-129-2, L. 225-129-6, L. 225-138-1 and L. 228-91 et seq. of the French Commercial Code and Articles L. 3332-18 to L.3332-24 of the French Labour Code:

1. delegates to the Board of Directors, with the option of sub-delegation under the conditions set by law, its competence to decide to increase the share capital without preferential subscription rights, on one or more occasions, in France or abroad, in the proportion and at the times it deems appropriate either in euros or in any other currency or monetary unit established by reference to several currencies, with or without a premium, in return for payment or free of charge, through the issue of (i) Company's shares (excluding preferred shares) and/or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code granting access, immediately or in the future, at any time or on a fixed date, by subscription, conversion, exchange, reimbursement, presentation of a warrant or in any other way, to the Company's share capital (including equity securities granting access to the allocation of debt securities), reserved for members of one or more employee savings plans (or any other plan to whose members articles L. 3332-1 et seq. of the French Labour Code or any similar law or regulation would allow a capital increase to be reserved under equivalent conditions) set up within a French or foreign company or group of companies included in the scope of consolidation or combination of the Company's accounts pursuant to Article L. 3344-1 of the French Labour Code; it being specified that this resolution may be used for the purposes of implementing leverage formulas;
2. resolves to set the following limits on the amounts of authorized capital increases in the event the Board of Directors uses this delegation of competence:
  - the total maximal nominal amount of capital increases that may be carried out pursuant to this delegation may not exceed 1% of the share capital at the date of the Board of Directors' decision, it being specified that this amount will be deducted from the overall ceiling provided for in paragraph 2 of the twenty-first resolution submitted to this general meeting and, as the case may be, from the limits provided for by any resolutions of the same kind that may supersede the said resolutions during the period of validity of this authorization;
  - these limits will be increased, where applicable, by the nominal amount of shares to be issued in order to maintain, in accordance with legal and regulatory provisions and, where applicable, with contractual stipulations providing for other cases of adjustment, the rights of holders of securities granting access to the share capital or other rights granting access to the share capital;
3. resolve that the issue price of the new shares or securities granting access to the share capital shall be determined under the conditions provided for in Articles L. 3332-18 et seq. of the Labour Code and shall be at least equal to 70% of the Reference Price (as this term is defined below) or 60% of the Reference Price when the lock-up period provided for by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the Labour Code is greater than or equal to ten years (it being specified that the discount levels mentioned in this paragraph may be modified in the event of changes in the regulations in force); for the purposes of this paragraph, the Reference Price means the weighted average of the prices quoted for the Company's shares on the regulated market of Euronext Paris during the twenty trading sessions preceding the date of the decision setting the opening date of the subscription for members of a company or group savings plan (or similar plan);



4. authorizes the Board of Directors to grant, free of charge, to the beneficiaries indicated above, in addition to the shares or securities granting access to the share capital, shares or securities granting access to the share capital to be issued or already issued, as a substitute for all or part of the discount to the Reference Price and/or as a top-up, it being understood that the advantage resulting from this grant may not exceed the applicable legal or regulatory limits pursuant to Articles L. 3332-10 et seq. of the Labour Code;
5. resolves to suppress the preferential subscription rights of shareholders to securities to be issued pursuant to this resolution in favor of the members of the company or group savings plans referred to above. In the event of a free allocation to the beneficiaries indicated above of shares or securities granting access to the share capital, the said shareholders also waive any right to the said shares or securities granting access to the share capital, including to the part of the reserves, profits or premiums incorporated into the capital, by reason of the free allocation of the said securities made on the basis of this resolution;
6. authorizes the Board of Directors, under the conditions of this delegation, to sell shares to members of a company or group savings plan (or similar plan) as provided for in Article L.3332-24 of the French Labour Code, it being specified that sales of shares made at a discount in favor of members of one or more employee savings plans referred to in this resolution shall be deducted up to the nominal amount of the shares thus sold from the ceilings referred to in paragraph 2 above;
7. resolves that the Board of Directors, will have all powers, and may subdelegate said powers as provided for by law, to implement this delegation of competence, in particular for the purpose of:
  - deciding the issuance of shares and/or securities granting access, immediately or in the future, to the Company's share capital or of other companies;
  - deciding the amount of the issuance, the issuance price as well as the amount of the premium that may be requested upon issuance or, if applicable, the amount of the reserves, profits or premiums that may be incorporated into the capital;
  - determining the dates and conditions of the issuance and the type, number and features of the shares and/or securities to be issued;
  - setting in accordance with the legal conditions, the list of companies whose beneficiaries, as indicated above, will be able to subscribe to the shares or securities granting access to the share capital thus issued and, where applicable, benefit from the shares or securities granting access to the share capital allocated free of charge;
  - deciding that subscriptions may be made directly by the beneficiaries, members of a company or group savings plan (or similar plan), or through company mutual funds or other structures or entities permitted by the applicable legal or regulatory provisions;
  - establishing the conditions, in particular the length of service, to be met by the beneficiaries of the capital increases;
  - in the event of the issue of debt securities, to determine all the characteristics and terms of these securities (in particular their fixed or indefinite duration, their subordinated or unsubordinated nature and their remuneration) and to amend, during the life of these securities, the terms and characteristics referred to above, in compliance with the applicable procedures;
  - establishing, where applicable, the conditions governing the exercise of rights (conversion, exchange, redemption, including through the delivery of Company assets such as treasury stock or securities already issued by the Company) attached to 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;

- establishing the conditions under which the Company will be entitled, where applicable, to purchase or exchange securities granting access to the share capital on the market, at any time or during specific periods, for the purpose of cancelling the securities or not, in accordance with legal provisions;
  - providing for the option of suspending the exercise of the rights attached to shares or securities granting access to the share capital, in compliance with applicable legal and regulatory provisions;
  - setting the terms and conditions of the issues to be carried out pursuant to this delegation, and in particular the amount of the issue and to determine in particular the issue price, dates, deadlines, terms and conditions of subscription, payment, delivery and entitlement to dividends of the securities (the date of which may be retroactive), the rules of reduction applicable in the event of oversubscription; as well as the other terms and conditions of the issues, within the limits of the laws and regulations in force;
  - determining and making all adjustments to take into account the impact of transactions on the Company's capital or equity, in particular in the event of a change in the par value of the share, a capital increase by capitalisation of reserves, profits or premiums, a free allocation of shares to the shareholders, a stock split or reverse stock split, the distribution of dividends, reserves or premiums or any other assets, or the amortisation of capital, or any other transaction affecting the Company's capital or equity (including in the event of a public offer and/or a change of control), and to set, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other methods of preservation, any terms and conditions to ensure the preservation of the rights of holders of securities or other rights granting access to the share capital (including by means of adjustments in cash);
  - in the event of a free allocation of shares or securities granting access to the share capital, determining the nature, the number of shares or securities granting access to the share capital to be issued, as well as their terms and characteristics, the number to be allocated to each beneficiary, and set the dates, deadlines, terms and conditions of allocation of these shares or securities granting access to the share capital within the applicable legal and regulatory limits and, in particular, choosing either to substitute the allocation of these shares or securities granting access to the share capital in whole or in part for the discounts to the Reference Price above-mentioned, or to deduct the equivalent value of these shares or securities from the total amount of the employer's contribution, or to combine these two possibilities;
  - in the event of an issue of new shares, charging, where applicable, the sums necessary to pay up the said shares to the reserves, profits or issue premiums;
  - formally acknowledging the completion of the capital increases and making the corresponding amendments to the Articles of Association;
  - whether or not charging the costs of the capital increases to the amount of the premiums relating thereto and deduct from this amount the sums necessary to fund the legal reserve;
  - generally, entering into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities useful for the issue, listing and financial servicing of the securities issued pursuant to this delegation, as well as for the exercise of the rights attached thereto or resulting from the capital increases carried out;
8. sets the period of validity of the delegation of competence granted by this resolution at twenty-six (26) months, as from the day of this general meeting;

9. acknowledges that this delegation cancels, from the date of this general meeting, any unused portion of any previous delegation having the same purpose, i.e., any delegation granting the authority to increase the share capital of the Company through the issuance of shares and/or securities granting access immediately or in the future to the share capital, without preferential subscription rights, reserved for members of savings plans.

**Twenty-eighth resolution (Authorization to the Board of Directors to grant performance shares (outstanding or newly issued) to some or all group employees and corporate officers)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to Articles L. 225-197-1 *et seq.* and L. 22-10-59 and L. 22-10-60 of the French Commercial Code:

1. authorizes the Board of Directors, which may subdelegate this authorization as permitted by law, to carry out one or more allocations of performance shares, outstanding or to be issued (excluding preferred shares), in favor of beneficiaries or categories of beneficiaries determined by the Board among the members of staff of the Company or of affiliated companies or groups, under the conditions provided for in Article L. 225-197-2 of the French Commercial Code and the corporate officers of the Company or of affiliated companies or groups and meeting the conditions referred to in Article L. 225-197-1, II, and L. 22-10-59 of the French Commercial Code, under the conditions defined hereafter;
2. resolves that the performance shares outstanding or to be issued that will be allocated pursuant to this authorization may not represent more than 2% of the share capital at the date of the Board of Directors' decision; it being specified that the maximum nominal amount of capital increases that may be conducted immediately or in the future pursuant to this authorization will be deducted from the overall ceiling provided for in paragraph 2 of the twenty-first resolution submitted to this general meeting or, where applicable, from the limits provided for by any resolution of the same kind that may supersede such resolution during the period of validity of this authorization. To these limits shall be added, where applicable, the number of shares to be issued pursuant to adjustments to be made in order to preserve the rights of the beneficiaries, in accordance with the legal and regulatory provisions and, where applicable, the stipulations of the plans providing for other methods of preservation;
3. resolves that for each fiscal year, the total number of shares outstanding or to be issued, allocated pursuant to this authorization to executive corporate officers of the Company, in respect of their functions, may not represent more than 0.1% of the share capital on the date of this meeting;
4. resolves that:
  - the free allocation of shares to their beneficiaries will become final at the end of a vesting period that may not be shorter than three years. However, by way of derogation to the above, the minimum vesting period may be set at one year for the purposes of the compensation of the employees whose professional activities have a material impact on the risk profile within the meaning of the CRD V regulation, so as to allow the implementation of the deferral rules applicable to such employees;
  - the permanently vested shares will be subject, at the end of the aforementioned vesting period, to a holding period that may not be shorter than the period required by the legal provisions applicable at the date of the decision to allocate the shares (i.e., to date, the difference between a two-year term and the length of the vesting period to be determined by the Board of Directors); however, this mandatory holding period may be eliminated by the Board of Directors for allocated performance shares whose vesting period has been determined to be at least two years;

- it being specified that the final vesting of allocated performance shares and the option of freely transferring said shares will take place prior to the expiry of the vesting period or, where applicable, the mandatory holding period, should the beneficiaries prove to be invalid due to their classification in the second or third category provided for in Article L. 341-4 of the French Social Security Code, or in an equivalent case outside France;
5. resolves that the final allocation of performance shares allocated in favor of members of staff of the group or corporate officers of the Company will be subject in particular and in full to the achievement of performance conditions set by the Board of Directors;
  6. grants all powers to the Board of Directors to implement this authorization, in particular for the purpose of:
    - determining if the allocated performance shares are shares to be issued and/or outstanding shares and, where applicable, amending its choice prior to the final allocation of shares;
    - determining the identity of the beneficiaries, or of the category(ies) of beneficiaries, of the share allocation from among the members of staff and corporate officers of the Company or of the aforementioned companies or groups, and the number of shares allocated to each beneficiary;
    - establishing the conditions and, where applicable, the criteria for the allocation of shares, including in particular the minimum vesting period and the required holding period for each beneficiary, under the conditions provided for above, it being specified that, for performance shares granted to corporate officers, the Board of Directors shall either (a) resolve that the performance shares granted may not be transferred by the interested parties prior to the end of their office, or (b) set the quantity of allocation shares that they are required to hold in registered form until the end of their office;
    - providing for the option to temporarily suspend allocation rights;
    - duly recording the final allocation dates and the dates from which the shares will be freely transferable, in accordance with legal restrictions;
    - registering the allocation performance shares to a registered account in the account-holder's name, indicating their non-transferability and the period of non-transferability, and waiving the non-transferability of shares for any circumstance permitted by applicable regulations;
  7. resolves that the Board of Directors, which may subdelegate such powers in accordance with the law, will also be granted all powers to deduct, where applicable, in the event of new share issues, the sums necessary for the paying-up of said shares from reserves, profits or issue premiums, to duly record the completion of capital increases carried out in accordance with this authorization, to amend the Articles of Association accordingly, and in general to complete any necessary acts and formalities;
  8. resolves that the Company may, where applicable, make adjustments to the number of allocated performance shares necessary to protect the rights of beneficiaries, depending on any transactions in the share capital or shareholders' equity of the Company, including in the event of a change in the nominal value of the share, a capital increase through the capitalization of reserves, the allocation of performance shares, the issuance of new equity securities with preferential subscription rights reserved for the shareholders, a stock split or reverse stock split, the distribution of reserves, issue premiums or any other assets, the amortization of capital, a change in the distribution of profits through the creation of preferred shares or any other transaction in the share capital or shareholders' equity (including in case of tender offer and/or change of control). It is hereby stipulated that the shares allocated in accordance with these adjustments will be deemed as having been allocated the same day as the initially allocated shares;

9. recognizes that, in the event new performance shares are allocated, this authorization will prevail, as said shares are permanently allocated over time, over capital increases through the capitalization of reserves, profits or issue premiums in favor of the beneficiaries of said shares and the associated waiver by the shareholders of their preferential subscription rights to said shares in favor of the beneficiaries of said shares;
10. acknowledges that, in the event the Board uses this authorization, it will notify each year the ordinary general meeting of the transactions carried out pursuant to the provisions set forth in Articles L. 225-197-1 to L. 225-197-3 of the French Commercial Code, in accordance with the conditions provided for in Article L. 225-197-4 of this same Code;
11. sets at thirty-eight months, as from the date of this general meeting, the period of validity of the authorization granted by this resolution;
12. acknowledges that this authorization cancels, from the date of this general meeting, any unused portion of any previous authorization having the same purpose, i.e., any authorization granting the authority to allocate performances shares outstanding or to be issued in favor of some or all members of staff and corporate officers of the group or some of them.

**Twenty-ninth resolution (Authorization to the Board of Directors to reduce the share capital through the cancellation of treasury shares)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, authorizes the Board of Directors to reduce the share capital, on one or more occasions, in such proportions and at such times as it may determine, by cancelling any quantity of treasury shares deemed appropriate, within the limits authorized by law, in accordance with the provisions of Articles L. 22-10-62 et seq. and L. 225-210 et seq. of the French Commercial Code.

At each cancellation date, the maximum number of shares cancelled by the Company during the twenty-four month period preceding such cancellation, including the shares subject to such cancellation, may not exceed 10% of the shares comprising the share capital of the Company at such date, i.e., for information purposes, at December 31, 2024, a limit of 20,541,926 shares; it being specified that this limit applies to an amount of share capital that will, where applicable, be adjusted to account for transactions affecting the share capital subsequent to this general meeting.

The general meeting grants all powers to the Board of Directors, which may subdelegate said powers, to conduct the cancellation(s) and capital reduction(s) that may be conducted pursuant to this authorization, to deduct the difference between the purchase price of the cancelled shares and the nominal value from the premiums and available reserves of its choice, to allocate the fraction of the legal reserve available as a result of the capital decrease, to amend the Articles of Association accordingly and to complete all necessary formalities.

This authorization is granted for a period of twenty-six (26) months from the date of this general meeting and cancels, from this date, any unused portion of any previous authorization having the same purpose, i.e., any authorization related to capital decreases through the cancellation of treasury stock.

**Thirtieth resolution (Amendment to paragraph 4 of Article 14 of the Articles of Association, relating to the deliberations of the Board of Directors - written consultation)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to extraordinary general meetings, having reviewed the report of the Board of Directors, resolves to amend the fourth paragraph of Article 14 of the Company's Articles of Association as follows:

*"Decisions of the Board of Directors may also be taken by written consultation of the directors, including by electronic means, provided that none of them objects. The Chairman of the Board of Directors (or any other person authorized to convene the Board of Directors) invites the directors to give their opinion in writing on a draft decision(s) that he sends them. Directors must give their opinion within 3 days of the draft decision(s) being sent to them, unless a shorter period is set by the author of the written consultation (in case of emergency and/or with regard to the decisions to be taken). If one or more director(s) do not respond within this period and unless this period is extended by the author of the written consultation, the said director(s) shall be deemed not to have participated in the consultation. If one of the directors objects to the decision being taken by means of a written consultation, he/she must inform the author of the consultation of his/her objection in writing, which may be electronic. This objection must be received within 2 days from the sending of the consultation."*

The rest of the article remains unchanged.

**Thirty-first resolution (Powers to carry out formalities)**

The general meeting, deliberating in accordance with the quorum and majority requirements applicable to extraordinary general meetings, hereby grants full powers to the bearer of an original, copy or extract of the minutes of these deliberations to complete any legal filing or publication formalities relating to or resulting from the decisions taken in the aforementioned resolutions.

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## 1. Formalities to be carried out prior to participating in the General Meeting of Shareholders

Any shareholder has the right to participate in the General Meeting in accordance with applicable legal and regulatory provisions, regardless of the number of shares held, either by:

- **attending in person,**
- **voting by correspondence,**
- **being represented at the meeting:** by giving a proxy to the Chairman of the Meeting, to his spouse or partner with whom a civil solidarity pact (*pacte civil de solidarité*) has been concluded, to another shareholder, or to any person (natural or legal) of his or her choice under the conditions prescribed by Article L. 225-106 of the French Commercial Code or, alternatively, without indicating a proxy, it being specified that for any proxy given by a shareholder without indicating a proxy, the Chairman of the Meeting shall vote in favour of the adoption of the draft resolutions presented or approved by the Board of Directors and against the adoption of all other draft resolutions.

In accordance with Article R. 22-10-28 of the French Commercial Code, any shareholder is entitled to participate in the General Meeting provided that the shares held are registered in its name or in the name of the registered intermediary on its behalf (pursuant to paragraph 7 of Article L. 228-1 of the French Commercial Code), two business days before the date of the meeting, *i.e.*, on **May 23, 2025 at midnight**, Paris time, either with the Company's share registrar for registered shares, or in the bearer share accounts of an authorized intermediary.

For **registered shareholders** (pure or administered), registration in the Company's share registrar two business days before the meeting, *i.e.*, **May 23, 2025 at midnight**, Paris time, is sufficient to enable them to participate in the General Meeting.

For **bearer shareholders**, registration of the shares in the bearer share accounts of an authorized intermediary must be evidenced by a share ownership certificate issued by the intermediary under the terms provided for in Article R. 22-10-28 of the French Commercial Code, and must be appended to the form for remote votes, proxy votes or the admission card prepared in the shareholder's name or on behalf of the shareholder represented by the registered intermediary.

A share ownership certificate enabling the shareholder to prove his or her status as a shareholder two business days before the meeting must also be issued by their financial intermediary to any shareholder wishing to attend the Meeting in person and who has not received his or her admission card two business days before the meeting, *i.e.*, **May 23, 2025 at midnight**, Paris time.

## 2. Ways of participating in the General Meeting of Shareholders

### A. Attending the General Meeting in person

Shareholders wishing to participate personally in the General Meeting may request an admission card in one of the following ways within the specified time limits:

#### i. By mail

For **registered shareholders** (pure or administered): each registered shareholder automatically receives the single form (*formulaire unique*), attached to the notice of meeting, which must be completed, specifying that the shareholder wishes to participate in the General Meeting and to obtain an admission card, then return it signed using the T envelope attached to the notice of meeting to **Uptevia, Service Assemblées Générales – Cœur Défense, 90-110 Esplanade du Général de Gaulle – 92931 Paris la Défense Cedex**, or go directly to the special counter on the day of the General Meeting with proof of their identity.

For **bearer shareholders**: each bearer shareholder must ask the authorized intermediary who manages their securities account to send them an admission card.

ii. By Internet

Shareholders wishing to participate personally in the General Meeting may also request an admission card by electronic means pursuant to the conditions set forth below.

**“Pure” registered shareholders** who wish to personally participate in the General Meeting and to obtain an admission card electronically should, in order to access the dedicated and secure VOTACCESS Meeting website, log on to the OLIS Shareholder website at the following address: <https://www.investors.uptevia.com>. “Pure” registered shareholders should log on <https://www.investors.uptevia.com> website using the login details and the password they usually use to consult their account.

**“Administered” registered shareholders** who wish to personally participate in the General Meeting and to obtain an admission card electronically should, in order to access the dedicated and secure VOTACCESS Meeting website, log on to the OLIS Shareholder website at the following address: <https://www.voteag.com/>. “Administered” registered shareholders should log on <https://www.voteag.com/> website using the temporary login details provided on the single voting form (*formulaire unique de vote*) or on the electronic notice of meeting. Once on the website’s homepage, they should follow the on-screen directions in order to access the VOTACCESS website and request an admission card.

For any connection problems, shareholders are invited to contact Uptevia, Investor Relations Department, by phone at 0 800 007 535 from France, or at +33 (0)1 49 37 82 36 from abroad, from Monday to Friday from 8:30 a.m. to 5:30 p.m. (Paris time).

**Bearer shareholders** who wish to personally attend the General Meeting should contact their account-holding institution to find out whether or not it is connected to the dedicated, secure VOTACCESS website and, if so, whether this access is subject to any special conditions of use.

If the shareholder’s account-holding institution is connected to the VOTACCESS website, the shareholder must identify himself on the Internet portal of his account-holding institution with his usual access codes. The shareholder must then follow the on-screen instructions on the Internet portal of his account-holding institution in order to access the VOTACCESS site where he can request his admission card.

The **VOTACCESS website** will be open as from **May 12, 2025 at 12:00 p.m.** The ability to request an admission card via the Internet before the General Meeting of Shareholders will end on the day before the General Meeting of Shareholders, *i.e.*, on **May 26, 2025, at 3 p.m.** Paris time. In order to avoid any possible congestion of the VOTACCESS website, shareholders are advised not to wait until the day before the Meeting to enter their instructions.

**B. *Voting by proxy or by correspondence***

Shareholders wishing to vote by correspondence or by proxy prior to the General Meeting should do one of the following within the specified time limits:

i. By correspondence

For **registered shareholders** (pure and administered): complete the single form (*formulaire unique*), attached to the notice of meeting received automatically by each registered shareholder, specifying that they wish to be represented or to vote by correspondence, then return the signed form using the T envelope attached to the notice of meeting or by mail to Uptevia, Service Assemblées Générales – Cœur Défense, 90-110 Esplanade du Général de Gaulle – 92931 Paris la Défense Cedex.

For holders of **bearer shares**: (i) request the single form (*formulaire unique*) from the financial intermediary who manages their shares, as from the date of the notice of the General Meeting, (ii) complete the form, specifying the wish to be represented or to vote by correspondence, and then (iii) return it signed, together with a certificate of participation issued by the financial intermediary, by mail to Uptevia, Service Assemblées Générales – Cœur Défense, 90-110 Esplanade du Général de Gaulle - 92931 Paris la Défense Cedex.



Single forms (*formulaire unique*) must be received by Uptevia, duly completed and signed, no later than three days before the Meeting, *i.e.*, **May 24, 2025**, failing which they will not be taken into account.

ii. By Internet

**“Pure” registered shareholders** who wish to vote by Internet, or to appoint or revoke a proxy online, prior to the General Meeting, should, in order to access the dedicated and secure VOTACCESS website, log on at the following address: <https://www.investors.uptevia.com>.

“Pure” registered shareholders should log on <https://www.investors.uptevia.com> website using the login details and the password they usually use to consult their account.

**“Administered” registered shareholders** who wish to vote by Internet, or to appoint or revoke a proxy online, prior to the General Meeting, should, in order to access the dedicated and secure VOTACCESS website, log on at the following address: <https://www.voteag.com>.

“Administered” registered shareholders should log on <https://www.voteag.com> website using the temporary login details provided on the single voting form (*formulaire unique de vote*) or on the electronic notice of meeting. Once on the website’s homepage, they should follow the on-screen directions in order to access the VOTACCESS website and vote, or appoint or revoke a proxy.

For any connection problems, shareholders are invited to contact Uptevia, Investor Relations Department, by phone at 0 800 007 535 from France, or at +33 (0)1 49 37 82 36 from abroad, from Monday to Friday from 8:30 a.m. to 5:30 p.m. (Paris time).

**Bearer shareholders** wishing to vote by Internet, or to appoint or revoke a proxy online, should contact their account-holding institution before the General Meeting to find out whether or not it is connected to the dedicated, secure VOTACCESS website and, if so, whether this access is subject to any special conditions of use.

If the shareholder’s account-holding institution is connected to the VOTACCESS website, the shareholder must identify himself on the Internet portal of his account-holding institution with his usual access codes. He must then follow the on-screen instructions on the Internet portal of his account-holding institution in order to access the VOTACCESS site on which he can vote, or appoint or revoke a proxy.

The **VOTACCESS website** will be open from **May 12, 2025 at 12:00 p.m.** until the day before the General Meeting of Shareholders, *i.e.*, **May 26, 2025 at 3:00 p.m.**, Paris time. In order to avoid any possible congestion of the VOTACCESS website, shareholders are advised not to wait until the day before the Meeting to enter their instructions.

The proxy and/or correspondence voting form will also be made available to shareholders on the issuer's website <https://about.amundi.com/general-meetings>.

In accordance with the provisions of Article R. 22-10-24 of the French Commercial Code, notification of the appointment and revocation of a proxy may also be made by electronic means, as follows:

- for **registered shareholders** (pure or administered): by sending an e-mail to the following address **ct-mandataires-assemblees@uptevia.com** specifying their surname, first name, address and Uptevia identifier for pure registered shareholders (information available at the top left of their securities account statement) or their identifier with their financial intermediary for administered registered shareholders, as well as the surname and first name of the appointed or revoked proxy;

- for **bearer shareholders**: by sending an e-mail to the following address **ct-mandataires-assemblees@uptevia.com** specifying their full name, address and bank references as well as the name and surname of the appointed or revoked proxy, together with the certificate of participation issued by the intermediary.

Only duly signed electronic notifications of appointment or revocation of proxies, completed and received no later than the day before the General Meeting, *i.e.*, **May 26, 2025, at 3:00 p.m.**, Paris time, may be taken into account. Moreover, only notifications of appointment or revocation of proxies may be sent to the above-mentioned e-mail address, and any other request or notification relating to another subject may not be taken into account and/or processed.

### **C. Change of the method of participation and transfer of shares**

In accordance with Article R. 22-10-28 of the French Commercial Code, the shareholder who has already cast its vote by correspondence, sent a proxy or requested an admission card or a certificate of participation may no longer choose another method of participation in the General Meeting.

A shareholder who has already cast its vote by correspondence, sent a proxy or requested an admission card or a certificate of participation may nevertheless transfer all or part of his or her shares at any time. However, if the transfer occurs before the second business day preceding the General Meeting, *i.e.*, **May 23, 2025, at midnight** Paris time, the Company shall invalidate or modify, as applicable, the vote by correspondence, the proxy, the admission card or the certificate of participation, and shall terminate access to the VOTACCESS platform. To this end, the authorized intermediary holding the account shall notify the Company or its agent of the transfer and send to the latter the necessary information. No transfer or other transaction carried out after May 23, 2025, at midnight Paris time, regardless of the means used, will be notified by the authorized intermediary or taken into consideration by the Company, notwithstanding any agreement to the contrary (Article R. 22-10-28 of the French Commercial Code).

### **3. Submission of written questions**

Shareholders may submit written questions to the Company in accordance with Article R. 225-84 of the French Commercial Code. These questions should be sent to the Chairman of the Board of Directors at the following address **Amundi - Questions écrites à l'AG - SFC/AFR/CGO/LIF - 91-93 boulevard Pasteur - CS21564 - 75730 Paris cedex 15**, by registered mail with acknowledgement of receipt (or by email to the following email address: [questions-ecrites-ag@amundi.com](mailto:questions-ecrites-ag@amundi.com)), no later than four business days before the General Meeting of Shareholders, *i.e.*, **May 21, 2025**. In order to be considered, these questions must be accompanied by a certificate of registration.

### **4. Requests for the inclusion of items or draft resolutions to the agenda of the General Meeting**

One or more shareholders representing at least the portion of the share capital provided for by the applicable laws and regulations may request that items or draft resolutions be included on the agenda, in accordance with the conditions provided for in Articles L. 225-105, L. 22-10-44, R. 225-71 to R. 225-73 and R. 22-10-22 of the French Commercial Code.

Requests for the inclusion of items (which must be substantiated) or draft resolutions on the agenda must be sent to the Company's registered office at the following address **Amundi - Résolutions à l'AG - SFC/AFR/CGO/LIF - 91-93, boulevard Pasteur - CS21564 - 75730 Paris cedex 15** by registered letter with acknowledgement of receipt, and must be received no later than twenty-five days before the General Meeting (and may not be sent more than twenty days after the date of this notice of meeting). Such requests must be accompanied by :

- the item to be included on the agenda with its justification; or
- the text of the draft resolutions, which may be accompanied by a brief explanatory memorandum and, where applicable, the information specified in Article R. 225-83, 5° of the French Commercial Code; and
- a certificate of account registration attesting the holding or the representation by the authors of the request of the portion of share capital required pursuant to Article R. 225-71 of the French Commercial Code.

It is further reminded that the examination by the General Meeting of the items or draft resolutions on the agenda is subject to the submission by the authors of a new certificate proving the registration of their shares in the same accounts by the second business day before meeting, *i.e.*, **May 23, 2025 at midnight**, Paris time.

The list of items and the text of draft resolutions added to the agenda will be published without delay on the Company's website, <https://about.amundi.com/general-meetings>, in accordance with Article R. 22-10-23 of the French Commercial Code.

## **5. Documents made available to shareholders and broadcasting**

In accordance with legal and regulatory requirements, all of the documents that must be provided at the General Meeting will be made available to shareholders within the applicable timeframe at Amundi's registered office, or sent upon request sent to Uptevia.

In addition, the documents to be presented at the General Meeting as well as the other information and documents provided for in Article R. 22-10-23 of the French Commercial Code will be available on the Company's website, <https://about.amundi.com/general-meetings>, no later than **May 6, 2025** (*i.e.*, 21 days before the General Meeting of Shareholders).

This notice will be followed by a notice of meeting which will include any potential modifications to the agenda resulting from requests for the inclusion of draft resolutions submitted by shareholders and/or the social and economic committee.

Finally, in accordance with Articles L. 22-10-38-1 and R. 22-10-29-1 of the French Commercial Code, unless technical reasons make it impossible or seriously disrupt the broadcast of the General Meeting, the entire meeting will be subject to a live audiovisual broadcast on the aforementioned Company's website.

*The Board of Directors*