

CELLECTIS

Société anonyme with a share capital of 1,470,986.05 euros
Registered Office: 8, rue de la Croix Jarry - 75013 Paris
Paris Trade & Companies Register (RCS) 428 859 052
(the “Company”)

**COMBINED ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF FEBRUARY 16, 2015**

TEXT OF THE RESOLUTIONS

RESOLUTIONS FOR THE ORDINARY GENERAL MEETING

RESOLUTION 1

Authorization of the Board of Directors to buy back Company shares.

The General Meeting, acting with the quorum and the majority required for Ordinary General Meetings,

having considered the Board of Director’s report,

in accordance with Articles L 225-209 *et seq* of the French Commercial Code,

authorizes the Board of Directors to acquire Company shares, under the conditions specified in Articles L. 225-209 *et seq* of the French Commercial Code,

decides that the acquisition, sale or transfer of those shares may be accomplished by any means, on one or more occasions, notably via a stock exchange or a negotiated contract, including by the purchase or sale of blocks, public offerings, options or derivatives, under the conditions specified by the securities authorities and in compliance with applicable regulations,

decides that the authorization may be used:

- to ensure the liquidity of Company shares through an investment services provider under a liquidity agreement in accordance with the ethics charter recognized by the French Financial Markets Authority (*Autorité des marchés financiers* / AMF);
- to permit it to honor its obligations under stock option plans, free-share allocation plans, employee savings plans or other allocations of shares to the employees and directors of the Company or companies related to it;
- to permit it to deliver shares upon the exercise of rights attached to securities giving access to its capital;
- to purchase shares to be held for later use as exchange or payment in a potential external growth transaction; or

- to cancel all or some of the shares purchased, subject to the adoption of Resolution 2 below and therefore in accordance with the terms in it;

decides to set the maximum purchase price per share (excluding fees and commissions) at 50 euros, with an overall ceiling of 15,000,000 euros, it being understood that this purchase price will be adjusted as necessary to take into account capital transactions (particularly in the case of incorporation of reserves, allocation of free shares, split or reverse-split) during the validity period of this authorization;

acknowledges that the maximum number of shares that may be purchased under this Resolution may not, at any time, exceed 10% of the total number of shares, it being understood that (i) when the shares are acquired to promote the liquidity of Company shares, the number of shares taken into account to calculate this limit shall correspond to the number of shares purchased minus the number of shares resold during the authorization period and (ii) when the shares are acquired to be held and used later in payment or exchange as part of a merger, split or contribution, the number of acquired shares must not exceed 5% of the total number of shares;

grants full powers to the Board of Directors, including the option to sub-delegate to the Chief Executive Officer or with the latter's consent to one or more executive officers, to implement this authorization, place any stock market orders, conclude any agreements on terms permitted by law, carry out any formalities, prepare any documents and file any declarations with the French Financial Markets Authority ("*Autorité des Marchés Financiers*") and any other competent entity and, generally, do everything necessary.

This authorization is granted for a period of eighteen (18) months from the date of this Meeting and terminates all previous authorizations having the same purpose.

RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING

RESOLUTION 2

Authorization of the Board of Directors to reduce share capital by cancelling shares as part of the authorization to buy back its own shares.

The General Meeting, acting with the quorum and the majority required for Extraordinary General Meetings,

having considered the Board of Director's report and the Statutory Auditor's special report,

subject to the adoption of Resolution 1 above,

authorizes the Board of Directors, in accordance with Article L. 225-209 of the French Commercial Code, for a period of eighteen months from the date of this Meeting, to cancel, on one or more occasions, up to 10% of the share capital per twenty-four month period, all or some of the shares acquired by the Company and to reduce the share capital by the same amount, it being understood that this limit applies to an amount of share capital that will be adjusted if necessary to take into account transactions conducted after the date of this Meeting;

decides to allocate any positive difference between the purchase price and nominal value of the shares, to the "issue premiums", mergers or contributions line in the accounts or to any other available reserves, including legal reserves, to a maximum of 10% of the completed capital reduction;

grants full powers to the Board of Directors, including the option to sub-delegate under the conditions provided by law, to carry out all actions, formalities and declarations to complete all capital reductions under this authorization and to accordingly amend the Company’s Articles of Association.

This authorization is granted for a period of eighteen (18) months from the date of this Meeting and terminates all previous authorizations having the same purpose.

RESOLUTION 3

Removal of the Articles of Association’s limit on the number of members of the Board of Directors, with corresponding amendment to Article 11.1 of the Company’s Articles of Association.

The General Meeting, acting with the quorum and the majority required for Extraordinary General Meetings,

having considered the Board of Director’s report,

decides to remove the limit in the Articles of Association on the number of directors comprising the Board of Directors and consequently amend paragraph 1 of Article 11.1 of the Company’s Articles of Association as follows:

“The Company is administered by a Board of Directors composed of natural persons or legal entities, the number of whom is determined by the Ordinary General Meeting within legal limits.”

RESOLUTION 4

Change to the shareholder proxy rules for General Meetings: amendment of paragraph 5 article 18 of the Company’s Articles of Association.

The General Meeting, acting with the quorum and the majority required for Extraordinary General Meetings,

having considered the Board of Director’s report,

decides to change the shareholder proxy rules for General Meetings to allow shareholders to be represented by any person of their choice, whether or not a Company shareholder, and to accordingly amend paragraph 5 of Article 18 of the Company’s Articles of Association as follows:

“A shareholder who does not attend the Meeting in person may choose, as proxy, another shareholder, his or her spouse or partner with whom they have signed a civil solidarity pact, or any other person of their choice, or may vote remotely or may send a proxy form to the Company without specifying the name of a proxy, subject to applicable laws and regulations.”

RESOLUTION 5

Change to paragraph 5 of article 15.2 of the Company's Articles of Association relating to agreements submitted for authorization, to comply with applicable laws.

The General Meeting, acting with the quorum and the majority required for Extraordinary General Meetings,

having considered the Board of Director's report,

finding that applicable laws no longer require agreements that relate to day-to-day operations and are concluded on normal business terms, to be communicated to the Chairman of the Board of Directors and consequently to the Statutory Auditors,

decides to amend paragraph 5 Article 15.2 of the Company's Articles of Association to comply with applicable laws:

"The above provisions do not apply to agreements relating to day-to-day operations and concluded on normal terms."

RESOLUTION 6

Delegation of authority to the Board of Directors to increase capital immediately or in the future by issuing ordinary shares or any other securities giving access to capital, with the removal of pre-emptive subscription rights, to the benefit of a category of persons meeting specified characteristics, up to a maximum nominal value of 1,470,986 euros.

The General Meeting, acting with the quorum and the majority required for Extraordinary General Meetings,

having considered the Board of Director's report and the Statutory Auditor's special report,

in accordance with Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-138 and L. 228-91 *et seq* of the French Commercial Code,

delegates to the Board of Directors the power to decide, on one or more occasions, in such proportions and at such times as it considers appropriate, in France or abroad, for a period of eighteen (18) months following the date of this Meeting, to issue ordinary shares in the Company or any securities giving, immediately or in the future, access by any method to Company capital (including share-redeemable or share-convertible bonds and share subscription warrants, whether or not attached to shares or other securities), issued in euros or any foreign currency or any monetary unit defined by reference to a variety of currencies selected by the Board of Directors, to be paid in cash or offset by a debt instrument;

decides that the overall nominal ceiling on capital increases that may be accomplished immediately or in the future, under this authorization, is set at 1,470,986 euros, or its foreign currency equivalent, it being understood that to this ceiling will be added the nominal value of additional shares or securities, if any, to preserve, in accordance with applicable regulations and any contractual provisions, the rights of holders of securities and other rights giving access to share capital;

decides that this amount will count towards the overall ceiling specified in Resolution 12 below,

decides that the overall nominal ceiling on issues of debt securities giving access to share capital, may not exceed 100,000,000 euros (or the corresponding value of this amount if issued in a different currency);

decides further that the nominal amount of any share capital increase that may occur will count towards the overall ceiling specified in Resolution 12 below;

decides to suppress the shareholders' pre-emptive subscription rights on the shares and securities that will be issued and to reserve the subscription of the shares and securities that are the subject of this Resolution to the following category of persons:

- any bank or credit establishment underwriting the capital increase or any issue that may involve a future capital increase, that may be undertaken under this delegation;

specifies that, pursuant to Article L. 225-132 of the French Commercial Code, where required, the decision to issue securities giving access to capital includes the shareholder's waiver of their pre-emptive rights to subscribe to the equity instruments to which the issued securities confer rights;

decides that proceeds owed to the Company for each of the shares issued under the above-mentioned delegation shall be at least equal to the nominal value of said shares on the issue date, and further **decides** that the issue price of said shares, including any future issue (in the case of an exercise of a warrant, upon conversion of a bond, or any other security giving access to the capital issued under this authorization), shall be set by the Board of Directors as follows:

- under the terms of the capital increase resulting from the admission for trading and first listing of the Company's shares (in the form of American Depositary Shares) on the Nasdaq Global Market in the United States of America, the subscription price of one new share will be determined by the supply of the shares and demand by investors wanting to purchase, as part of the technique known as "building the order book";
- after admission for trading and the initial listing of the Company's shares (in the form of American Depositary Shares) on the Nasdaq Global Market in the United States of America, the subscription price of one new share shall be at least equal to the weighted average price of the volumes traded in the last three trading days preceding the date that the price is set, minus a maximum reduction of 20%, if any, (it being understood that if, during the use of this delegation, the Company shares were admitted for trading on a regulated market recognized as such by the French Financial Markets Authority ("*Autorité des Marchés Financiers*"), the price shall be set in accordance with Article L. 225-136-1 of the French Commercial Code), taking into account the entitlement date, if any – it being understood that the issue price of any securities giving access to capital issued under this authorization shall be the sum immediately taken by the Company, plus any sum that may be taken by it during the exercise or conversion of said securities – thus, for each share issued as a consequence of the issuance of these securities, at least equal to the minimum price defined above;

decides that the Board of Directors, under the conditions specified by law, shall have full powers to implement this delegation, including but not limited to the following:

- decide the value of the capital increase, the issue price (it being understood that the issue price shall be determined in accordance with the pricing terms set out above) as well as the amount of any premium at time of issue;
- set the dates, terms and conditions of any issue as well as the form and characteristics of the shares or securities to be issued, giving access to capital;
- set the potentially retroactive entitlement dates for the shares or securities to be issued giving access to capital, including the full payment procedure ;
- specify the list of beneficiaries within the category of persons mentioned above and the number of securities to be allocated to each;
- assign, on its own initiative and at any time it considers appropriate, the expenses, duties and fees arising from the capital increases transacted under the delegation in this Resolution, to the premiums associated with these transactions, and to deduct from said premiums the monies necessary to raise the legal reserve to one tenth of the new capital, after each transaction;
- formally record the value of the completed capital increase and amend the Company's Articles of Association accordingly;
- in general enter into any agreement, in particular for the successful completion of the proposed issuance, take any measures and carry out any formalities useful for issuance, listing and financially servicing the securities issued under this delegation, as well as for exercising the rights attached to them;
- make any decision with a view to the admission of the issued shares and securities to trading on any market on which the Company's shares would be admitted for trading;

acknowledges that, should the Board of Directors use the authorization in this Resolution, it shall report at the following Ordinary General Meeting, in accordance with applicable laws and regulations, the use made of the authorization given in this Resolution.

RESOLUTION 7

Delegation of authority granted to the Board of Directors to increase capital immediately or in the future by issuing ordinary shares or any other securities giving access to capital, with the retention of pre-emptive subscription rights, to the benefit of a category of persons meeting specified characteristics, up to a maximum nominal value of 1,470,986 euros.

The General Meeting, acting with the quorum and the majority required for Extraordinary General Meetings,

having considered the Board of Director's report and the Statutory Auditor's special report,

in accordance with Articles L. 225-129-2, L. 225-129-4, L. 225-134, L. 228-91, L. 228-92 and L. 228-93 of the French Commercial Code,

delegates to the Board of Directors the power to decide to issue, on one or more occasions, in such proportions and at such times it considers appropriate, in France or abroad, in euros or a foreign currency or any monetary unit defined by reference to a variety of currencies, free or in return for payment, ordinary shares in the Company or any securities giving access by any method, immediately or in the future, to ordinary shares in the Company, said shares conferring the same rights as existing shares subject to their entitlement date;

decides that the securities thus issued may consist of debt securities, may be combined with the issuance of such securities, and may permit their issuance as intermediate securities;

decides that the shareholders have, in proportion to the number of shares that they hold, pre-emptive rights to subscribe to any ordinary shares or securities that may be issued under this delegation;

grants the Board of Directors the option to grant shareholders the right to subscribe as a reduction a greater number of shares or securities than they could subscribe irreducibly, in proportion to the rights they hold and within the limits of their request;

decides to set at 1,470,986 euros (or its foreign currency equivalent) the maximum nominal value of any immediate or future capital increases under this authorization, it being understood that:

- the maximum nominal value of any immediate or future capital increases under this delegation will count toward the overall ceiling specified in Resolution 12 below;
- to this ceiling will be added the nominal value of any shares to be issued to preserve, in accordance with applicable laws and any contractual provisions, the rights of holders of securities and other rights giving access to share capital;

decides to set at 100,000,000 euros (or its equivalent in a foreign currency) the maximum nominal value of any immediate or future capital increases under this delegation, it being understood that:

- this amount may be increased by any reimbursement premium above par;
- this amount will count towards the overall ceiling specified in Resolution 12 below,
- this ceiling will not apply to any issue of debt securities decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code;

decides that, if subscriptions are less than the total amount of shares issued, the Board of Directors may use, in any sequence it wishes, any of the following options:

- limit the issue to the amount of subscriptions received, provided that the amount is equal to at least three-quarters of the issue initially decided ;
- freely apportion any or all of the unsubscribed securities to any person(s) it should choose;
- offer some or all of the unsubscribed securities to the public on the French or international markets;

decides that warrants to subscribe to Company shares may be issued as a subscription offer, or by a free allocation to the holders of existing shares;

decides that, in the case of free allocation of subscription warrants, the Board of Directors shall have the option to decide that any rights forming fractional shares will not be negotiable and that the corresponding shares will be sold;

acknowledges, as needed, that this delegation automatically entails, to the benefit of holders of any securities that may be issued under this authorization, the express waiver by shareholders of their pre-emptive right to subscribe to the shares to which said securities confer rights;

decides that the Board of Directors shall have full powers, including the option to sub-delegate under the conditions set by law and the Company's Articles of Association, to implement this delegation, so as to in particular:

- set the dates, terms and conditions of any issue as well as the form and characteristics of the shares or securities to be issued, giving access to capital with or without a premium;
- set the amounts to be issued, the potentially retroactive entitlement dates of the shares or securities to be issued giving access to capital, the procedure for paying up the shares or securities, if any, the procedures for exercising exchange, conversion, or redemption rights, or the allocation in any other way of shares and securities giving access to capital;
- make any adjustments required by applicable laws, regulations and contractual provisions, if any, to protect the rights of the holders of securities and other rights giving access to Company capital; and
- suspend, if applicable, the exercise of the rights attached to such securities for a period of up to three months.

decides that the Board of Directors may:

- on its own initiative and at any time it considers appropriate, assign the expenses, duties and fees arising from the capital increases transacted under the delegation in this Resolution, to the premiums associated with these transactions, and to deduct from said premiums the monies necessary to raise the legal reserve to one tenth of the new capital, after each transaction;
- take all measures and decisions and perform all formalities for the issued securities to be admitted for trading on the Euronext Alternext market in Paris and on any other market on which the Company's shares may be listed;
- take all measures, enter into any agreement and perform all formalities to achieve the successful conclusion of the proposed issuance and thus to achieve the resulting capital increase, and to correspondingly amend the Company's Articles of Association.

acknowledges that, should the Board of Directors use the authorization in this Resolution, it shall report its use at the following Ordinary General Meeting on its use, in accordance with applicable laws and regulations.

decides that this authorization is granted for a period of twenty-six (26) months from the date of this Meeting and terminates all previous authorizations having the same purpose.

RESOLUTION 8

Delegation of authority to the Board of Directors to increase capital by issuing ordinary shares or any other securities giving access to capital, with the removal of pre-emptive subscription rights, by a public offering, up to a maximum nominal value of 1,470,986 euros.

The General Meeting, acting with the quorum and the majority required for Extraordinary General Meetings,

having considered the Board of Director's report and the Statutory Auditor's report,

in accordance with Articles L. 225-129, L. 225-129-2, L. 225-129-4, L. 225-135, L. 225-135-1, L. 225-136, L. 228-91, L. 228-92 of the French Commercial Code,

delegates to the Board of Directors the power to decide to issue, via a public offering on one or more occasions, in such proportions and at such times it considers appropriate, in France or abroad, in euros or a foreign currency or any monetary unit defined by reference to a variety of currencies, free or in return for payment, ordinary shares in the Company or any securities giving access by any method, immediately or in the future, to ordinary shares in the Company, said shares conferring the same rights as existing shares subject to their entitlement date;

decides that the securities thus issued may consist of debt securities, may be combined with the issuance of such securities, and may permit their issuance as intermediate securities;

decides that any issuance under this authorization may be in the form of a public offering;

decides consequently to remove shareholders' pre-emptive rights on the ordinary shares or securities issued under this authorization;

acknowledges, as needed, that this authorization automatically entails, to the benefit of holders of any securities that may be issued under this authorization, the express waiver by shareholders of their pre-emptive right to subscribe to the shares to which said securities confer rights;

decides to set at 1,470,986 euros (or its foreign currency equivalent) the maximum nominal value of any immediate or future capital increases under this authorization, it being understood that:

- the maximum nominal value of any immediate or future capital increases under this authorization will count toward the overall ceiling specified in Resolution 12 below;
- to this ceiling will be added the nominal value of any shares to be issued to preserve, in accordance with applicable laws and any contractual provisions, the rights of holders of securities and other rights giving access to share capital;

decides to set at 100,000,000 euros (or its equivalent in a foreign currency) the maximum nominal value of any immediate or future capital increases under this authorization, it being understood that:

- this amount may be increased by any redemption premium above par;
- this amount will count towards the overall ceiling specified in Resolution 12 below,
- this ceiling will not apply to any issue of debt securities decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code;

decides that, if subscriptions are insufficient for the entire issue, the Board of Directors may use, in any manner it wishes, any of the following options:

- limit the issue to the amount of subscriptions received, provided that the amount is equal to at least three-quarters of the issue initially decided;
- freely apportion any or all of the unsubscribed securities to any person(s) it should choose;

- offer some or all of the unsubscribed securities to the public on the French or international markets;

decides that the issue price of the shares issued under this authorization shall be set by the Board of Directors and shall be at least equal to the weighted average price of the volumes traded in the last three trading days preceding the date that the price is set, minus a maximum reduction of 20%, if any, (it being understood that if, during the use of this authorization, the Company shares were admitted for trading on a regulated market, the price shall be set in accordance with Article L. 225-136-1 of the French Commercial Code), taking into account the entitlement date, if any – it being understood that the issue price of any securities giving access to capital issued under this authorization shall be the sum immediately taken by the Company, plus any sum that may be taken by it during the exercise or conversion of said securities – thus, for each share issued as a consequence of the issuance of these securities, at least equal to the minimum price defined above;

authorizes the Board of Directors, including the option to sub-delegate under the conditions set by law and the Company's Articles of Association, to implement this authorization, particularly:

- set the dates, terms and conditions of any issue as well as the form and characteristics of the shares or securities to be issued, giving access to capital with or without a premium;
- set the amounts to be issued, the potentially retroactive entitlement dates of the shares or securities to be issued giving access to capital, the procedure for paying up the shares or securities, if any, the procedures for exercising exchange, conversion, or redemption rights, or the allocation in any other way of shares and securities giving access to capital;
- make any adjustments required by applicable laws, regulations and contractual provisions, if any, to protect the rights of the holders of securities and other rights giving access to Company capital; and
- suspend, if applicable, the exercise of the rights attached to such securities for a period of up to three months.

decides that the Board of Directors may:

- on its own initiative and at any time it considers appropriate, impute the expenses, duties and fees arising from the capital increases transacted under the authorization in this Resolution, to the premiums associated with these transactions, and to deduct from said premiums the monies necessary to raise the legal reserve to one tenth of the new capital, after each transaction;
- take all measures and decisions and perform all formalities for the issued securities to be admitted for trading on the Euronext Alternext market in Paris and on any other market on which the Company's shares may be listed;
- take all measures, enter into any agreement and perform all formalities to achieve the successful conclusion of the proposed issuance and thus to achieve the resulting capital increase, and to correspondingly amend the Company's Articles of Association.

acknowledges that, should the Board of Directors use the authorization in this Resolution, it shall report its use at the following Ordinary General Meeting on its use, in accordance with applicable laws and regulations.

decides that this authorization is granted for a period of twenty-six (26) months from the date of this Meeting and terminates all previous authorizations having the same purpose.

RESOLUTION 9

Delegation of authority to the Board of Directors to increase capital immediately or in the future by issuing ordinary shares or any other securities giving access to capital, with the removal of pre-emptive subscription rights, by an offering to qualified investors or to a restricted circle of investors as set out in paragraph II of article L. 411-2 of the French Monetary and Financial Code, up to a total nominal value of 735,493 euros.

The General Meeting, acting with the quorum and the majority required for Extraordinary General Meetings,

having considered the Board of Director's report and the Statutory Auditor's report,

in accordance with Articles L. 225-129, L. 225-129-2, L. 225-129-4, L. 225-135, L. 225-135-1, L. 225-136, L. 228-91 and L. 228-92 of the French Commercial Code and paragraph II of Article L. 411-2 of the French Monetary and Financial Code;

authorizes the Board of Directors to decide to issue, on one or more occasions, in such proportions and at such times it considers appropriate, in France or abroad, in euros or a foreign currency or any monetary unit defined by reference to a variety of currencies, free or in return for payment, ordinary shares in the Company or any securities giving access by any method, immediately or in the future, to ordinary shares in the Company, said shares conferring the same rights as existing shares subject to their entitlement date, as part of an Offering to the benefit of qualified investors or a restricted circle of investors pursuant to Article L. 411-2, II.2 of the French Monetary and Financial Code;

decides that the securities thus issued may consist of debt securities, may be combined with the issuance of such securities, and may permit their issuance as intermediate securities;

decides to suppress shareholders' pre-emptive rights on the ordinary shares or securities issued under this authorization;

acknowledges, as needed, that this authorization automatically entails, to the benefit of holders of any securities that may be issued under this authorization, the shareholder's express waiver of their pre-emptive rights to subscribe to the shares to which said securities confer rights;

decides that the overall nominal ceiling on capital increases that may be accomplished immediately or in the future, under this authorization, must not be more than 735,493 euros and must in any case not exceed the limits in the regulations applicable on the issue date (noting that, for indicative purposes only, as at the date of this Meeting, equity instruments offered under Article L. 411-2 II of the French Financial and Monetary Code is limited to 20% of Company capital per year, as measured on the date of the Board of Directors decision under this authorization), it being understood that to this ceiling will be added the additional shares, if any, to preserve, in accordance with applicable laws and regulations and contractual provisions, the rights of holders of securities giving access to share capital;

decides further that the nominal amount of any share capital increase will count towards the overall ceiling specified in Resolution 12 below;

decides to set at 100,000,000 euros (or its foreign currency equivalent) the maximum nominal value of any immediate or future capital increases under this authorization, it being understood that:

- this amount may be increased by any reimbursement premium above par;
- this amount will count towards the overall ceiling specified in Resolution 12 below,
- this ceiling will not apply to any issue of debt securities decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code;

decides that, if subscriptions are insufficient for the entire issue, the Board of Directors may use, in any sequence it wishes, any of the following options:

- limit the issue to the amount of subscriptions received, provided that the amount is equal to at least three-quarters of the issue initially decided on;
- freely apportion any or all of the unsubscribed securities to any person(s);

decides that the issue price of the shares issued under this authorization shall be set by the Board of Directors and shall be at least equal to the weighted average price of the volumes traded in the last three trading days preceding the date that the price is set, minus a maximum discount of 20%, if any, (it being understood that if, during the use of this authorization, the Company shares were admitted for trading on a regulated market, the price shall be set in accordance with Article L. 225-136-1 of the French Commercial Code), taking into account the entitlement date, if any – it being understood that the issue price of any securities giving access to capital issued under this authorization shall be the sum immediately taken by the Company, plus any sum that may be taken by it during the exercise or conversion of said securities – thus, for each share issued as a consequence of the issuance of these securities, at least equal to the minimum price defined above;

authorizes the Board of Directors, including the option to sub-delegate under the conditions set by law and the Company's Articles of Association, to implement this authorization, so as to in particular:

- set the dates, terms and conditions of any issue as well as the form and characteristics of the shares or securities to be issued, giving access to capital with or without a premium;
- set the amounts to be issued, the potentially retroactive entitlement dates of the shares or securities to be issued giving access to capital, the procedure for paying up the shares or securities, if any, the procedures for exercising exchange, conversion, or redemption rights, or the allocation in any other way of shares and securities giving access to capital;
- make any adjustments required by applicable laws, regulations and contractual provisions, if any, to protect the rights of the holders of securities giving access to Company capital; and
- suspend, if applicable, the exercise of the rights attached to such securities for a period of up to three months.

decides that the Board of Directors may:

- on its own initiative and at any time it considers appropriate, impute the expenses, duties and fees arising from the capital increases transacted under the authorization in this Resolution, to the premiums associated with these transactions, and to deduct from said premiums the monies necessary to raise the legal reserve to one tenth of the new capital, after each transaction;
- take all measures and decisions and perform all formalities for the issued securities to be admitted for trading on the Euronext Alternext market in Paris and on any other market on which the Company's shares may be listed;

- take all measures, enter into any agreement and perform all formalities to achieve the successful conclusion of the proposed issuance and thus to achieve the resulting capital increase, and to correspondingly amend the Company's Articles of Association.

states that this authorization, not being a general delegation of authority to increase capital without pre-emptive subscription rights, but is an authorization specifically to increase share capital by an issue without pre-emptive subscription rights in the form of an offering pursuant to Article L. 411-2, II of the French Monetary and Financial Code ("*Code Monétaire et Financiers*"), does not have the same purpose as Resolution 8 of this Meeting;

acknowledges, therefore, that this authorization does not render ineffective Resolution 8 of this Meeting or affect its terms or duration;

acknowledges that, should the Board of Directors use the authorization in this Resolution, it shall report its use at the following Ordinary General Meeting on its use, in accordance with applicable laws and regulations.

decides that this authorization is granted for a period of twenty-six (26) months from the date of this Meeting and terminates all previous authorizations having the same purpose.

RESOLUTION 10

Delegation of authority granted to the Board of Directors to increase capital by issuing ordinary shares or any other securities giving access to capital, with the removal of shareholders' pre-emptive subscription rights, to the benefit of a category of persons ensuring the underwriting of the Company's equity securities that may result from a line of equity financing.

The General Meeting, acting with the quorum and the majority required for Extraordinary General Meetings,

having considered the Board of Director's report and the Statutory Auditor's report,

in accordance with Articles L. 225-129 *et seq* and in particular L. 225-129-2, L. 225-129-4, L. 225-135, L. 225-138 and L. 228-91 *et seq* of the French Commercial Code;

delegates to the Board of Directors the power to decide to issue, on one or more occasions, in such proportions and at such times it considers appropriate, in France or abroad, in euros or a foreign currency or any monetary unit defined by reference to a variety of currencies, free or in return for payment, ordinary shares in the Company or any securities giving access by any method, immediately or in the future, to ordinary shares in the Company (including share subscription warrants or share subscription rights);

decides that the securities thus issued may consist of debt securities, may be combined with the issuance of such securities, and may permit their issuance as intermediate securities;

decides to suppress shareholders' pre-emptive subscription rights to ordinary shares in the Company and/or to any securities and/or any debt securities to be issued to the benefit of the following category of persons:

any bank, credit establishment or investment services provider agreeing to underwrite the capital increases or other issuances that may entail one or more future capital increases under this authorization as part of setting up a line of equity financing;

acknowledges, as needed, that this authorization automatically entails, to the benefit of holders of any securities that may be issued under this authorization, the express waiver by shareholders of their pre-emptive right to subscribe to the shares to which said securities confer rights;

decides that the overall nominal ceiling on capital increases that may be accomplished immediately or in the future, under this authorization, shall not be more than 735,493 euros or its equivalent in a foreign currency, it being understood that to this ceiling shall be added the additional shares, if any, to preserve, in accordance with applicable laws and regulations and contractual provisions, the rights of holders of securities and other rights giving access to share capital;

decides to set at 100,000,000 euros (or its equivalent in a foreign currency) the maximum nominal value of any immediate or future capital increases under this authorization, it being understood that:

- this amount may be increased by any redemption premium above par;
- this ceiling will not apply to any issue of debt securities decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code (“*Code de Commerce*”);

decides that the issue price of the shares issued under this authorization shall be set by the Board of Directors and shall be at least equal to the weighted average price of the volumes traded in the last three trading days preceding the date that the price is set, minus a maximum discount of 20%, if any, taking into account the entitlement date, if any – it being understood that the issue price of any securities giving access to capital issued under this authorization shall be the sum immediately taken by the Company, plus any sum that may be taken by it during the exercise or conversion of said securities – thus, for each share issued as a consequence of the issuance of these securities, at least equal to the minimum price defined above;

specifies that the authorization thus conferred on the Board of Directors is valid for a period of eighteen months counting from the date of this General Meeting;

decides that the Board of Directors shall have full powers, including the option to sub-delegate under the conditions set by law and the Company’s Articles of Association, to implement this authorization, so as to in particular:

- decide the value of the capital increase, the issue price (it being understood that the issue price shall be determined in accordance with the pricing terms set out above) as well as the amount of any premium at time of issue;
- set the dates, terms and conditions of any issue as well as the form and characteristics of the shares or securities to be issued, giving access to capital;
- set the potentially retroactive entitlement dates of the shares or securities to be issued giving access to capital, including the procedure for paying up;
- specify the list of beneficiaries within the category of persons mentioned above and the number of securities to be allocated to each;
- on its own initiative and at any time it considers appropriate, impute the expenses, duties and fees arising from the capital increases transacted under the authorization in this Resolution, to the premiums associated with these transactions, and to deduct from said premiums the monies necessary to raise the legal reserve to one tenth of the new capital, after each transaction;

- formally record the value of the capital increase achieved and amend the Company's Articles of Association accordingly;
- in general enter into any agreement, in particular for the successful completion of the envisaged issues, take any measures and carry out any formalities useful for issuing, listing and financially servicing the securities issued under this authorization, as well as for exercising the rights attached to them;
- make any decision with a view to the admission of the issued shares and securities to trading on any market on which the Company's shares would be admitted for trading;

acknowledges that, should the Board of Directors use the authorization in this Resolution, it shall report its use at the following Ordinary General Meeting on its use, in accordance with applicable laws and regulations.

RESOLUTION 11

Delegation of authority to the Board of Directors to increase the value of each of the issues with or without pre-emptive subscription rights that may be decided under Resolutions 6 to 9 above.

The General Meeting, acting with the quorum and the majority required for Extraordinary General Meetings,

having considered the Board of Director's report and the Statutory Auditor's report,

in accordance with Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-135-1 *et seq*, L. 228-91, L. 228-92 and L. 228-93 of the French Commercial Code ("*Code de Commerce*");

delegates to the Board of Directors the power to increase the number of shares or other securities to be issued in the event that the subscriptions are oversubscribed, as part of the increases of Company capital with or without pre-emptive subscription rights pursuant to Resolutions 6 to 9 above and Article L. 225-135-1 and R. 225-118 of the French Commercial Code ("*Code de Commerce*") (which must be within 30 days of the closing of the subscription period, and may not exceed 15% of the initial issue, and must be at the same price as the initial issue), said shares giving the same rights as the existing shares subject to their entitlement date;

specifies that the nominal value of any capital increase shall count toward the overall ceiling specified in Resolution 12 above, to which ceiling shall be added the additional shares, if any, to preserve, in accordance with applicable laws and regulations and contractual provisions, the rights of holders of securities and other rights giving access to share capital;

decides that the Board of Directors shall have full powers, including the option to sub-delegate under the conditions set by law and the Company's Articles of Association, to implement this authorization, so as to in particular:

- set the dates, terms and conditions of any issue as well as the form and characteristics of the shares or securities to be issued, giving access to capital with or without a premium;
- set the amounts to be issued, the potentially retroactive entitlement dates of the shares or securities to be issued giving access to capital, the procedure for paying up the shares or securities, if any, the procedures for exercising exchange, conversion, or redemption rights, or the allocation in any other way of shares and securities giving access to capital;

- make any adjustments required by applicable laws, regulations and contractual provisions, if any, to protect the rights of the holders of securities and other rights giving access to Company capital; and
- suspend, if applicable, the exercise of the rights attached to such securities for a period of up to three months.

decides that the Board of Directors may:

- on its own initiative and at any time it considers appropriate, impute the expenses, duties and fees arising from the capital increases transacted under the authorization in this Resolution, to the premiums associated with these transactions, and to deduct from said premiums the monies necessary to raise the legal reserve to one tenth of the new capital, after each transaction;
- make any decision with a view to the admission of the issued shares and securities to trading on the Euronext Paris regulated market, and in general
- take all measures, enter into any agreement and perform all formalities to successfully complete the proposed issuance and thus to achieve the resulting capital increase, and to correspondingly amend the Company's Articles of Association.

acknowledges that, should the Board of Directors use the authorization in this Resolution, it shall report its use at the following Ordinary General Meeting on its use, in accordance with applicable laws and regulations.

decides that this authorization is granted for a period of twenty-six (26) months from the date of this Meeting and terminates all previous authorizations having the same purpose.

RESOLUTION 12

Overall ceilings on the value of the issues offered under Resolutions 6 to 9 above.

The General Meeting, acting with the quorum and the majority required for Extraordinary General Meetings,

having considered the Board of Director's report and the Statutory Auditor's report,

decides that:

- the overall ceiling on capital increases under Resolutions 6 to 9 above, shall not be more than 1,470,986 euros, it being understood that to this ceiling shall be added the shares to be issued to preserve, in accordance with applicable laws, regulations and contractual provisions, the rights of holders of securities giving access to shares;
- the total value of debt securities that may be issued under Resolutions 6 to 9 above shall not be more than 100,000,000 euros (or its equivalent on the issue date in a foreign currency or monetary unit defined by reference to a variety of foreign currencies), it being understood that this ceiling does not apply to any issue of debt securities decided or authorized by the Board of Directors under Article L. 228-40 of the French Commercial Code.

RESOLUTION 13

Delegation of authority to the Board of Directors to increase capital by the incorporation of premiums, reserves, benefits and other means

The General Meeting, acting with the quorum and the majority specified in Article L. 225-130 of the French Commercial Code,

having considered the Board of Director's report,

in accordance with Articles L. 225-129, L. 225-129-2, and L. 225-130 of the French Commercial Code ("*Code de Commerce*"),

delegates the power to the Board of Directors, including the option to sub-delegate under the conditions provided by law, to decide one or more capital increases by the incorporation of premiums, reserves, profits or other features that are capitalizable under the law and Articles of Association, in the form of a free allocation of new shares, either by increasing the nominal value of existing shares or by combining both processes, the new shares conferring the same rights as existing shares, subject to their entitlement date;

decides that the overall nominal ceiling on capital increases that may be accomplished immediately or in the future, under this authorization, must not be more than 2,000,000 euros, it being understood that to this ceiling shall be added any additional shares to preserve, in accordance with applicable laws and regulations and contractual provisions, the rights of holders of securities and other rights giving access to share capital, and that this ceiling is set independently and separately from the ceiling in Resolution 12 above;

decides, in accordance with Article L. 225-130 of the French Commercial Code, that, should the Board of Directors use this authorization, any rights forming fractional shares will not be negotiable and that the corresponding shares will be sold, the proceeds from the sale being allocated to the owners of the rights within regulatory deadlines.

decides that this authorization is granted for a period of twenty-six (26) months from the date of this Meeting and terminates all previous authorizations having the same purpose.

RESOLUTION 14

Authorization of the Board of Directors to grant options to subscribe or buy ordinary shares in the Company

The General Meeting, acting with the quorum and the majority required for Extraordinary General Meetings,

having considered the Board of Director's report and the Statutory Auditor's report,

authorizes the Board of Directors, under Articles L. 225-177 to L. 225-185 of the French Commercial Code, to grant, from time to time as permitted by law, on one or more occasions, to the benefit of the employees and/or some or all corporate officers of the Company and companies and economic interest groups connected with the Company under the conditions in Article L. 225-180-I of said Code, options giving the right to subscribe or buy ordinary shares, it being understood that:

- the number of options allocated under this authorization confers no entitlement to subscribe or buy more than 7,354,930 shares with a nominal value of 0.05 euros per share;

- this amount will count towards the overall ceiling specified in Resolution 20 below;
- the total number of shares that may be subscribed when exercising the remaining unexercised allocated subscription options may not be more than one-third of the share capital;

specifies that, should the Company shares be admitted for trading on the regulated Euronext market in Paris, to be able to allocate subscription or share purchase options to the Company's directors as outlined in Article L. 225-185 paragraph 4 of the French Commercial Code the Board of Directors must comply with Article L. 225-186-1 of said Code (currently, the allocation of options or free shares to the benefit of all the employees of the Company and at least 90% of all the employees of its subsidiaries in the sense of Article L. 233-1 of the French Commercial Code, referred to in Article L. 210-3 of said Code, or set up by the Company as an incentive or profit-sharing plan to the benefit at least 90% of all the employees of its subsidiaries in the sense of Article L. 233-1 of the French Commercial Code and referred to in Article L. 210-3 of said Code);

decides that this authorization is granted for a period of thirty-eight (38) months from the date of this Meeting and terminates all previous authorizations having the same purpose.

decides that this authorization includes, to the benefit of the beneficiaries of subscription options, express waiver by shareholder of their pre-emptive subscription rights to the shares that would be issued as and when the subscription options are exercised, and will be implemented on the legal and regulatory terms and conditions applicable on the day that the purchase options or subscription options are allocated;

decides that the purchase price or subscription price per share will be set by the Board of Directors on the day that the option is granted, as follows:

- (i) for as long as the shares are admitted for trading on the Euronext Alternext market in Paris, the subscription price or purchase price will be determined in accordance with Article L. 225-177 of the French Commercial Code and must be at least equal to the selling price of a share at close of trading on the Euronext Alternext market in Paris on the day preceding the day of the Board of Directors decision to allocate the options;
- (ii) in the event that the Company shares are admitted for trading on a regulated market of the European Union or on a Swiss stock exchange, or on the Nasdaq Global Market or the New York Stock Exchange in the United States, the Board of Directors can set the purchase price or subscription price per share by reference to the closing sale price of a share on that regulated market on the day preceding the day of the Board of Directors decision to allocate the options. However, the purchase price or subscription price per share must in no case be lower than ninety-five percent (95%) of the average selling prices of a share at close of trading on said market quoted during the twenty trading days immediately preceding the day of the Board of Directors decision to allocate the options;

it being understood that when an option allows its beneficiary to buy shares previously bought by the Company, its exercise price, without prejudice to the foregoing clauses and in accordance with applicable statutory provisions, cannot be lower than 80% of the average price paid by the Company for any share that it had previously bought.

decides that the price set for the subscription or purchase of the shares to which the options give rights cannot be changed during the lifetime of the options, it being understood, however, that if the Company undertakes any of the transactions referred to in Article L. 225-181 of the French Commercial Code ("*Code de Commerce*"), it must take the necessary measures to protect the interests of the beneficiaries of the options under the conditions specified in Article L. 228-99 of said Code;

decides that, in the event that it is necessary to make the adjustment specified in Article L. 228-99 paragraph 3 of the French Commercial Code ("*Code de Commerce*"), the adjustment shall be made by applying the method in Article R. 228-91 of said Code, it being understood that the value of the pre-emptive subscription right and the value of the share before detaching the subscription right would be determined by the Board of Directors based on the subscription, exchange or selling price per share used in the Company's last capital transaction (capital increase, contribution of securities, sale of shares, etc.) over the six (6) months preceding the date of said Board of Directors meeting, or, if no such transaction had taken place over that period, based on any other financial parameter that the Board of Directors may consider relevant (and is approved by the Company's auditors);

decides that, in the event that new equity securities or new securities giving access to capital are issued, or in the event of the merger or split of the Company, the Board of Directors may suspend the exercise of the options;

sets the validity period of the options as ten (10) years counting from their date of allocation, it being understood that this period may be reduced by the Board of Directors for beneficiary residents of a given country if necessary to comply with said country's laws;

gives full powers to the Board of Directors within the limits set out above, to:

- determine the identity of the beneficiaries of options to buy or subscribe as well as the number of options to allocate to each;
- set the share purchase price and/or share subscription price of the shares to which the options give rights subject to the foregoing provisions, it being understood that the subscription price per share must be higher than the nominal value of the share;
- ensure that the number of share subscription options agreed by the Board of Directors is set in such a way that the total number of share subscription options allocated and not yet exercised does not give the right to subscribe to a number of shares exceeding one third of share capital;
- set the terms and conditions of the share subscription or purchase option plan and set the conditions under which the options will be granted, including the timetable for the exercise of the options granted, which may vary depending on the owner, it being understood that said conditions may include clauses prohibiting the immediate resale of some or all of the shares issued upon exercise of options, subject to legal limits;
- acquire any Company shares necessary to make possible the sale of the shares to which the purchase options give rights;
- carry out, by itself or through an agent, all actions and formalities to finalize the capital increases under this authorization;
- if it considers it necessary, impute the costs of the capital increases against the amount of the premiums on said increases and withdraw from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase;

- amend the Company's Articles of Association accordingly and, generally, do everything necessary.

decides that the Board of Directors shall inform the Ordinary General Meeting each year of the actions undertaken under this Resolution.

RESOLUTION 15

Authorization to the Board of Directors to allocate existing or future shares free of charge.

The General Meeting, acting with the quorum and the majority required for Extraordinary General Meetings,

having considered the Board of Director's report and the Statutory Auditor's special report,

in accordance with Articles L 225-197-1 *et seq* of the French Commercial Code,

authorizes the Board of Directors to allocate, on one or more occasions, existing or future share of the Company free of charge, for the benefit of the Company's employees or certain categories of them, and/or to its corporate officers who meet the conditions in Article L. 225-197-1, II of the French Commercial Code, as well as to the benefit of employees of companies or economic interest groups in which the Company directly or indirectly holds at least 10% share capital or voting rights on the allocation date of the shares concerned;

specifies that, should the Company shares be admitted for trading on the regulated Euronext market in Paris, to be able to allocate subscription or share purchase options to the Company's corporate officers who meet the conditions in Article L. 225-197-1, II of the French Commercial Code ("*Code de Commerce*") the Board of Directors must comply with Article L. 225-197-6 of said Code (currently, the allocation of options or free shares to the benefit of all the employees of the Company and at least 90% of all the employees of its subsidiaries in the sense of Article L. 233-1 of the French Commercial Code ("*Code de Commerce*"), referred to in Article L. 210-3 of said Code, or set up by the Company as an incentive or profit-sharing plan to the benefit at least 90% of all the employees of its subsidiaries in the sense of Article L. 233-1 of the French Commercial Code ("*Code de Commerce*") and referred to in Article L. 210-3 of said Code);

decides that the total number of shares that may be allocated free by the Board of Directors under this authorization shall be 5,883,944 shares with a nominal value of 0.05 euros per share, it being understood that the total number of shares that may be allocated free by the Board of Directors must never exceed the overall ceiling of 10% of the Company's existing share capital on the date of the decision to allocate them and that this number shall count toward the overall ceiling in Resolution 20 above;

decides that the shares allocated to their beneficiaries shall become fully vested, subject to any conditions or criteria set by the Board of Directors, at the end of a minimum two-year period (the "Vesting Period") and that the subsequent minimum lock-in period (the "Lock-in Period") for ordinary shares shall be two years from the fully-vested date, it being understood, however, that the Board of Directors may reduce or remove the Lock-in Period if it sets the Vesting Period as four years or more;

decides, as an exception to the aforementioned, that the shares shall become fully vested before the end of the Vesting Period in the event of the beneficiary disability under categories two or three in Article L. 341-4 of the Social Security Code;

decides that the allocated shares shall be fully transferable if requested by the heirs of a deceased beneficiary or in the event of the beneficiary's disability as stated above;

decides that the lengths of the Vesting Period and Lock-in Period shall be set by the Board of Directors within the above-mentioned limits;

acknowledges that, in accordance with Article L. 225-197-1 of the French Commercial Code, when the allocation concerns the shares to be issued, this authorization shall automatically entail, for the recipients of the allocated free shares, the waiver by shareholders of their pre-emptive subscription rights to the newly issued shares, the corresponding capital increase being fully accomplished solely by the full vesting of the shares allocated to the beneficiaries;

acknowledges that this decision entails, as may be required for the benefit of the recipients of free shares, the waiver by shareholders of the portion of reserves, profits or premiums that may be used in the event of an issue of new shares at the end of the Vesting Period, the Board of Directors being delegated full powers to do so;

delegates full powers to the Board of Directors to:

- formally record the existence of sufficient reserves and, at each allocation, ensure that the sums necessary to fully pay for the new shares to be allocated are paid into a blocked reserve account;
- determine the identity of the beneficiaries of the allocations as well as the number of shares likely to be allocated free to each;
- set the terms and conditions and any other criteria for the allocation of those shares;

as the case may be:

- decide, when the time comes, the capital increase(s) corresponding to the issuance of any new shares allocated free;
- acquire any shares necessary to enable the free allocation of existing shares;
- take all appropriate measures to ensure that beneficiaries comply with the lock-in requirement;
- and, generally, do everything necessary to carry out this authorization, in accordance with applicable laws and regulations;

specifies that the Board of Directors may, within the previously set limits, sub-delegate the powers granted to it under this Resolution, in accordance with applicable laws and regulations;

decides that the Board of Directors shall inform the General Meeting each year of the allocations made under this Resolution in accordance with Article L. 225-197-4 of the French Commercial Code;

sets the validity period of this authorization as thirty-eight (38) months from today ;

specifies, where required, that this authorization cancels all previous authorizations to allocate free shares in the Company.

RESOLUTION 16

Delegation of authority granted to the Board of Directors to issue and allocate share subscription warrants to the benefit of (i) members and observers on the Company's Board of Directors in office on the allocation date who are not employees or directors of the Company or of any of its subsidiaries or (ii) persons related by a service or consulting contract to the Company or any of its subsidiaries or (iii) members of any committee of the Board of Directors who are not employees or directors of the Company or of any of its subsidiaries.

The General Meeting, acting with the quorum and the majority required for Extraordinary General Meetings,

having considered the Board of Director's report and the Statutory Auditor's special report,

authorizes the Board of Directors to allocate a maximum 2,941,972 ordinary-share subscription warrants ("BSAs" or "Ordinary Warrants") each giving the right to subscribe to one ordinary share of the Company, to which must be added the nominal amount of any additional shares to be issued to preserve, in accordance with applicable laws and contractual provisions, the rights of holders of securities and other rights giving access to the Company's share capital, it being understood that this number will count toward the overall ceiling in Resolution 20 below;

decides that the issue price of a warrant shall be determined by the Board of Directors on the day that the warrant is issued, based on the latter's characteristics, and must in any case be at least equal to 5% of the subscription price (issue premium included) of the share that is the object of the warrant (the "Exercise Price") as set by the Board of Directors under the conditions specified below;

decides, for these warrants, to suppress shareholders' pre-emptive subscription rights, as the warrants can be allocated only to the following category of beneficiaries: (i) members and observers on the Company's Board of Directors in office on the allocation date who are not employees or directors of the Company or of any of its subsidiaries or (ii) persons related by a service or consulting contract to the Company or any of its subsidiaries or (iii) members of any committee of the Board of Directors who are not employees or directors of the Company or of any of its subsidiaries (the "Beneficiaries");

decides, in accordance with Article L. 225-138-I of the French Commercial Code ("*Code de Commerce*"), to delegate to the Board of Directors the task of determining the list of Beneficiaries in the above-mentioned category and the percentage of warrants allocated to each;

authorizes, therefore, the Board of Directors, subject to the above-mentioned limits, to issue and allocate warrants on one or more occasions to each Beneficiary;

decides to delegate to the Board of Directors the power to set, for each Beneficiary, the terms and conditions for the exercise of the warrants, in particular the issue price, exercise price and the timetable for the exercise of the warrants, it being understood that they must be exercised within ten (10) years of their issuance and that warrants remaining unexercised at the expiry of that ten (10) year period shall automatically lapse;

decides that for as long as the Company shares are admitted for trading on the Euronext Alternext market in Paris or on any regulated market or stock exchange, the Exercise Price, which will be set by the Board of Directors at the time that the warrants are allocated, shall be at least equal to the higher of the following two values: (i) the latest known closing price of a Company share on the Euronext Alternext market in Paris (or any other market on which the Company is listed) on the date that the warrants are allocated by the Board of Directors and (i) the weighted average selling price of one

Company share at close of trading on the Euronext Alternext market in Paris (or any other market on which the Company is listed) over the 20 trading days immediately preceding the allocation date of said warrants (rounded upwards to the next eurocent if necessary);

decides that the ordinary shares thus subscribed must be fully paid up when subscribed, either by payment in cash or offset against liquid and payable debts;

decides that the new shares issued to the Beneficiary as a result of the exercise of his BSAs shall be subject to all statutory provisions and shall enjoy full entitlement from the first day of the fiscal period in which they are issued;

decides that the warrants shall be transferable. They shall be issued in registered form and shall be recorded in an account;

decides that a maximum 2,941,972 ordinary shares shall be issued as the object of the warrants issued, representing a maximum 147,098.60 euros increase in nominal value;

specifies that, under Articles L. 228-91 and L. 225-132 of the French Commercial Code ("*Code de Commerce*"), this Resolution entails, to the benefit of the warrant-holders, the waiver by shareholders of their pre-emptive rights to subscribe to the shares that are the object of the warrants;

recalls that, under Article L. 228-98 of the French Commercial Code:

- in the event of a capital reduction due to losses resulting from a reduction in the number of shares, the rights of warrant-holders in terms of number of shares receivable upon the exercise of the warrants shall be consequently reduced as if the holders had been shareholders from the date the warrants were issued;
- in the event of a capital reduction due to losses resulting from a reduction in the nominal value of the shares, the subscription price of the shares that are the object of the warrants shall remain unchanged, and the issue premium shall be increased by the amount of the reduction in nominal value;

decides further that:

- in the event of a capital reduction not due to losses resulting from a reduction in the nominal value of the shares, the subscription price of the shares that are the object of the warrants shall be correspondingly reduced;
- in the event of a capital reduction not due to losses resulting from a reduction in the number of shares, warrant holders who choose to exercise their warrants may request to buy their share on the same terms as if they had been shareholders at the time that the Company bought back its own shares;

decides, therefore, in accordance with Article L. 228-98 of the French Commercial Code, that the Company is authorized, without having to obtain the consent of warrant-holders, to change its legal form and corporate purpose;

recalls that, under Article L. 228-98 of the French Commercial Code, the Company may not change its profit distribution rules, or write-down its capital, or create preferred shares entailing such changes or write-down, unless authorized by the issuance agreement or meets the conditions in Article L. 228-103 of the French Commercial Code and provided it takes all necessary measures to maintain the rights of holders of securities giving access to capital as defined in Article L. 228-99 of the French Commercial Code;

authorizes the Company to force warrant holders to have their rights bought back or redeemed as provided in Article L. 208-102 of the French Commercial Code;

decides that, in the event that it is necessary to make the adjustment specified in Article L. 228-99 paragraph 3 of the French Commercial Code, the adjustment shall be made by applying the method in Article R. 228-91 of said Code, it being understood that the value of the pre-emptive subscription right and the value of the share before detaching the subscription right would be determined by the Board of Directors based on the subscription, exchange or selling price per share used in the Company's last capital transaction (capital increase, contribution of securities, sale of shares, etc.) over the six (6) months preceding the date of said Board of Directors meeting, or, if no such transaction had taken place over that period, based on any other financial parameter that the Board of Directors may consider relevant (and is approved by the Company's auditors);

decides to grant full powers to the Board of Directors to implement this delegation, specifically to:

- issue and allocate the warrants and set the subscription price, the terms of exercise and the conditions for full vesting of the warrants in accordance with the provisions of and limits set in this Resolution;
- determine the identity of the warrant beneficiaries as well as the number of warrants to be allocated to each;
- set the price of the shares by the exercise of a warrant under the above conditions;
- formally record the number of ordinary shares issued as a result of the exercise of the warrants, carry out all formalities resulting from the corresponding capital increases and amend the Company's Articles of Association accordingly;
- take all measures to ensure the protection of warrant holders in the event of a financial transaction involving the Company, in accordance with applicable laws and regulations;
- in general, take all measures and carry out all formalities necessary for this issue;

decides that this authorization is granted for a period of eighteen (18) months from today and terminates all previous authorizations having the same purpose.

RESOLUTION 17

Delegation of authority to the Board of Directors to issue redeemable equity warrants ("Bons de souscription et/ou d'acquisition d'actions remboursables" or "BSAAR") or share subscription warrants, with the removal of pre-emptive subscription rights, to the benefit of the following category of beneficiaries: employees and corporate officers of the Company and its subsidiaries.

The General Meeting, acting with the quorum and the majority required for Extraordinary General Meetings,

having considered the Board of Director's report and the Statutory Auditor's report,

in accordance with Articles L. 225-129-2, L. 225-138 and L. 228-91 of the French Commercial Code,

delegates authority to the Board of Directors, with the option to sub-delegate, to decide to issue, on one or more occasions, *redeemable warrants to subscribe and/or buy ordinary shares* (“BSAARs” or “Special Warrants”) and/or *share subscription warrants* (“BSAs” or “Ordinary Warrants”);

decides that the total nominal value of the capital increases that may be accomplished immediately or in the future under this authorization may not exceed 294,197.20 euros, corresponding to a maximum 5,883,944 number of shares with a nominal value of 0.05 euros per shares, to which must be added the nominal value of any additional shares to be issued to preserve, in accordance with applicable laws and contractual provisions, the rights of holders of securities and other rights giving access to the Company’s share capital, it being understood that the number of warrants and special warrants that may be issued under this authorization will count toward the overall ceiling in Resolution 20 below;

decides to suppress shareholders’ pre-emptive rights subscription rights for the ordinary and special warrants and to reserve both warrants for the following category of persons: employees and corporate officers of the Company and its French and foreign subsidiaries (the “Beneficiaries”);

delegates to the Board of Directors, in accordance with Article L. 225-138-I of the French Commercial Code, the task of determining the list of beneficiaries as well as the number of special and/or ordinary warrants each may subscribe;

delegates full powers to the Board of Directors to set all the terms and conditions of the special and ordinary warrants, in particular their subscription price which will be set, after taking advice from an independent assessor, to reflect the parameters impacting its value (specifically, primarily: exercise price, lock-in period, exercise period, trigger point and repayment period, interest rate, dividend distribution policy, share price volatility) as well the issuance procedures and the terms and conditions of the issuance agreement;

decides that, as long as the shares are admitted for trading on the Alternext or any other stock exchange, the exercise price of BSAARs and BSAs, which will be set by the Board of Directors when allocating the warrants, must be at least equal to the weighted average share price over the 20 trading days immediately preceding their date of allocation by the Board of Directors, it being understood that each special or ordinary warrant gives the right to subscribe to one Company share;

decides that, under Articles L. 228-91 and L. 225-132 of the French Commercial Code, this delegation automatically entails the waiver by shareholders of their pre-emptive rights to subscribe to any shares that may be issued upon the exercise of the special or ordinary warrants, to the benefit of the warrant beneficiaries;

gives full powers to the Board of Directors, including the option to sub-delegate subject to applicable laws and regulations, to:

- issue and allocate special (BSAAR) and ordinary (BSA) warrants, to set the subscription price, terms and conditions for their exercise for full vesting of the warrants, in accordance with the provisions and limits set in this Resolution;
- determine the list of beneficiaries as well as the number of special and ordinary warrants allocated to each beneficiary;
- set the issue price of the shares that are the object of the special and ordinary warrants in accordance with the terms and conditions below;
- formally record the number of shares issued as a result of the exercise of the special and ordinary warrants and carry out directly or through an agent all formalities to complete the capital increases and to finalize all capital increases resulting from the exercise of the special and ordinary warrants, and to amend the Company’s Articles of Association accordingly;

- take all measures to ensure the protection of warrant-holders in the event of a financial transaction involving the Company, in accordance with applicable laws and regulations;
- in general, take all measures and carry out all formalities necessary to implement this delegation;

decides that this delegation is granted for a period of eighteen (18) months from the date of this Meeting and terminates all previous authorizations that have the same purpose.

RESOLUTION 18

Creation of preferred shares convertible into ordinary shares subject to share price performance after four years

The General Meeting, acting with the quorum and the majority required for Extraordinary General Meetings,

having considered the Board of Director's report, the Statutory Auditor's special report specified in Articles L. 228-12 and R. 228-18 of the French Commercial Code and the Statutory Auditor's report on the special benefits attached to the preferred shares, prepared in accordance with Articles L. 228-15 and L. 225-147 of the French Commercial Code;

subject to the adoption of Resolution 19 below;

decides to create a new class of shares, in this case preferred shares governed by Articles L. 228-11 *et seq* of the French Commercial Code whose features and terms and conditions for conversion to ordinary shares are as follows:

- the preferred shares need not be admitted for trading on the regulated Euronext market in Paris;
- the nominal value of the preferred shares shall be the same as the ordinary shares of the Company, i.e., 0.05 euros per share;
- after four years, the preferred shares will be (i) converted into ordinary shares on the ratio described below provided the performance condition is satisfied or (ii) bought back by the Company at their nominal value so as to cancel them if the performance condition is not achieved;
- preferred shares do not confer a right to vote at general meetings, although owners of preferred shares will be called to extraordinary meetings under Article L. 225-99 of the French Commercial Code to approve or modify the rights attached to preferred shares;
- each preferred share confers a right to the Company's profits and assets and to the surplus from liquidation in proportion to the fraction of nominal capital that it represents;
- preferred shares shall not have the pre-emptive right to subscribe to any capital increase or any transaction with a pre-emptive subscription right, it being understood that the Conversion Rate (as defined below) shall be adjusted to preserve the rights of their owners in accordance with the terms of the plan to allocate free preferred shares;

decides that preferred shares may be issued only as part of a free share allocation to the corporate officers of the Company and/or employees of the Company and/or of companies and groups directly or indirectly related to it in the sense of Articles L. 225-197-1 *et seq* of the French Commercial Code;

decides that the issuance of preferred shares automatically entails the corresponding waiver by shareholders, for the benefit of the recipients, of their pre-emptive rights to subscribe to those preferred shares;

decides that the preferred shares shall be convertible to ordinary shares, to reflect movements in the price of the Company's ordinary shares, at the end of a four-year period beginning on the date that the preferred shares are allocated by the Board of Directors (the "Conversion Date"), with no requirement for a prior request by the owner;

decides that the number of ordinary shares that may result from the conversion of preferred shares on the Conversion Date shall be calculated using a conversion ratio determined by the Company's Board of Directors on each allocation date (the "Conversion Ratio") based on the Weighted Average Share Price (as defined below) on the Conversion Date, it being understood that the Board of Directors shall on the corresponding allocation date set:

- the Weighted Average Share Price from which the preferred shares may grant the right to conversion on the Conversion Date ("Floor Price") which in any case must not be lower than the Company's Weighted Average Share Price on the allocation date of the preferred shares;
- the Weighted Average Share Price on the Conversion Date above which the number of ordinary shares resulting from the conversion will not increase ("Ceiling Price") which in any case must not be lower than the Company's Weighted Average Share Price on the allocation date of the preferred shares, plus a percentage to be determined by the Board of Directors;
- the maximum number of ordinary shares resulting from the conversion of all preferred shares when the Floor Price is reached, it being understood that this number may not equate to more than 735,493 shares with a nominal value of 0.05 euros per share;
- the maximum number of ordinary shares resulting from the conversion of all preferred shares when the Ceiling Price is reached, it being understood that this number may not equate to more than 735,493 shares with a nominal value of 0.05 euros per share;
- the preferred shares issued as part of the free allocation of preferred shares shall be converted into a number of ordinary shares calculated linearly between the Floor Price and Ceiling Price set by the Board of Directors;

considering that the Weighted Average Share Price is defined as the average share price of the Company weighted by volumes over a period to be defined by the Board of Directors over a period to be defined by the Board of Directors on the Conversion Date;

specifies that the number of ordinary shares resulting from the conversion shall be determined for each holder of preferred shares by applying the Conversion Ratio to the number of preferred shares held by each holder on the Conversion Date;

decides that, when the total number of ordinary shares that must be received by a holder of preferred shares by applying the Conversion Ratio to the number of preferred shares that he holds is not a whole number, said holder shall receive the next lowest number of ordinary shares;

decides that all ordinary shares resulting from the conversion of preferred shares shall be identical to the existing ordinary shares and enjoy the same privileges from the Conversion Date;

decides that the Board of Directors shall formally acknowledge the number of new ordinary shares, if any, resulting from the conversion of the preferred shares on the Conversion Date and shall make the corresponding amendments to the Company's Articles of Association;

decides that, as preferred shares may only be issued as part of the free share allocation plan in accordance with Articles L. 225-197-1 *et seq* of the French Commercial Code, the Conversion Date shall be linked directly to the vesting or lock-in periods, specifically:

- for beneficiaries who are tax residents of France, preferred shares cannot be converted before the end of a minimum two-year lock-in period, in this case at the end of a minimum four years counting from the free allocation of the preferred shares;
- for beneficiaries who are tax residents outside of France, preferred shares cannot be converted before the end of the lock-in period (or the end of the vesting period if the lock-in period is removed because the vesting period is at least four years), in this case at the end of a minimum four years counting from the free allocation of the preferred shares;

it being understood that, as an exception to the aforementioned, for beneficiaries who are tax residents of France and, with the consent of the Board of Directors for other beneficiaries, the conversion may occur before the end of the lock-in period (or before the end of the vesting period if the lock-in period has been removed because the vesting period is at least four years) of the preferred shares, and the ordinary shares shall be immediately transferable in the event that:

- the beneficiary becomes disabled under the second or third category in Article L. 341-4 of the Social Security Code;
- upon the death of the beneficiary, if the heirs request the transfer within six months of death, provided they do so expressly to the Company by attaching a notarized statement setting out the intended distribution between them;

decides that the preferred shares may be converted into new or existing ordinary shares;

acknowledges that the conversion of the preferred shares to new ordinary shares entails the waiver by shareholders of their pre-emptive subscription rights to the new ordinary shares resulting from the conversion;

decides that under no circumstances may the conversion of preferred shares to ordinary shares occur between the publication of the mandatory legal notices in the official gazette (*Bulletin Officiel*) prior to a general meeting and the actual holding of that general meeting (in which case, the Conversion Date would be postponed to after the close of the general meeting);

decides that upon the issuance of the preferred shares (i.e., from the full vesting date of the preferred shares), the Company's share capital shall be split into two share classes: ordinary shares and preferred shares;

decides, as a consequence of the aforementioned, that, subject to the free allocation of preferred shares by the Board of Directors,

(i) to amend Article 7 "Type of Shares" of the Company's Articles of Association as follows:

"Ordinary shares that are fully paid up may be held as either registered as bearer shares, at the discretion of the shareholder, subject to the legal provisions applicable to shares held by certain natural or legal persons. Ordinary shares that are not fully paid must be held as registered shares.

All preferred shares must be registered shares.

They are registered in an individual account under the terms and conditions specified by applicable laws and regulations.

The ownership of the shares delivered as registered shares is proven by being recorded in the purchaser's securities account."

(ii) to amend Article 8.1 of the Company's Articles of Association as follows:

"The ordinary shares registered in an account are freely transferable by payment between accounts, in accordance with applicable laws and regulations. Preferred shares are non-transferable."

(iii) to amend Article 9.1 "Rights and obligations attached to the shares" of the Company's Articles of Association as follows:

"9.1 Provisions applicable to all shares

The rights and obligations attached to a share follow the share, into the hands of the subsequent owner and the transfer includes all unpaid dividends due and, as the case may be, its share of reserves and provisions.

The ownership of a share includes, ipso facto, approval by the owner of these Articles of Association as well as of the decisions of shareholders' general meetings.

Each share confers a right, in the ownership of company capital, to the Company's profits and assets and to the surplus from liquidation in proportion to the fraction of nominal capital that it represents.

Each time it is necessary to hold more than one share or securities to exercise a right, it is up to the holders of the shares or securities to personally decide whether to consolidate such shares or securities to achieve the necessary number.

In accordance with the provisions of the French Commercial Code, all fully paid up shares that have been held in registered form for at least two years in the name of the same shareholder benefit from a double voting right (i.e., double that conferred on other shares with regard to the percentage of share capital that they represent).

9.2 Provisions applicable to ordinary shares

Unless otherwise specified by law, each shareholder has as many voting rights and casts as many votes in a meeting as the number of paid up ordinary shares he possesses. At its nominal value, each ordinary share gives the right to one vote.

9.3 Provisions applicable to preferred shares, and to free shares if any

Preferred shares and the rights of their owners are governed by the Articles of Association as well as by Articles L. 228-11 et seq of the French Commercial Code. They are fully paid when issued by the incorporation of the corresponding amount of reserves, premiums or profits of the Company.

Preferred shares carry no pre-emptive subscription rights for any capital increase or any other transaction involving a pre-emptive subscription right.

Preferred shares do not give the right to vote at general meetings, although owners of preferred shares will be convened at extraordinary meetings under Article L. 225-99 of the French Commercial Code to approve or modify the rights attached to preferred shares. (The other collective decisions within the scope of the ordinary general meeting or extraordinary general meeting are not subject to approval by the special meeting.) Decisions not requiring ratification by the general meeting include but are not limited to the following:

- the conversion of preferred shares pursuant to these Articles of Association;

- transactions to modify capital, in particular capital increases by issuing ordinary shares, preferred shares or any securities giving access to capital, with or without pre-emptive subscription rights;
- buy-backs and/or cancellation of shares as part of (i) a buy-back of preferred shares by the Company pursuant to these Articles of Association, (ii) the implementation of share buy-back programs under the conditions in Articles L. 225-209 et seq of the French Commercial Code, and (iii) a public issuer bid for the ordinary shares or any class of preferred shares.

However, in accordance with Article L. 228-17 of the French Commercial Code, matters requiring the ratification by a corresponding special meeting, are any merger or split of the Company under which preferred shares may not be exchanged against shares carrying equivalent rights.

In the case of a modification, depreciation or any other capital transaction, the rights of owners of preferred shares shall be adjusted as to preserve their rights as required by Article L. 228-99 of the French Commercial Code and the terms of the plan.

Preferred shares shall be automatically converted to a variable number of ordinary shares as follows:

- preferred shares shall be convertible to ordinary shares, to reflect movements in the price of the Company's ordinary shares, at the end of a four-year period beginning on the date that the preferred shares are allocated by the Board of Directors (the "Conversion Date"), with no requirement for a prior request by the owner;
- the number of ordinary shares that may result from the conversion of ordinary shares on the Conversion Date shall be calculated using a conversion ratio determined by the Company's Board of Directors on each allocation date (the "Conversion Ratio") based on the Weighted Average Share Price (as defined below) on the Conversion Date, it being understood that the Board of Directors shall set the corresponding allocation date:
- the lowest Weighted Average Share Price at which the preferred shares give the right to conversion on the Conversion Date ("Floor Price") which in any case must not be lower than the Weighted Average Company Share Price on the preferred share allocation date:
- the Weighted Average Share Price on the Conversion Date above which the number of ordinary shares resulting from the conversion will not increase ("Ceiling Price") which in any case must not be lower than the Weighted Average Company Share Price on the preferred share allocation date plus a percentage to be determined by the Board of Directors;

considering that the "Weighted Average Share Price" is defined as the average share price of the Company weighted by volumes over a period to be defined by the Board of Directors over a period to be defined by the Board of Directors on the Conversion Date,

Ordinary shares resulting from the conversion of preferred shares shall be identical to the existing ordinary shares of the Company on their Conversion Date. They shall carry all existing entitlements.

In the event that the number of ordinary shares resulting from the conversion of preferred shares is zero, the Company may buy them back at their nominal value with the intent to cancel them, it being understood that, in such case, from the Conversion Date, the preferred shares will give no right to a dividend. The Company shall notify the owners of preferred shares of the implementation of the buy-back by all appropriate means before the effective date of the buy-back, the preferred shares then bought back will be cancelled on the buy-back date and the capital of the Company correspondingly reduced, and creditors will have the right to challenge it. The Board of Directors shall acknowledge the number of preferred shares bought back and cancelled by the Company on the Conversion Date

and shall make the necessary amendments to the Articles of Association relating to the amount of share capital and the number of securities that it represents.”

RESOLUTION 19

Authorization of the Board of Directors to allocate preferred shares in the Company free of charge to the benefit of employees and/or corporate officers of the Company and its subsidiaries, that include shareholders' waiver of their pre-emptive subscription rights.

The General Meeting, acting with the quorum and the majority required for Extraordinary General Meetings,

having considered the Board of Director's report, the Statutory Auditor's report on the financial statements and the Statutory Auditor's report on special benefits,

subject to the adoption of Resolution 20 above,

authorizes, in accordance with applicable laws and regulations and in particular Articles L. 225-197-1 *et seq* of the French Commercial Code, the Board of Directors to allocate, on one or more occasions which it will determine within the limits set by this authorization, free preferred shares for the benefit of the corporate officers of the Company and/or the employees of the Company and/or of companies or groups to which it is related in the sense of Article L. 225-197-2 of the French Commercial Code;

decides that the total number of free preferred shares allocated under this Resolution must not represent more than 735,493 preferred shares with a nominal value of 0.05 euros per share and that the number of ordinary shares resulting from the conversion of preferred shares must not exceed 735,493 shares with a nominal value of 0.05 euros per share, it being understood that (a) the number of shares that may be allocated under this Resolution shall count toward the ceiling specified in Resolution 20 below and (b) this ceiling is set without taking into account any legal, regulatory or contractual adjustments necessary to safeguard the preferred shares' beneficiaries' rights;

decides that the vesting period for the free preferred shares allocated shall be a minimum of two years and that the lock-in period for the fully vested preferred shares shall be a minimum two years, with the exception of preferred shares with a vesting period of at least four years for which the minimum lock-in period shall be removed;

decides that, on an exceptional basis, for beneficiaries who are tax residents of France and, with the Board of Director's consent, for other beneficiaries, the conversion of preferred shares to ordinary shares may occur before the end of the lock-in period, and the ordinary shares obtained shall furthermore be immediately transferable (i) in the event that the beneficiary is disabled under class two or three of the categories in Article L. 341-4 of the Social Security Code, at the request of the beneficiary, and (ii) in the event of the death of the beneficiary, at the request of his heirs within six months of death, provided they have made an express request to the Company attaching a notarized certificate establishing the distribution rules among them;

acknowledges, where required, that this authorization includes, for the benefit of the preferred share recipients, the waiver by shareholders to any right to free preferred shares allocated under this authorization,

grants full powers to the Board of Directors, within the limits sets set above, to:

- set the terms and conditions of allocation and the criteria for conversion of the preferred shares;

- determine the identity of the beneficiaries, the number of preferred shares allocated to each, the terms and conditions for allocating said preferred shares, and, in particular, the vesting periods and lock-in periods of the free preferred shares allocated, as part of the rules of the free preferred share allocation plan;
- set, within the applicable legal limits and conditions, the dates of the free preferred share allocations;
- if it considers appropriate, set the vesting criteria for the preferred shares, in particular any service and/or performance conditions;
- with respect to corporate officers, comply with Article L. 225-197-6 of the French Commercial Code and set the number of ordinary shares resulting from the conversion of the preferred shares that they are required to hold in registered form until the end of their terms of office in accordance with paragraph II of Article L. 225-197-1;
- provide the option to temporarily suspend conversion rights;
- set the impacts on the rights of beneficiaries, transactions that change capital or that may affect the value of the preferred shares allocated and conducted during the vesting and lock-in periods;
- make any adjustments to the number of free preferred shares allocated that are necessary to preserve the rights of the beneficiaries, reflecting transactions involved the capital of the Company, in particular in the case of a change to the nominal value of ordinary shares, a capital increase by incorporation of reserves accomplished by increasing the number of ordinary shares, free allocation of ordinary shares to all shareholders, issue of new equity securities or securities giving access to Company capital with pre-emptive subscription rights reserved for shareholders, split or reverse-split, capital reduction, change to the distribution of profits, capital reduction due to losses by reducing the number of ordinary shares or any other transaction involving share capital, including any public offering or other transaction involving a change of control), it being understood that the preferred shares allocated under these adjustments shall be deemed allocated on the same day as the preferred shares initially allocated;
- set the vesting dates;
- accomplish one or more capital increases by incorporation of reserves, profits, issue premiums or other sums that may be capitalized for the beneficiaries of the preferred shares to be issued, this authorization automatically including the corresponding waiver by shareholders of their pre-emptive rights to subscribe the preferred shares and to the share of reserves, profits and premiums or other sums thus incorporated, the Board of Directors being authorized to do so in accordance with Articles L. 225-129-2 and L. 225-197-1 of the French Commercial Code ;
- determine whether the ordinary shares resulting from the conversion of the preferred shares are existing shares or are to be issued and, if new shares are to be issued, allocate to the reserves, profits, premiums or other sums that may be capitalized the amounts necessary to pay up said ordinary shares, this authorization automatically including the corresponding waiver by shareholders of their pre-emptive right to subscribe to said ordinary shares and to the share of reserves, profits and premiums or other sums thus incorporated, the Board of Directors being authorized to do so in accordance with Articles L. 225-129-2 and L. 225-197-1 of the French Commercial Code;
- formally record the capital increase(s) completed under this authorization, amend the Company Articles of Association accordingly and, in general, carry out all necessary formalities;
- ensure the existence of sufficient reserves and, at each allocation, ensure that the sums

- necessary to pay up the preferred shares to be allocated are paid into a blocked reserve account;
- purchase ordinary shares as necessary, in accordance with applicable laws, in particular currently Article L. 225-208 of the French Commercial Code and/or as part of a share buy-back program under Article L. 225-209 of the French Commercial Code;
 - take all appropriate measures to ensure that beneficiaries comply with the lock-in requirement;
 - do everything necessary to carry out this authorization, subject to applicable laws and regulations;

specifies that Board of Directors may, within the previously set limits, sub-delegate the powers granted to it under this Resolution, in accordance with applicable laws and regulations;

decides that the Board of Directors shall inform the General Meeting each year of the allocations made under this Resolution in accordance with Article L. 225-197-4 of the French Commercial Code;

decides that this authorization shall be valid for a period of 38 months from the date of this General Meeting.

RESOLUTION 20

Overall ceilings on the value of the issuances under Resolutions 14 to 17 and Resolution 19 above

The General Meeting, acting with the quorum and the majority required for Extraordinary General Meetings,

having considered the Board of Director's report and the Statutory Auditor's special report,

decides that the total of (i) the shares that may be issued or acquired on the exercise of options allocated under Resolution 14 above, (ii) the shares that would be allocated free under Resolution 15 above, (iii) the shares that may be issued on the exercise of the ordinary warrants issued under Resolution 16 above, (iv) the shares that may be issued on the exercise of the special warrants or ordinary warrants under Resolution 17 above and (v) the shares that would be allocated free under Resolution 19 above, must not exceed 7,354,930 shares, it being understood that to this ceiling will be added any additional shares to preserve, in accordance with applicable contractual provisions, the rights of holders of securities and other rights giving access to shares.

RESOLUTION 21

Delegation to the Board of Directors to increase share capital by subscription, reserved for members of a company savings plan set up under articles L. 3332-18 and following of the French Labor Code.

The General Meeting, acting with the quorum and the majority required for Extraordinary General Meetings,

having considered the Board of Director's report and the Statutory Auditor's special report,

pursuant to Article L. 225-129 *et seq* of the French Commercial Code, in particular Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1, and Articles L. 3332-18 *et seq* of the French Labor Code,

delegates to the Board of Directors the authority to increase the share capital, on one or more occasions, at its sole discretion, by issuing ordinary shares, directly or through a company collective investment fund, reserved for members of a savings plan as provided for in Articles L. 3332-1 *et seq*

of the French Labor Code that would be open to employees of the Company and of companies to which it is related in the sense of Article L. 225-180 of the French Commercial Code and that satisfy the conditions, if any, set by the Board of Directors (hereinafter “Group Employees”);

decides consequently to remove the pre-emptive subscription rights granted to shareholders by Article L. 225-132 of the French Commercial Code and to reserve subscription of said ordinary shares for Group Employees,

sets the validity period of this delegation as eighteen (18) months from the date of this General Meeting;

sets the maximum nominal value of the resulting shares that can be issued as 147,098 euros;

decides that the issue price of one share shall be determined by the Board of Directors in accordance with Article L. 3332-20 of the French Labor Code.

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