

Agenda and Text of the resolutions proposed by the Board of Directors

Unofficial English language translation for information purposes only

Agenda

The General Meeting of Shareholders convened on 4 June 2013 will be asked to vote on the following agenda:

Ordinary resolutions:

- Approval of the annual financial statements for the financial year ended December 31st 2012
- Allocation of income for the financial year
- Statutory Auditors' special report on regulated agreements and commitments, and approval of these agreements
- Statutory Auditors' special report on regulated agreements and commitments, and approval of a commitment in favour of Mr. Pierre-Henri Benhamou
- Authorisation to be granted to the Board of Directors for the company to buy back its own shares pursuant to article L. 225-209 of the French Commercial Code, duration of the authorisation, purposes, methods and ceiling.

Extraordinary resolutions:

- Authorisation to be granted to the Board of Directors for the company to cancel the shares bought back by the company pursuant to article L. 225-209 of the French Commercial Code, duration of the authorisation, and ceiling
- Delegation of powers to be granted to the Board of Directors to enact a capital increase by incorporation of reserves, profits and/or premiums, duration of the authorisation, maximum par value of the capital increase, issue of share fractions
- Delegation of powers to be granted to the Board of Directors to issue ordinary shares and/or securities granting entitlement to equity (in the company or in a group company) and/or granting entitlement to the allocation of debt securities with pre-emptive rights, duration of the authorisation, maximum par value of the capital increase, option to offer non-subscribed securities to the public
- Delegation of powers to be granted to the Board of Directors to issue ordinary shares and/or securities granting entitlement to equity (in the company or in a group company) and/or granting entitlement to the allocation of debt securities, by public issue without pre-emptive rights and/or in consideration of securities granted as part of a public exchange offer, duration of the authorisation, maximum par value of the capital increase, issue price, option to limit the total amount of subscriptions or redistribute non-subscribed securities
- Delegation of powers to be granted to the Board of Directors to issue ordinary shares and/or securities granting entitlement to equity (in the company or in a group company) and/or granting entitlement to the allocation of debt securities by private placement without pre-emptive rights, duration of the authorisation, maximum par value of the capital increase, option to limit the total amount of subscriptions or redistribute non-subscribed securities
- Authorisation, in the event of issue without pre-emptive rights, to set the issue price according to the terms set by the General Meeting, within a limit of 10% of the capital per year

- Authorisation to increase the amount of issue in the event of excess demand
- Delegation of powers to be granted to the Board of Directors to enact a capital increase, up to a maximum of 10%, without pre-emptive rights, in consideration of contributions in kind or securities granting entitlement to equity, duration of the authorisation
- Delegation of powers to be granted to the Board of Directors to issue new stock warrants (BSA), subscription and/or acquisition of new and/or existing stock warrants (BSAANE) and/or subscription and/or acquisition of new and/or existing redeemable stock warrants (BSAAR) without pre-emptive rights, reserved for a category of persons, maximum par value of the capital increase, duration of the authorisation, strike price
- Delegation of powers to be granted to the Board of Directors to enact a capital increase by issue of shares, without pre-emptive rights, reserved for members of an Employee Savings Scheme, pursuant to articles L. 3332-18 et seq. of the French Labour Code, duration of the authorisation, maximum par value of the capital increase, issue price, option to grant free shares pursuant to article L. 3332-21 of the French Labour Code
- Modification of the call for funds process in the event of failure to pay up shares - Corresponding modification of article 29 of the Articles of Association
- Modification of the disclosure deadline for crossing statutory thresholds - Corresponding modification of article 32 of the Articles of Association
- Update of the Articles of Association
- Powers to complete formalities.

Agenda and Text of the resolutions proposed by the Board of Directors

Ordinary resolutions:

1st resolution - Approval of the annual financial statements for the financial year ended 31 December 2012

The General Meeting, having taken note of the reports of the Board of Directors, the Chairman of the Board and the Statutory Auditors concerning the financial year ended 31 December 2012, approves the annual financial statements for the financial year ended on that date, as they were presented, showing a loss of € 9,681,864

2nd resolution - Allocation of income for the financial year

The General Meeting, on the proposal of the Board of Directors, decides to allocate the whole of the loss for the financial year ended 31 December 2012, totalling to 9,681,864, to the balance brought forward, which therefore changes from (6,568,913) to (16,250,777) euros.

In accordance with the terms of article 243 bis of the French General Tax Code, the General Meeting hereby declares that no dividend or income was paid out over the past three years.



3rd resolution – Statutory Auditors’ special report on regulated agreements and commitments, and approval of these agreements

The General Meeting, ruling on the Statutory Auditors’ special report on the regulated agreements and commitments that was presented to it, approves the new agreements mentioned therein.

4th resolution - Statutory Auditors’ special report on regulated agreements and commitments, and approval of a commitment in favour of Mr. Pierre-Henri Benhamou

The General Meeting, ruling on the Statutory Auditors’ special report on the regulated agreements and commitments that was presented to it, approves the company’s commitment in favour of Mr. Pierre-Henri Benhamou, Chairman and Managing Director, in consideration of compensation due with respect to termination of his position.

5th resolution - Authorisation to be granted to the Board of Directors for the company to buy back its own shares pursuant to article L. 225-209 of the French Commercial Code

The General Meeting, having taken note of the Board of Directors’ report, empowers the latter, for a period of 18 months, pursuant to articles L. 225-209 et seq. of the French Commercial Code, to buy back, on one or more occasions and at the times of its choosing, company shares up to the limit of 10% of the number of shares comprising the share capital, adjusted, if necessary, to take into account the potential increase or reduction of capital transactions having taken place during the course of the programme.

This authorisation cancels the authorisation granted to the Board of Directors by the General Meeting of 9 December 2011 in its twenty-eighth ordinary resolution.

The buybacks may be carried out in order to:

- ensure market-making on the secondary market or liquidity for DBV TECHNOLOGIES’ share through an investment service provider using a liquidity agreement, pursuant to the AMAFI’s Ethics Charter as permitted by the AMF
- retain the bought-back shares for future re-issue or for use as payment for external growth transactions, subject to the caveat that shares acquired for this purpose may not exceed 5% of the company’s capital
- provide coverage to meet obligations arising from stock option plans and/or free share allocation plans (or similar plans) for the group’s employees and/or corporate officers, as well as all share allocations arising under company or group employee savings schemes (or similar schemes), employee profit-sharing schemes and/or any other form of share allocation arrangement for the group’s employees and/or corporate officers
- provide coverage of securities granting entitlement to the company’s shares, pursuant to current regulations
- where applicable, cancel the shares acquired, subject to the authorisation granted by this General Meeting in its sixth extraordinary resolution.

These share purchases may be enacted by any means whatsoever, including through the purchase of share blocks, and at the time of the Board of Directors’ choosing.

These transactions may be carried out during public offering periods, pursuant to current regulations.

The company reserves the right to use options or derivatives, pursuant to applicable regulations.

The maximum purchase price is set at €40 per share. In the event of a capital transaction, and in particular a share split or reverse split, or the allocation of free shares, the above-mentioned amount shall be adjusted in the same proportions (multiplier coefficient equal to the ratio between the number of shares comprising the capital before the transaction and the number of shares after the transaction).

The maximum transaction amount is therefore set at €53,632,560.

The General Meeting hereby authorises the Board of Directors to carry out these transactions, to set the associated terms and conditions and methods, to finalise all agreements and to complete all formalities.

Extraordinary resolutions:

6th resolution - Authorisation to be granted to the Board of Directors for the company to cancel the shares bought back by the company pursuant to article L. 225-209 of the French Commercial Code

The General Meeting, having taken note of the Board of Directors' report and the Statutory Auditors' report:

- 1) Authorises the Board of Directors to cancel, at its sole discretion, on one or more occasions, up to a maximum of 10% of the capital calculated on the day of the cancellation decision, after deducting any shares cancelled over the past 24 months, the shares that the company holds or may hold following buybacks carried out pursuant to article L. 225-209 of the French Commercial Code, and to reduce the share capital accordingly, pursuant to the provisions of current laws and regulations
- 2) Sets the validity of this authorisation at 24 months from the date of this General Meeting, i.e. 3 June 2015
- 3) Grants all necessary powers to the Board of Directors to carry out the operations required to cancel the shares, to reduce the share capital accordingly, to make the corresponding changes to the company's Articles of Association, and to complete all formalities required.

7th resolution - Delegation of powers to be granted to the Board of Directors to enact a capital increase by incorporation of reserves, profits and/or premiums

The General Meeting, voting pursuant to the quorum and majority requirements for Ordinary General Meetings, having considered the report of the Board of Directors, and pursuant to the provisions of articles L. 225-129-2 and L. 225-130 of the French Commercial Code:

- 1) Delegates to the Board of Directors its power to enact capital increases, on one or more occasions and at the times and subject to the methods of its choosing, by incorporation of premiums, reserves, profits or other sums for which capitalisation is permitted, through the issue and allocation of free shares or the raising of the par value of existing shares, or a combination of these two methods.
- 2) Decides that, in the event that the Board of Directors exercises these delegated powers and enacts a capital increase in the form of free shares, pursuant to the provisions of article L. 225-130 of the French Commercial Code, the fractional rights shall be non-negotiable and non-transferrable, and the corresponding securities shall be sold, subject to the caveat that the proceeds of this sale shall be allocated to rights holders, as required by law.
- 3) Sets the validity of this authorisation at 26 months from the date of this General Meeting.

- 4) Decides that the maximum amount of capital increases enacted via share issues subject to this resolution may not exceed a nominal amount of €150,000, subject to the caveat that this amount shall not include the amount required, by law, to preserve the rights of the holders of securities granting entitlement to shares.

This ceiling is separate from all ceilings set by the other resolutions of this General Meeting.

- 5) Gives all powers to the Board of Directors to execute this resolution and, in general, to take all necessary measures and complete all formalities required to enact each capital increase, to record said capital increases and to make the corresponding modifications to the Articles of Association.
- 6) Notes that this authorisation supersedes any and all relevant prior authorisations with effect from today's date, including any unused parts of prior authorisations where applicable..

8th resolution - Delegation of powers to be granted to the Board of Directors to issue ordinary shares and/or securities granting entitlement to equity and/or granting entitlement to the allocation of debt securities with pre-emptive rights

The General Meeting, having taken note of the Board of Directors' report and the Statutory Auditors' special report and pursuant to the French Commercial Code and, notably, article L. 225-129-2 thereof:

- 1) Delegates authority to the Board of Directors to issue, on one or more occasions, in the proportions and at the times of its choosing, either in euros or in foreign currencies or in any other account unit set with reference to a basket of currencies:
 - ordinary shares
 - and/or securities giving entitlement immediately or at a later date, at any time or at a set date, to the company's ordinary shares be it through subscription, conversion, exchange, reimbursement, on presentation of a warrant or in any other manner
 - and/or securities granting entitlement to the allocation of debt securities.

Pursuant to article L. 228-93 of the French Commercial Code, the securities to be issued may give rights to ordinary shares of any and all companies that directly or indirectly own over half of its capital or of which the company directly or indirectly owns over half of the capital.

- 2) Sets the validity of this authorisation at 26 months from the date of this General Meeting.
- 3) Decides to set the following limits to the amounts of the authorised issues in the event that the Board of Directors exercises these delegated powers:

The total par value of the shares that may be issued subject to this authorisation may not exceed €536,000.

To this ceiling will be added, as necessary, the par value of the ordinary shares to be issued to preserve the rights of the holders of securities granting entitlement to equity, pursuant to the law, and where applicable, the contractual stipulations providing for other adjustments.

The par value of the company's debt securities that may be issued subject to this authorisation shall not exceed €25,000,000.

The above ceilings are separate from all ceilings set by the other resolutions of this General Meeting.

- 4) Should the Board of Directors use this authorisation for issues covered by 1) above, the General Meeting:
- a/ decides that issues of ordinary shares or securities granting entitlement to equity shall be reserved, on a preferential basis, for shareholders who may subscribe shares by right
 - b/ decides that if subscriptions through pre-emptive rights, and optional subscriptions (if any) have not absorbed the entire issue mentioned at 1), the Board of Directors may exercise the following options:
 - limit the issue amount to the amount of subscriptions, subject to the caveat that in the case of issuing ordinary shares or primary securities, the subscription amount must reach at least three quarters of the issue decided upon for this limitation to be possible
 - freely allocate all or part of the non-subscribed shares
 - offer to the public all or part of the non-subscribed shares
- 5) Decides that the Board of Directors shall be granted, within the limits set above, the powers required to set the terms for the issue(s), and if applicable, record the execution of the resulting capital increases, proceed to amend the Articles of Association accordingly, levy, as it sees fit, the costs of the capital increase on the amount of related premiums and deduct the necessary sums from this amount to bring the statutory reserve to one-tenth of the new share capital after each increase and, more generally, perform all tasks required in similar matters.
- 7) Notes that this authorisation supersedes any and all relevant prior authorisations.
- 9th resolution - Delegation of powers to be granted to the Board of Directors to issue ordinary shares and/or securities granting entitlement to equity and/or granting entitlement to the allocation of debt securities, by public issue without pre-emptive rights**

The General Meeting, having taken note of the Board of Directors' report and the Statutory Auditors' special report and pursuant to the French Commercial Code and, notably, article L. 225-136 thereof:

1. Delegates authority to the Board of Directors to issue, on one or more occasions, in the proportions and at the times of its choosing, on the French and/or international market, by public issue, either in euros or in foreign currencies or in any other account unit set with reference to a basket of currencies:
 - ordinary shares
 - and/or securities giving entitlement immediately or at a later date, at any time or at a set date, to the company's ordinary shares be it through subscription, conversion, exchange, reimbursement, on presentation of a warrant or in any other manner
 - and/or securities granting entitlement to the allocation of debt securities.

These securities may be issued for the purpose of paying for securities contributed to the Company in a public exchange offer, pursuant to the conditions of article L. 225-148 of the French Commercial Code.

Pursuant to article L. 228-93 of the French Commercial Code, the securities to be issued may give rights to ordinary shares of any and all companies that directly or indirectly own over half of its capital or of which the company directly or indirectly owns over half of the capital.

2. Sets the validity of this authorisation at 26 months from the date of this General Meeting.

3. The total par value of the ordinary shares that may be issued subject to this authorisation may not exceed €335,000.

To this ceiling will be added, as necessary, the par value of the ordinary shares to be issued to preserve the rights of the holders of securities granting entitlement to equity, pursuant to the law, and where applicable, the contractual stipulations providing for other adjustments.

This amount shall be levied on the capital increase ceiling as set out in the tenth resolution herein.

The par value of the company's debt securities that may be issued subject to this authorisation shall not exceed €25,000,000.

This amount shall be levied on the capital increase ceiling as set out in the tenth resolution herein.

4. Decides to cancel shareholders' pre-emptive rights to ordinary shares and to securities granting entitlement to equity and/or to debt securities covered by this resolution, while retaining the Board of Directors' option to grant preferential rights to shareholders, pursuant to the law.
5. Decides that the sum due or to be due to the company for each of the ordinary shares issued under this delegation of powers shall be at least equal to the minimum required by the applicable legal and regulatory provisions at the time the Board of Directors exercises the authorisation, having taken into account, in the case of issuing autonomous stock warrants, the issue price of the said warrants.
6. Decides, in the case of the issue of securities in consideration of securities contributed to the company in a public exchange offer, pursuant to the conditions of article L. 225-148 of the French Commercial Code, and within the limits set out above, to grant the powers required to set the list of securities for exchange, set the issue conditions, the share-for-share basis, and, if applicable, the amount of the equalisation payment in cash, and to set the issue terms.
7. Decides that if subscriptions have not absorbed the entire issue mentioned at 1), the Board of Directors may use the following options:
 - limit the issue amount to the amount of subscriptions, subject to the caveat that in the case of issuing ordinary shares or primary securities, the subscription amount must reach at least three quarters of the issue decided upon for this limitation to be possible
 - freely allocate all or part of the non-subscribed shares.
8. Decides that the Board of Directors shall be granted, within the limits set above, the powers required to set the terms for the issue(s), and if applicable, record the execution of the resulting capital increases, proceed to amend the Articles of Association accordingly, levy, as it sees fit, the costs of the capital increase on the amount of related premiums and deduct the necessary sums from this amount to bring the statutory reserve to one-tenth of the new share capital after each increase and, more generally, perform all tasks required in similar matters.
9. Notes that this authorisation supersedes any and all relevant prior authorisations.

10th resolution - Delegation of powers to be granted to the Board of Directors to issue ordinary shares and/or securities granting entitlement to equity and/or granting entitlement to the allocation of debt securities, by private placement without pre-emptive rights

The General Meeting, having taken note of the Board of Directors' report and the Statutory Auditors' special report and pursuant to the French Commercial Code and, notably, article L. 225-136 thereof:

1. Delegates, to the Board of Directors, its power to issue, on one or more occasions, in the proportions and at the times of its choosing, on the French and/or international market, by an offering covered by paragraph II of article L. 411-2 of the French Monetary and Financial Code, either in euros or in foreign currencies or in any other account unit set with reference to a basket of currencies:
 - ordinary shares
 - and/or securities giving entitlement immediately or at a later date, at any time or at a set date, to the company's ordinary shares be it through subscription, conversion, exchange, reimbursement, on presentation of a warrant or in any other manner
 - and/or securities granting entitlement to the allocation of debt securities.

Pursuant to article L. 228-93 of the French Commercial Code, the securities to be issued may give rights to ordinary shares of any and all companies that directly or indirectly own over half of its capital or of which the company directly or indirectly owns over half of the capital.

2. Sets the validity of this authorisation at 26 months from the date of this General Meeting.
3. The total par value of the ordinary shares that may be issued subject to this authorisation may not exceed €335,000, subject to the caveat that it shall also be limited to 20% of the capital per year.

To this ceiling will be added, as necessary, the par value of the ordinary shares to be issued to preserve the rights of the holders of securities granting entitlement to equity, pursuant to the law, and where applicable, the contractual stipulations providing for other adjustments.

This amount shall be levied on the debt security par value ceiling as set out in the ninth resolution herein.

The par value of the company's debt securities that may be issued subject to this authorisation shall not exceed €25,000,000.

This amount shall be levied on the debt security par value ceiling as set out in the ninth resolution herein.

4. Decides to cancel shareholders' pre-emptive rights to ordinary shares and to securities granting entitlement to equity and/or to debt securities covered by this resolution.
5. Decides that the sum due or to be due to the company for each of the ordinary shares issued under this delegation of powers shall be at least equal to the minimum required by the applicable legal and regulatory provisions at the time the Board of Directors exercises the authorisation, having taken into account, in the case of issuing autonomous stock warrants, the issue price of the said warrants.

6. Decides that if subscriptions have not absorbed the entire issue mentioned at 1), the Board of Directors may use the following options:
 - limit the issue amount to the amount of subscriptions, subject to the caveat that in the case of issuing ordinary shares or primary securities, the subscription amount must reach at least three quarters of the issue decided upon for this limitation to be possible
 - freely allocate all or part of the non-subscribed shares.
7. Decides that the Board of Directors shall be granted, within the limits set above, the powers required to set the terms for the issue(s), and if applicable, record the execution of the resulting capital increases, proceed to amend the Articles of Association accordingly, levy, as it sees fit, the costs of the capital increase on the amount of related premiums and deduct the necessary sums from this amount to bring the statutory reserve to one-tenth of the new share capital after each increase and, more generally, perform all tasks required in similar matters.
8. Notes that this authorisation supersedes any and all relevant prior authorisations.

11th resolution - Determine the subscription price-setting methods in the case of issue without pre-emptive rights, up to a maximum of 10% of the capital per year

The General Meeting, having taken note of the Board of Directors' report and the Statutory Auditors' special report and pursuant to the French Commercial Code and, notably, article L. 225-136-1, paragraph 2 thereof, authorises the Board of Directors, which decides to issue ordinary shares or securities granting entitlement to equity, pursuant to the ninth and tenth resolutions, to depart from the price-setting conditions set out in the above-mentioned resolutions, up to a maximum of 10% of the share capital per year, and to set the issue price of similar equity securities to be issued as follows :

The issue price of the equity securities to be issued immediately or at a later date may not be lower than either of the following, at the Board of Directors' discretion:

- the weighted average trading price of the company's share on the trading day prior to the date on which the issue price is set, with a maximum discount of up to 15%
- the average of five consecutive share trading prices selected from the last 30 trading days prior to the date on which the issue price is set, with a maximum discount of up to 15%.

12th resolution - Authorisation to increase the amount of issue in the event of excess demand

For each of the issues of ordinary shares or securities granting entitlement to equity decided pursuant to the eighth to tenth resolutions, the number of securities to be issued may be increased under the provisions of article L. 225-135-1 of the French Commercial Code and below the ceilings set by the General Meeting, should the Board of Directors ascertain excess demand.

13th resolution - Delegation of powers to be granted to the Board of Directors to enact a capital increase, up to a maximum of 10%, without pre-emptive rights, in consideration of contributions in kind or securities granting entitlement to equity)

The General Meeting, having taken note of the reports of the Board of Directors and the Statutory Auditors, and pursuant to article L. 225-147 of the French Commercial Code:

1. Authorises the Board of Directors, on the basis of the Statutory Auditors' report, to issue ordinary shares or securities granting entitlement to ordinary shares in consideration of contributions in kind comprising equity securities received by the company or securities granting entitlement to equity, where the provisions of article L. 225-148 of the French Commercial Code do not apply.
2. Sets the validity of this authorisation at 26 months from the date of this General Meeting.
3. 3. Decides that the total par value of the ordinary shares that may be issued subject to this authorisation may not exceed 10% of share capital on the date of this General Meeting, subject to the caveat that this amount shall not include the par value of ordinary shares that may be issued to preserve the rights of the holders of securities granting entitlement to equity, pursuant to the law, and where applicable, the contractual stipulations providing for other adjustments. This ceiling is separate from all ceilings set by the other resolutions of this General Meeting.
4. Delegates all necessary powers to the Board of Directors to approve and value the contributions, set the corresponding capital increase amount, record the execution of said capital increase, levy all costs and fees incurred in relation to the capital increase against the capital contribution premium, deduct all necessary sums from the capital contribution premium to bring the statutory reserve to one-tenth of the new share capital after each increase and amend the Articles of Association accordingly, and perform all tasks required in similar matters.
5. Notes that this authorisation supersedes any and all relevant prior authorisations.

14th resolution - Delegation of powers to be granted to the Board of Directors to issue new stock warrants (BSA), subscription and/or acquisition of new and/or existing stock warrants (BSAANE) and/or subscription and/or acquisition of new and/or existing redeemable stock warrants (BSAAR) without pre-emptive rights, reserved for a category of persons

The General Meeting, ruling under the quorum and required majority voting conditions for Extraordinary General Meetings, having taken note of the Board of Directors' report and the Statutory Auditors' special report and pursuant to the provisions of articles L. 225-129-2, L. 225-138 and L. 228-91 of the French Commercial Code:

- 1) Grants the Board of Directors all necessary powers to carry out, on one or more occasions, in the proportions and at the times of its choosing, in France and abroad, the issue of new stock warrants (BSA), subscription and/or acquisition of new and/or existing stock warrants (BSAANE) and/or subscription and/or acquisition of new and/or existing redeemable stock warrants (BSAAR) without pre-emptive rights, reserved for a category of persons as defined below.
- 2) Sets the validity of this authorisation at 18 months from the date of this General Meeting.
- 3) Decides that the total par value of the ordinary shares that may be issued subject to this authorisation may not exceed €100,000. To this ceiling will be added, as necessary, the par value of the ordinary shares to be issued to preserve the rights of the holders of BSAs and/or BSAANEs and/or BSAARs, pursuant to the law, and where applicable, the contractual stipulations providing for other adjustments. This ceiling is separate from all ceilings set by the other resolutions of this General Meeting.
- 4) Decides that the subscription and/or acquisition price of the shares acquired by exercising the warrants, after taking into account the warrant issue price, shall be at least equal to the average closing price of DBV TECHNOLOGIES shares for the 20 trading days preceding the decision to issue the warrants.

- 5) Decides to withdraw the pre-emptive rights of shareholders to the BSAs, BSAANEs and BSAARs to be issued to the benefit of the following category of persons: directors, scientific committee members, employees of the company and persons associated with the company via a service agreement or as a consultant, with the exception of the company's executive director.
- 6) Stipulates that this authorisation means that the shareholders waive their pre-emptive rights to shares likely to be issued by the exercising of warrants in favour of the holders of BSAs, BSANEs and/or BSAANEs.
- 7) Decides that if subscriptions have not absorbed the entire BSA, BSAANE and/or BSAAR issue, the Board of Directors may exercise the following options:
 - limit the issue to the amount of subscriptions
 - freely allocate all or part of the non-subscribed BSAs, BSAANEs and/or BSAARs to persons covered by the category defined above.
- 8) Decides that the Board of Directors shall be granted all necessary powers, under the terms set by the law and stipulated above, to issue BSAs, BSAANEs and/or BSAARs and in particular:
 - To set the specific list of beneficiaries within the category of persons defined above, the nature and number of warrants to be allocated to each beneficiary, the number of shares to which each warrant shall give entitlement, the issue price of the warrants and the subscription and/or acquisition price of the shares to which the warrants give entitlement under the terms outlined above, the terms and deadlines for the subscription and exercise of the warrants, the associated adjustment mechanisms and, in general terms, all terms and conditions with respect to the issue
 - To prepare an additional report describing the final terms and conditions of the transaction
 - To conduct the necessary share acquisitions within the framework of the share buyback programme and to allocate them via the allocation plan
 - To record the completion of the capital increase resulting from the exercising of the BSAs, BSAANEs and/or BSAARs and to amend the Articles of Association accordingly
 - At its sole discretion, to levy the cost of the capital increase on the amount of the associated premiums and to deduct the necessary sums from this amount to bring the statutory reserve to one-tenth of the new share capital after each increase
 - To grant the Managing Director the powers required to enact the capital increase, and to delay the capital increase, within the limits and according to the terms and conditions previously set by the Board of Directors
 - And, in general terms, to perform all tasks required in similar matters.

The General Meeting notes that this authorisation supersedes any and all relevant prior authorisations.

15th resolution - Delegation of powers to be granted to the Board of Directors to enact a capital increase by issue of shares, without pre-emptive rights, reserved for members of an Employee Savings Scheme, pursuant to articles L. 3332-18 et seq. of the French Labour Code

The General Meeting, having taken note of the Board of Directors' report and the Statutory Auditors' special report, ruling in application of articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code and L. 3332-18 et seq. of the French Labour Code:

- 1) Authorises the Board of Directors, at its own discretion and as it sees fit, to enact a capital increase on one or more occasions through the issue of ordinary shares for cash and, if applicable, by allocating free ordinary shares or other securities granting entitlement to equity, reserved for the company's employees

(and corporate officers), as well as the employees and corporate officers of affiliated companies pursuant to article L. 225-180 of the French Commercial Code, who are members of an Employee Savings Scheme.

- 2) Withdraws the pre-emptive rights to subscribe shares that could be issued subject to this authorisation in favour of these persons.
- 3) Sets the validity of this authorisation at 26 months from the date of this General Meeting.
- 4) Limits the maximum par value amount of the increase(s) that may be enacted under this authorisation at €30,000, subject to the caveat that this amount is separate from any other ceilings set by other authorisations relating to capital increases.
- 5) Decides that the price of shares to be issued subject to 1) of this authorisation may not be more than 20% (or 30% when the vesting period stipulated by the scheme pursuant to articles L. 3332-25 and L. 3332-26 of the French Labour Code is greater than or equal to 10 years) below the average share opening price on the 20 trading days prior to the Board of Directors' decision to enact the capital increase and the resulting share issue, nor higher than this average.
- 6) Notes that this authorisation supersedes any and all relevant prior authorisations.

The Board of Directors shall have the discretion to implement, or not implement, this authorisation, take all measures and conduct all necessary formalities.

16th resolution - Modification of the call for funds process in the event of failure to pay up shares - Corresponding modification of article 29 of the Articles of Association

The General Meeting, having taken note of the Board of Directors' report:

- decides to modify the terms and conditions under which shareholders are notified of calls for funds in the event of failure to pay up shares in full
- decides to make the corresponding modifications to paragraph 3 of article 29 of the Articles of Associations, which shall now read as follows, the remainder of the article remaining unchanged:

"Shareholders are notified of calls for funds via a notice published in the BALO fifteen (15) days in advance."

17th resolution - Modification of the disclosure deadline for crossing statutory thresholds - Corresponding modification of article 32 of the Articles of Association

The General Meeting, having taken note of the Board of Directors' report:

- decides to modify the disclosure deadline for crossing statutory thresholds, in order to bring it in line with the deadline for other legal thresholds
- decides to make the corresponding modifications to paragraph 1 of article 32 of the Articles of Associations, which shall now read as follows, the remainder of the article remaining unchanged:

*"Any natural or legal person mentioned in articles L.23-7, L.233-9 and L.223-10 of the French Commercial Code who takes ownership, directly or indirectly and alone or in conjunction with another natural or legal person, of a number of shares which constitutes a percentage of the capital or voting rights of the company greater than or equal to 2.5%, or a multiple thereof, shall be required to notify the company of the total number of shares and voting rights and securities granting entitlement to voting rights in his possession, either immediately or in the future, by recorded post with acknowledgement of receipt, addressed to the company's registered office, no later than **the closure of the fourth trading day** after the crossing of the aforementioned threshold(s)."*

18th resolution – Update of the Articles of Association

The General Meeting, having taken note of the Board of Directors' report:

- 1) Concerning the powers of the Chairman of the Board of Directors
 - decides to harmonise article 13 of the Articles of Association with article L. 225-51 of the French Commercial Code
 - decides to make the corresponding modifications to paragraph 3 of said article, which shall now read as follows:

"The Chairman organises and manages the work of the Board of Directors and reports to the General Meeting. He is responsible for the proper functioning of the company's constituent bodies and, in particular, for ensuring that the directors are able to fulfil their responsibilities."

- 2) Concerning the procedure governing current agreements
 - decides to harmonise article 13 of the Articles of Association with article L. 225-39 of the French Commercial Code
 - decides to remove the final paragraph of article 13 of the Articles of Association as a result, the remainder of the article remaining unchanged.
- 3) Concerning the process by which a shareholder adds an item of business or a draft resolution to the agenda of the General Meeting
 - decides to harmonise article 19 of the Articles of Association with article R. 225-71 of the French Commercial Code
 - decides to make the corresponding modifications to paragraph 2 of said article, which shall now read as follows, the remainder of the article remaining unchanged:

*"One or more shareholders, representing at least the quota lot set by law and acting under the terms and conditions and within the deadlines set by law, shall have the right to add an item of business or a draft resolution to the agenda of the General Meeting; such request must be made by recorded post with acknowledgement of receipt, **or by electronic communication.**"*

- 4) Concerning the powers of the Ordinary General Meeting



- decides to harmonise article 26 of the Articles of Association with article L. 225-98 of the French Commercial Code
- decides to make the corresponding modifications to paragraph 1 of article 26 of the Articles of Association, which shall now read as follows, the remainder of the article remaining unchanged:

"The Ordinary General Meeting shall have the authority to take all decisions on matters outside the remit of the Board of Directors and which do not fall under the authority of the Extraordinary General Meeting."

19th resolution - Powers to complete formalities

The General Meeting grants all powers to the bearer of an original, a copy or an excerpt of these minutes to carry out all mandatory formalities with respect to registration and publicity.