

## **I. RESOLUTIONS TO BE SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING**

### **1. Approval of the annual financial statements for the 2011 fiscal year**

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having deliberated and reviewed the report of the Executive Board, the Supervisory Board's observations on the report of the Executive Board and the report of the Statutory Auditors on the performance of their mission during the fiscal year ended December 31, 2011, approves the annual financial statements for the fiscal year ended December 31, 2011 as they were presented to the Shareholders' Meeting, as well as the transactions evidenced in these statements and summarized in these reports.

The Shareholders' Meeting acknowledges that the annual financial statements for the fiscal year ended December 31, 2011 show expenditures referred to in Article 39-4 of the French General Tax Code (*Code général des impôts*) and incurred by the Company during the fiscal year ended December 31, 2011 amounting to 99,423 euros for attendance fees and 3,932 euros for excess amortizations (*amortissements excédentaires*) on cars.

The Shareholders' Meeting also acknowledges that said financial statements do not show expenses referred to in Article 39-5 of the French General Tax Code.

The Shareholders' Meeting therefore discharges the members of the Executive Board, the members of the Supervisory Board, and the Statutory Auditors from the mandated duties they carried out over the course of the fiscal year ended December 31, 2011.

### **2. Approval of the consolidated financial statements for the 2010 fiscal year**

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having deliberated and reviewed the report of the Executive Board, the Supervisory Board's observations on the report of the Executive Board and the report of the Statutory Auditors on the performance of their mission during the fiscal year ended December 31, 2011, approves the consolidated financial statements for the fiscal year ended December 31, 2011 as they were presented to the Shareholders' Meeting, as well as the transactions evidenced in these statements and summarized in these reports.

The Shareholders' Meeting discharges the members of the Executive Board, the members of the Supervisory Board, and the Statutory Auditors from the mandated duties they carried out over the course of the fiscal year ended December 31, 2011.

### **3. Allocation of earnings for the fiscal year**

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having deliberated and reviewed the Executive Board's report, decides to allocate the EUR 8,381,659.40 loss incurred in the fiscal year ended December 31, 2011 to the accounting item entitled "Retained Earnings". After the allocation of this loss, "Retained Earnings" will amount to a loss of EUR 77,457,679.67.

Pursuant to Article 243 bis of the French General Tax Code, the General Shareholders' Meeting acknowledges that no dividend was distributed over the last three fiscal years.

#### **4. *Related-party transactions***

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having deliberated and reviewed the Executive Board's report and the special report of the Statutory Auditors on the related-party transactions referred to in Article L. 225-86 of the French Commercial Code ("*Code de Commerce*"), acknowledges the conclusions outlined in said report and approves the related-party transactions mentioned therein pursuant to Article L. 225-88 of the French Commercial Code.

#### **5. *Regularization of related-party transactions (Article L. 225-86 of the French Commercial Code)***

The shareholders' meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, after having deliberated and having reviewed the report of the Executive Board and the special report of the Statutory auditors on related-party transactions (Article L. 225-86 et seq. and Article L. 225-90 of the French Commercial Code), decides to ratify the amendments to the agreement entered into between the Company and Novo Nordisk A/S, a shareholder and member of the Supervisory Board, whose subject matter is the development of certain drug-candidates entered into on January 5, 2011 and July 6, 2011, respectively; and also decides to ratify the amendment to the partnership agreement between the Company and Inserm Transfert, of which Mr. Brailly, CEO of the Company, is a director, for an amount of euro 77,000, that has been entered into on June 28, 2011.

#### **6. *Renewal of the term of a Statutory Auditor: Audit Conseil Expertise***

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, decides to renew the position of Audit Conseil Expertise, SA - membre de PKF International, 17 boulevard Cieussa 13007 MARSEILLE, as Statutory Auditor for a period of six fiscal years to expire in 2018 at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ended December 31, 2017.

#### **7. *Appointment of the alternate Statutory Auditor***

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, decides to appoint FIDEA Contrôle, SARL, 46 rue Paul Valéry 75016 PARIS as alternate Statutory Auditor, substituting Mr. Jean-Norbert, for a period of six fiscal years to expire in 2018

at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ended December 31, 2017.

**8. *Renewal of the Fonds Stratégique d'Investissement as observer on the Supervisory Board***

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having deliberated, renews the appointment as observer on the Supervisory Board for a period of one year to expire at the end of the Ordinary Shareholders' Meeting called in 2013 to approve the financial statements for the fiscal year ended December 31, 2012 of:

- **Fonds Stratégique d'Investissement** represented by Mr. Olivier Martinez

Registered headquarters: 56, rue de Lille, 75007 Paris, FRANCE

The *Fonds Stratégique d'Investissement* and Mr. Olivier Martinez have indicated that they would accept the duties assigned to them and that nothing prevents them from accepting these duties.

**9. *Renewal of Mr. Bernard Malissen as observer on the Supervisory Board***

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having deliberated, renews the appointment as member of the Supervisory Board for a period of one year to expire at the end of the Ordinary Shareholders' Meeting called in 2013 to approve the financial statements for the fiscal year ended December 31, 2012 of:

- **Mr. Bernard Malissen**

Residing at: 32 avenue Toussaint Samat, 13009 Marseille

Mr. Bernard Malissen has indicated that he would accept the duties assigned to him and that nothing prevents him from accepting these duties.

**10. *Determination of the attendance fees (jetons de presence) to be allocated to members of the Supervisory Board***

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after having deliberated and reviewed the Executive Board's report, decides to allocate a combined maximum amount of EUR [150,000] to the members of the Supervisory Board in the form of attendance fees (*jetons de présence*) for the 2012 fiscal year.

The Shareholders' Meeting grants power to the Supervisory Board to distribute all or part of this amount among its members in accordance with the procedures it shall establish.

#### **11. Authorization for the Company's purchase of its own shares**

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after having deliberated and reviewed the Executive Board's report, authorizes the Executive Board, along with the power to sub-delegate pursuant to the conditions set forth in Articles L. 225-209 *et seq.* of the French Commercial Code, to purchase Company shares through the implementation of a share repurchase program.

The Shareholders' Meeting decides that:

- the maximum purchase price (excluding expenses) per share is set at EUR 10.00 and,
- the maximum amount of funds allocated to the implementation of this share repurchase program may not exceed EUR 10,000,000.

In the event of a change in the nominal share value, a share capital increase by incorporation of reserves, an allocation of free shares, a split or reverse split of securities, a distribution of reserves or of any other assets, capital amortization or any other transaction affecting shareholders' equity, the Shareholders' Meeting grants the Executive Board, along with the power to sub-delegate pursuant to the conditions set forth in Articles L. 225-209 *et seq.* of the French Commercial Code, the powers to adjust the purchase price of the above in order to take into account the effect of those transactions on the value of the share.

The Shareholders' Meeting decides that the purchases of Company's shares may concern a number of shares such as:

- the maximum number of shares that may be acquired pursuant to this authorization may not exceed ten percent (10 %) of the total number of shares comprising the Company's share capital and five percent (5 %) of the total number of shares comprising the Company's share capital for the acquisitions made to retain shares and to subsequently use them as payment or in an exchange in the context of a merger, split or contribution transaction; it being specified that (i) these limits apply to an amount of the Company's share capital that will be adjusted, if necessary, to take into account those transactions that will affect the share capital subsequent to this Shareholders' Meeting, and (ii) when the shares are bought back to promote liquidity under the conditions set out by the General Regulations of the *Autorité des Marchés Financiers*, the number of shares taken into account to calculate the above mentioned 10% limit corresponds to the number of shares purchased, minus the number of shares re-sold during the authorization period; and

- the acquisitions carried out by the Company must not result in the Company holding, at any moment whatsoever, directly or indirectly, more than ten percent (10 %) of its share capital.

This authorization is intended to allow the Company to pursue the following objectives, in compliance with applicable legislative and regulatory provisions:

- (i) to retain the Company's shares that will have been purchased and to use them in exchange or in payment within the context of potential external growth transactions, in accordance with stock market regulations;
- (ii) to deliver shares upon the exercise of rights attached to securities giving access to the share capital of the Company;
- (iii) to allocate shares to employees or corporate officers of the Company or its subsidiaries in accordance with the terms and conditions set forth by law, in particular with respect to the allocation of free shares, the participation in the profits resulting from the expansion of the business, stock option plans or through a company savings plan;
- (iv) to ensure liquidity and to promote the secondary market for the Company's securities, which would be accomplished by an investment services provider acting under a liquidity contract in compliance with an ethics charter approved by the *Autorité des marchés financiers*;
- (v) to cancel all or part of the repurchased securities, provided the twenty-third resolution below is adopted; and
- (vi) to accomplish all other authorized goals or goals that could become authorized by law or recognized or that would be recognized as a market practice by the *Autorité des marchés financiers*, in which case the Company would inform its shareholders by way of a press release.

The Shareholders' Meeting decides that these purchase, sale, exchange or transfer transactions may be carried out in any manner, either on the regulated market, on a multilateral trading facility, through a clearinghouse or through an over-the-counter transaction, such as an acquisition or block sale, or by resorting to financial instruments, in particular financial derivatives negotiated on a regulated market, on a multilateral trading facility, through a clearinghouse or through a private transaction or by resorting to warrants, in compliance with the conditions set forth by the legislative and regulatory provisions that are applicable on the date of the considered transactions and during the periods set by the Company's Executive Board or by the person to whom the Executive Board delegated its authority. The maximum

portion of the share capital acquired or transferred in the form of blocks trades can be the total amount of the repurchase program.

The Shareholders' Meeting decides that these transactions may be carried out at any time, in compliance with applicable regulations, including during a public tender offer initiated by the Company or relating to the Company's securities, subject to applicable legal and regulatory provisions on this matter.

Moreover, the Shareholders' Meeting grants full powers to the Executive Board, along with the power to sub-delegate pursuant to the conditions set forth in Article L. 225-209 of the French Commercial Code, to decide and implement this authorization, to specify, if necessary, its terms and, in particular, to place any on or off-market orders, to allocate or reallocate purchased shares to the various set objectives, in accordance with applicable laws and regulations, to enter into any agreements, particularly for the purpose of maintaining share purchase and sale registries, to complete any formalities or statements with any agencies, particularly the *Autorité des marchés financiers* and, generally speaking, to take any necessary action in order to complete the transactions carried out pursuant to this authorization.

The Shareholders' Meeting also grants full powers to the Executive Board, if the law or the *Autorité des marchés financiers* were to extend or supplement to the authorized objectives for share repurchase programs, to inform the public of any changes to the repurchase program concerning the modified objectives, in accordance with applicable laws and regulations.

This authorization is granted for a period of eighteen months (18) from the date of this Shareholders' Meeting. It voids, from this day, as the case may be, any unused part of any prior authorization having the same purpose, i.e., any authorization relating to the repurchase of its own shares by the Company. This authorization therefore voids the authorization granted by the Shareholders' Meeting dated June 29, 2011 pursuant to its fourteenth resolution.

## **II. RESOLUTIONS TO BE SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING**

- 12.** *(Delegation of authority to the Executive Board concerning the issuance of ordinary Company shares and/or of securities giving access to the share capital of the Company, with shareholders' preferential subscription rights)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having deliberated and reviewed the report of the Executive Board and the special report of the Statutory Auditors, and pursuant to the provisions of articles L. 225-129 to L. 225-129-6 and L. 228-91 *et seq.* of the French Commercial Code:

1. Delegates its authority to the Executive Board to decide, with shareholders' preferential subscription rights, on the issuance of shares or any other securities giving access to the share capital of the Company, including through the allocation of free share warrants, it being specified that said shares grant the same rights as previously issued shares subject to their dividend entitlement date (*date de jouissance*). Such issuance may be carried out once in full or in various installments, in the proportions and at the times it shall determine, both in France and outside of France. It is hereby further specified that the Executive Board will also have the option to sub-delegate all necessary powers to decide on the share capital increase to the Chairman of the Executive Board or, with the Chairman's approval, to one or more of its members, under the conditions set forth by law;
2. Decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded from such issuance;
3. Decides that the nominal amount of the share capital increases that could potentially be carried out immediately and/or in the future pursuant to this delegation cannot exceed an overall nominal amount of EUR 380,000 (or, on the basis of the current nominal value of the Company's shares, equal to EUR 0.05, a maximum amount of 7,600,000 shares), it being specified that this amount will be included in the overall nominal cap amount of EUR 391.250 set forth in the twenty-second resolution of this Shareholders' Meeting and that this overall nominal amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital;
4. Also delegates its authority to the Executive Board for the purpose of deciding on the issuance of securities giving access to the allocation of debt securities;
5. Decides that the overall nominal amount of securities representing debt securities giving access to the share capital of the Company or to debt securities that could potentially be issued pursuant to this delegation will amount to a maximum of EUR 1,730,000 or to the exchange value of this amount in the event of an issuance carried out in a foreign currency or in any currency unit set through reference to a number of currencies;
6. Decides that the shareholders will have the option of exercising their preferential subscription right with respect to the amount they are irrevocably entitled to, under the conditions set forth by law. In addition, the Executive Board will have the option of granting shareholders the right to subscribe, subject to a reduction, a number of securities that is higher than the amount they are irrevocably entitled to, in proportion to the subscription rights they hold and, in all cases, up to the limit of the amount they request. If the subscriptions made as an irrevocable right and, as the case may be, the subscriptions subject to a reduction, have not exhausted the total amount of an issuance of securities, the Executive Board can decide to offer all or part of the unsubscribed shares or securities to the public;
7. Acknowledges that, for the benefit of holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, this delegation of authority automatically implies shareholders' renunciation of their preferential subscription right to shares that these securities grant rights over immediately or in the future;
8. Decides that the amount paid or that should be paid to the company for each of the shares issued pursuant to this delegation will be at least equal to the nominal value of the share on the issuance date of said securities;
9. Decides that prior to using this delegation of authority, the Executive Board must submit the principle of its use to the Supervisory Board;

10. Acknowledges that this delegation voids, from this day, as the case may be, any unused part of any prior delegation of authority having the same purpose, i.e., any delegation relating to a share capital increase with shareholders' preferential subscription rights, covering the shares and securities referred to in this resolution. This delegation therefore voids the delegation granted by the Shareholders' Meeting held on June 29, 2011 pursuant to its fifteenth resolution;
11. Acknowledges that, in the event of the use by the Executive Board of the delegation of authority granted by this resolution, the Executive Board shall report to the following Ordinary Shareholders' Meeting, in accordance with applicable laws and regulations, on the use made of the delegation of authority granted by this resolution.

The delegation of authority thus granted to the Executive Board is valid for a term of 14 months as from the date of this Shareholders' Meeting.

**13.** *(Delegation of authority to the Executive Board concerning the issuance of ordinary Company shares and/or of securities giving access to the share capital of the Company, without shareholders' preferential subscription rights)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having deliberated and reviewed the report of the Executive Board and the special report of the Statutory Auditors, and pursuant to the provisions of articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-136 and L. 228-91 *et seq.* of the French Commercial Code:

1. Delegates its authority to the Executive Board to decide, without shareholders' preferential subscription rights, on the issuance of shares or any other securities giving access to the share capital of the Company, it being specified that said shares grant the same rights as previously issued shares subject to their dividend entitlement date (*date de jouissance*). Such issuance is to be carried out through a public offering, once in full or in various installments, at the time or times set by the Executive Board and in the proportions it shall determine, both in France and outside of France. It is hereby further specified that the Executive Board will also have the option to sub-delegate all necessary powers to decide on the share capital increase to the Chairman of the Executive Board or, with the Chairman's approval, to one or more of its members, under the conditions set forth by law;
2. Decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded from such issuance;
3. Decides that the nominal amount of the share capital increases that could potentially be carried out immediately or in the future pursuant to this delegation cannot exceed an overall nominal amount of EUR 380,000 (or, on the basis of the current nominal value of the Company's shares, equal to EUR 0.05, a maximum amount of 7,600,000 shares), it being specified that this amount will be included in the overall nominal cap amount of EUR 391.250 set forth in the twenty-second resolution of this Shareholders' Meeting and that this overall nominal amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital;
4. Also delegates its authority to the Executive Board for the purpose of deciding on the issuance of securities granting rights over the allocation of debt securities;

5. Decides that the overall nominal amount of securities representing debt securities giving access to the share capital of the Company or to debt securities that could potentially be issued pursuant to this delegation will amount to a maximum of EUR 1,730,000 or to the exchange value of this amount in the event of an issuance carried out in a foreign currency or in account units set through reference to a number of currencies;
6. Decides to withdraw the preferential subscription right of shareholders for the securities to be issued pursuant to this delegation. The Executive Board will have the option to grant shareholders a priority subscription period bearing on all or part of the issuance of these securities, relating to the time periods and conditions it shall set in accordance with the provisions of paragraph 2 of Article L. 225-135 of the French Commercial Code. This priority period shall not give rise to the creation of marketable entitlements and shall be exercised in proportion to the number of shares owned by each shareholder and may potentially be supplemented by a subscription subject to reduction;
7. Acknowledges that if the subscriptions, including, where appropriate, those of the shareholders, have not absorbed all of the issuance of shares or securities giving access to the share capital, the Executive Board may limit the amount of the transaction to the amount of the subscriptions received provided that this amount reaches at least three-quarters of the amount of the issuance;
8. Acknowledges that, for the benefit of holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, this delegation of authority automatically implies shareholders' renunciation of their preferential subscription right to shares or securities giving access to the share capital of the Company that these securities grant rights over immediately or in the future;
9. Decides that the issuance price of the shares issued pursuant to this delegation will be at least equal to the minimum value set forth by law and applicable regulations at the time this delegation is used, which currently corresponds to the weighted average of the price of the share during the last three stock market trading days preceding the date on which the issuance price is set, minus, as the case may be, a maximum discount of 5 % of this amount following any applicable corrections, in order to account for the difference in dividend entitlement date (*date de jouissance*); and
10. Decides that the issue price of the securities giving access to the share capital will be such that the amount received immediately by the Company, increased, as applicable, by the amount it is likely to receive in the future, or, for each share issued as a result of the issue of these securities, at least equal to the minimum issuance price defined in the preceding paragraph;
11. Decides that prior to using this delegation of authority, the Executive Board must submit the principle of its use to the Supervisory Board;
12. Acknowledges that this delegation voids, from this day, as the case may be, any unused part of any prior delegation of authority having the same purpose, i.e., any delegation of authority relating to a share capital increase without shareholders' preferential subscription rights, covering the shares and securities referred to in this resolution. This delegation therefore voids the delegation granted by the Shareholders' Meeting held on June 29, 2011 pursuant to its sixteenth resolution;
13. Acknowledges that, in the event of the use by the Executive Board of the delegation of authority granted by this resolution, the Executive Board shall report to the following Ordinary Shareholders' Meeting, in accordance with applicable laws and regulations, on the use made of the delegation of authority granted by this resolution.

The delegation of authority thus granted to the Executive Board is valid for a term of 14 months as from the date of this Shareholders' Meeting.

14. *(Determination of the issuance price, up to the limit of 10 % of the share capital per annum, of the ordinary shares and/or of securities giving access to the share capital of the Company, in the event of the withdrawal of shareholders' preferential subscription rights)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having deliberated and reviewed the report of the Executive Board and the special report of the Statutory Auditors, and pursuant to the provisions of paragraph 2 of Article L. 225-136 1° of the French Commercial Code, and up to the limit of 10 % of the share capital per annum at the time of the issuance (it being specified that this 10 % limit shall be assessed at any time and shall apply to the share capital as adjusted according to the transactions, with or without a public offering, affecting it subsequent to this Shareholders' Meeting):

1. Authorizes the Executive Board, with the option to sub-delegate under the conditions set forth by law, to set the price of the ordinary shares or any other securities giving access to the share capital, after taking into account any market opportunities, at a price that is at least equal to the volume-weighted average (in the central order book excluding off-market block trades) of the closing prices of the Company's share on the Euronext Paris stock exchange during the last five stock market trading days preceding the date upon which the issuance price is set, it being specified that this average could be adjusted, if necessary, to account for the different dividend entitlement date (*date de jouissance*) and potentially be discounted by a maximum amount of 10 %;
2. Acknowledges that the Executive Board will have the option to implement this resolution both pursuant to the thirteenth resolution and the fifteenth resolution; and
3. Acknowledges in the event the use by the Executive Board of the delegation of authority granted by this resolution, the Executive Board shall prepare a supplementary report, certified by the Statutory Auditors, describing the final terms of the transaction and providing the criteria for assessing the actual impact on the shareholder's situation.

The delegation of authority thus granted to the Executive Board is valid for a term of 14 months as from the date of this Shareholders' Meeting.

15. *(Delegation of authority to the Executive Board for the purpose of issuing, without shareholders' preferential subscription rights, ordinary shares of the Company and/or securities giving access to the share capital of the Company, within the framework of an offering as described in paragraph II of Article L. 411-2 of the French Monetary and Financial Code)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having deliberated and reviewed the report of the Executive Board and the special report of the Statutory Auditors, and pursuant to the provisions of articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-136, L. 228-91 *et seq.* of the French Commercial Code and L. 411-2 of the French Monetary and Financial Code:

1. Delegates its authority to the Executive Board to decide, without shareholders' preferential subscription rights, on the issuance of shares or any other securities giving access to the share capital of the Company, it being specified that said shares grant the same rights as previously issued shares subject to their dividend entitlement date (*date de jouissance*). Such issuance is to be carried out through an offering qualified as a "private placement" as described in Article L. 411-2 II of the French Monetary and Financial Code, once in full or in various installments, in the proportions and at the times it shall determine, both in France and outside of France, either in euros or in any other currency or monetary unit established by reference to several currencies. It is hereby further specified that the Executive Board will also have the option to sub-delegate all necessary powers to decide on the share capital increase to the Chairman of the Executive Board or, with the Chairman's approval, to one or more of its members, under the conditions set forth by law;
2. Decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded from such issuance;
3. Decides that the nominal amount of the share capital increases that could potentially be carried out immediately and/or in the future pursuant to this delegation cannot exceed an overall nominal amount of EUR 380,000 (or, on the basis of the current nominal value of the Company's shares, equal to EUR 0.05, a maximum amount of 7,600,000 shares), it being specified that this amount will be included in the overall nominal cap amount of EUR 380,000 set forth in the thirteenth resolution of this Shareholders' Meeting and that this overall nominal amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital;
4. Decides that, issuance of capital securities carried out pursuant to this delegation will not, in any event, exceed the limits set out by the applicable regulations on the issue date (currently, 20 % of the share capital per annum);
5. Also delegates its authority to the Executive Board for the purpose of deciding on the issuance of securities granting rights over the allocation of debt securities;
6. Decides that the overall nominal amount of securities representing debt securities giving access to the share capital of the Company or to debt securities that could potentially be issued pursuant to this delegation will amount to a maximum of EUR 1,730,000 or to the exchange value of this amount in the event of an issuance carried out in a foreign currency or in account units set through reference to a number of currencies;
7. Decides to withdraw the preferential subscription right of shareholders for the securities to be issued pursuant to this delegation;
8. Acknowledges that if the subscriptions, including, where appropriate, those of the shareholders, have not absorbed all of the issuance of shares or securities giving access to the share capital, the Executive Board may limit the amount of the transaction to the amount of the subscriptions received provided that this amount reaches at least three-quarters of the amount of the issuance;
9. Acknowledges that, for the benefit of holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, this delegation of authority automatically implies shareholders' renunciation of their preferential subscription right to shares or securities giving access to the share capital that these securities grant rights over immediately or in the future;

10. Decides that the issuance price of the shares issued pursuant to this delegation will be at least equal to the minimum value set forth by law and applicable regulations at the time this delegation is used, which currently corresponds to the weighted average of the price of the share during the last three stock market trading days preceding the date on which the issuance price is set, minus, as the case may be, a maximum discount of 5 % of this amount following any applicable corrections, in order to account for the difference in dividend entitlement date (*date de jouissance*);
11. Decides that the issue price of the securities giving access to the capital will be such that the amount received immediately by the Company, increased, as applicable, by the amount it is likely to receive in the future, or, for each share issued as a result of the issue of these securities, at least equal to the minimum issuance price defined in the preceding paragraph;
12. Decides that prior to using this delegation of authority, the Executive Board must submit the principle of its use to the Supervisory Board;
13. Acknowledges that this delegation voids, from this day, as the case may be, any unused part of any prior delegation of authority having the same purpose, i.e., any delegation relating to a share capital increase without preferential subscription rights maintained pursuant to an offering qualified as a "private placement" as described in Article L. 411-2 II of the French Monetary and Financial Code, covering the shares and securities referred to in this resolution (it being specified, as necessary, that this resolution does not have the same purpose as the thirteenth resolution). This delegation therefore voids the delegation granted by the Shareholders' Meeting held on June 29, 2011 pursuant to its eighteenth resolution;
14. Acknowledges that, in the event of the use by the Executive Board of the delegation of authority granted by this resolution, the Executive Board shall report to the following Ordinary Shareholders' Meeting, in accordance with the law and regulations, regarding the use made of the delegation of authority granted by this resolution.

The delegation of authority thus granted to the Executive Board is valid for a term of 14 months as from the date of this Shareholders' Meeting.

- 16.** (*Authorization granted to the Executive Board to increase the number of securities to be issued in the event of a share capital increase with or without shareholders' preferential subscription rights*)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having deliberated and reviewed the report of the Executive Board and the special report of the Statutory Auditors, and pursuant to the provisions of Article L. 225-135-1 of the French Commercial Code:

1. Authorized the Executive Board, with the option to sub-delegate to its Chairman or, with the Chairman's approval, to one or more of its members, under the conditions set forth by law, to increase the number of securities to be issued for each of the issuances, with or without shareholders' preferential subscription rights, decided upon pursuant to the twelfth, the thirteenth and the fifteenth resolutions of this Shareholders' Meeting within thirty days following the closing of the subscription period, up to a limit of 15 % of the initial issuance, and at the same price as the price retained for the initial issuance; and

2. Decides that the maximum nominal amount of the capital increases that could potentially be carried out pursuant to this delegation of authority will be included in the overall nominal share capital increase cap set by the twenty second resolution of this Shareholders' Meeting.

The authorization granted to the Executive Board pursuant to the resolution is valid for a term of 14 months as from the date of this Shareholders' Meeting. This delegation voids the delegation granted by the Shareholders' Meeting held on June 29, 2011 pursuant to its nineteenth resolution.

17. (*Delegation of authority to the Executive Board for the purpose of issuing ordinary shares and/or securities giving access to the share capital of the Company, as compensation for contributions in kind comprised of equity securities or securities giving access to the share capital*)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having deliberated and reviewed the report of the Executive Board and the special report of the Statutory Auditors, and pursuant to the provisions of articles L. 225-129 to L. 225-129-6, L. 225-147, 6<sup>th</sup> paragraph, and L. 228-91 *et seq.* of the French Commercial Code:

1. Delegates its authority to the Executive Board for the purpose of deciding on the issuance of shares or any other securities giving access to the share capital of the Company, in order to offer compensation for contributions in kind granted to the Company and comprised of equity securities or securities giving access to the share capital, when the provisions of Article L. 225-148 of the French Commercial Code do not apply and decides, as necessary, to withdraw the preferential subscription right of shareholders that is attached to these shares and securities to be issued, for the benefit of the holders of these securities, it being specified that the overall nominal amount of the capital increases that could potentially be carried out pursuant to this delegation may not, at the time of the issuance exceed 10 % of the share capital (this 10% limit shall apply at any time to a capital adjusted according to the transactions affecting it subsequent to this Shareholders' Meeting), it being further specified that this amount will be included in the EUR 391.250 overall nominal cap amount set forth in the twenty-second resolution of this Shareholders' Meeting;
2. Decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded from such issuance;
3. Acknowledges that this delegation of authority implies shareholders' renunciation of their preferential subscription rights with respect to ordinary shares to which the securities that would be issued based on this delegation may grant rights over immediately or in the future;
4. Decides that the Executive Board will have full powers, with the option to sub-delegate under the conditions set forth by law, to enforce this resolution and, in particular, to set the list of securities contributed, approve or reduce the valuation of contributions and the granting of specific advantages, to set, as the case may be, the cash amount to be paid, and acknowledge the number of securities contributed to the exchange;
5. Decides that prior to using this delegation of authority, the Executive Board must submit the principle of its use to the Supervisory Board;
6. Acknowledges that this delegation voids, from this day, as the case may be, any unused part of any prior delegation of authority having the same purpose, i.e., any delegation relating to the issuance of shares or any other securities giving access to the share capital without preferential

subscription rights maintained offering compensation for contributions in kind bearing on capital securities or securities giving access to the share capital. This delegation therefore voids the delegation granted by the Shareholders' Meeting held on June 29, 2011 pursuant to its twentieth resolution.

The delegation of authority granted to the Executive Board pursuant to this resolution is valid for a term of 14 months as from the date of this Shareholders' Meeting.

**18.** *(Delegation of authority to the Executive Board for the purpose of issuing ordinary shares and/or securities giving access to the share capital of the Company, in the event of a public exchange offer initiated by the Company)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having deliberated and reviewed the report of the Executive Board and the special report of the Statutory Auditors, and pursuant to the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-148, and L. 228-91 *et seq.* of the French Commercial Code:

1. Delegates its authority to the Executive Board for the purpose of deciding on the issuance of shares as well as any other securities giving access to the share capital of the Company, as compensation for securities tendered with respect to a public exchange offer initiated by the Company and carried out in France or outside of France in accordance with local regulations, relating to the securities of another company admitted to trading on one of the regulated markets described in Article L. 225-148 of the French Commercial Code, and decides, as necessary, to withdraw the preferential subscription right of shareholders that is attached to these shares and securities to be issued, for the benefit of holders of these securities; the nominal amount of the share capital increases that could potentially be carried out pursuant to this delegation cannot exceed an overall nominal amount of EUR 380,000 (or, on the basis of the current nominal value of the Company's shares, equal to EUR 0.05, a maximum amount of 7,600,000 shares), it being specified that this amount will be included in the EUR 391.250 overall nominal cap amount set forth in the twenty-second resolution of this Shareholders' Meeting and that this amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital;
2. Decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded from such issuance;
3. Also delegates its authority to the Executive Board for the purpose of deciding on the issuance of securities granting rights over the allocation of debt securities;
4. Decides that the overall nominal amount of securities representing debt securities giving access to the share capital of the Company or to debt securities that could potentially be issued pursuant to this delegation will amount to a maximum of EUR 1,730,000 or to the exchange value of this amount in the event of an issuance carried out in a foreign currency or in account units set through reference to a number of currencies;
5. Acknowledges that, for the benefit of holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, this delegation of authority automatically implies shareholders' renunciation of their preferential subscription right to shares or securities

giving access to the share capital that these securities grant rights over immediately or in the future;

6. Decides that the Executive Board will have full powers, with the option to sub-delegate under the conditions set forth by law, to enforce this resolution and, in particular, to set the exchange parity as well as, if applicable, the cash amount to be paid, and to acknowledge the number of securities contributed to the exchange;
7. Acknowledges that this delegation voids, from this day, as the case may be, any unused part of any prior delegation of authority having the same purpose, i.e., any delegation relating to the issuance of ordinary shares and/or any other securities giving access to the share capital in the event of a public exchange offer initiated by the Company. This delegation therefore voids the delegation granted by the Shareholders' Meeting held on June 29, 2011 pursuant to its twenty-first resolution;
8. Acknowledges that, in the event of the use by the Executive Board of the delegation of authority granted by this resolution, the Executive Board shall report to the following Ordinary Shareholders' Meeting, in accordance with the law and regulations, regarding the use made of the delegation of authority granted by this resolution;
9. Decides that prior to using this delegation of authority, the Executive Board must submit the principle of its use to the Supervisory Board.

The delegation of authority granted to the Executive Board pursuant to this resolution is valid for a term of 14 months as from the date of this Shareholders' Meeting.

**19.** *(Delegation of authority to the Executive Board for the purpose of issuing autonomous share subscription warrants reserved for a specific category of persons)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having deliberated and reviewed the report of the Executive Board and the special report of the Statutory Auditors, and pursuant to the provisions of Article L. 225-129 to L. 225-129-6, L. 225-138 and L. 228-91 *et seq.* of the French Commercial Code:

1. Delegates its authority to the Executive Board for the purpose of deciding to increase the share capital, either once in full or in a number of installments, in the proportions and at the times it shall determine, through the issuance of share subscription warrants (*bons de souscription d'actions*, or "BSA"), it being specified that the Executive Board may delegate to the Chairman of the Executive Board or, with the Chairman's approval, to one or more of its members, under the conditions set forth by law, all the necessary powers to decide on the share capital increase;
2. Decides that the nominal amount of the share capital increases that could potentially be carried out pursuant to this delegation cannot exceed a maximum nominal amount of EUR 1,250 (or, on the basis of the current nominal value of the Company's shares, equal to EUR 0.05, a maximum amount of 25,000 shares), it being specified that this cap will be included in the EUR 391.250 overall cap amount provided for in the twenty-second resolution of this Shareholders' Meeting and that this amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital;

3. Decides that any issuance of preferential shares and securities giving access to preferential shares is expressly excluded from such issuance;
4. Decides to withdraw the preferential subscription right of shareholders from the share subscription warrants referred to in this resolution and to reserve the right to assign such rights to any natural person or legal entity that is a member of the Supervisory Board or a consultant of the Company able to prove an existing contractual relationship with the Company as of the date of the Shareholders' Meeting.
5. Acknowledges that, for the benefit of holders of share subscription warrants issued pursuant to this resolution and giving access to the share capital of the Company, this delegation of authority automatically implies shareholders' renunciation of their preferential subscription right to shares that these share subscription warrants grant rights over;
6. Decides that the Executive Board will determine the precise list of beneficiaries within the category of beneficiaries previously mentioned for whose benefit the preferential subscription right was withdrawn and will determine the characteristics, amounts and terms and conditions of any issuance, as well as the terms and conditions for paying up the issued shares. In particular, it will determine the number of share subscription warrants to be issued for the benefit of each beneficiary and will set, taking into account the guidelines included in its report, the subscription price of such share subscription warrants, their dividend entitlement date (*date de jouissance*), it being specified that the amount paid or that should be paid to the Company for each share issued within the context of this delegation, will be at least equal to the average of the closing prices of the share during the last ten stock market trading days preceding the time of allocation of the share subscription warrants;
7. Decides that prior to using this delegation of authority, the Executive Board must submit the principle of its use to the Supervisory Board; and
8. Acknowledges that this delegation voids, from this day, as the case may be, any unused part of any prior delegation of authority having the same purpose, i.e., any delegation relating to the issuance of autonomous share subscription warrants reserved for a specific category of persons. This delegation therefore voids the delegation granted by the Shareholders' Meeting held on June 29, 2011 pursuant to its twenty-second resolution;
9. Acknowledges that, in the event of the use by the Executive Board of the delegation of authority granted by this resolution, the Executive Board shall report to the following Ordinary Shareholders' Meeting, in accordance with the law and regulations, regarding the use made of the delegation of authority granted by this resolution.

The delegation of authority thus granted to the Executive Board is valid for a term of 18 months as from the date of this Shareholders' Meeting.

20. *(Delegation of authority to the Executive Board for the purpose of issuing redeemable share subscription and/or acquisition warrants ("BSAARs") for the benefit of employees and corporate officers of the Company and its subsidiaries, without shareholders' preferential subscription rights)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having deliberated and reviewed the report of the Executive Board and the

special report of the Statutory Auditors, and pursuant to the provisions of Article L. 225-129 to L. 225-129-6, L. 225-138 and L. 228-91 *et seq.* of the French Commercial Code:

1. Delegates its authority to the Executive Board for the purpose of deciding on the issuance, either once in full or in a number of installments, in the proportions and at the times it shall determine, of redeemable share subscription and/or acquisition warrants (“BSAARs”), it being specified that the Executive Board may delegate to the Chairman of the Executive Board or, with the Chairman’s approval, to one or more of its members, under the conditions set forth by law, all the necessary powers to decide on the share capital increase;
2. Decides that the maximum nominal amount of the share capital increases that will be carried out pursuant to this delegation is set at EUR 10.000 (or, on the basis of the current nominal value of the Company’s shares, equal to EUR 0.05, a maximum amount of 200.000 shares), it being specified that this cap will be included in the overall cap amount of EUR 391.250 provided for in the twenty-second resolution of this Shareholders’ Meeting and that this amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital;
3. Decides, pursuant to Article L. 225-38 of the French Commercial Code, to withdraw the preferential subscription right of shareholders from the redeemable share subscription and/or acquisition warrants referred to in this resolution and to reserve the right to assign such rights to employees and corporate officers of the Company and its French and foreign subsidiaries and to consultants of the Company able to prove an existing contractual relationship with the Company as of the date of the Shareholders’ Meeting. The Executive Board will draw the list of the persons authorized to subscribe BSAAR and determine the maximum number of BSAAR that may be subscribed by each of them;
4. Decides that the Executive Board:
  - a) will determine all the characteristics of the BSAARs, in particular the subscription price which will be set, following an independent expert’s opinion, according to parameters affecting its value (mainly: exercise price, non-transferability period, exercise period, triggering threshold and redemption period, interest rate, dividend policy, share price and volatility of the share of the Company), as the case may be, performance conditions, as well as the terms and conditions of the issuance and the terms and conditions of the issuance agreement;
  - b) will determine (i) the subscription price or the purchase price of the shares when exercising the BSAARs, it being specified that one BSAARs will grant the right to subscribe for (or to purchase) one share of the Company at a price equal to at least the subscription price retained for the last share capital increase implemented by the Company, i.e., 2.27 euros per share to be discounted by a maximum amount of 10% and (ii) as the case may be, any performance conditions;
5. Acknowledges that, pursuant to Article L. 225-132 of the French Commercial Code, for the benefit of holders of BSAARs issued pursuant to this resolution, this delegation of authority automatically implies shareholders’ renunciation of their preferential subscription right to shares that these BSAARs grant rights over;
6. Grants full power to the Executive Board, with the power to sub-delegate under the conditions set forth by law, to take all necessary measures, enter into any agreements, complete all formalities necessary for the issuance of BSAARs, acknowledge the completion of the share capital increases that would ensue, amend accordingly the by-laws, and amend if necessary (and subject to the approval of the holders of BSAARs), the BSAAR issuance agreement;

7. Decides that prior to using this delegation of authority, the Executive Board must submit the principle of its use, and in particular the main characteristics of the BSAARs, to the Supervisory Board; and
8. Acknowledges that this delegation voids, from this day, as the case may be, any unused part of any prior delegation of authority having the same purpose, i.e., any delegation relating to the issuance of redeemable share subscription and/or acquisition warrants. This delegation therefore voids the delegation granted by the Shareholders' Meeting held on June 29, 2011 pursuant to its twenty-third resolution;
9. Acknowledges that, in the event of the use by the Executive Board of the delegation of authority granted by this resolution, the Executive Board shall report to the following Ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of the delegation of authority granted by this resolution.

The delegation of authority thus granted to the Executive Board is valid for a term of 18 months as from the date of this Shareholders' Meeting.

21. *(Delegation of authority to the Executive Board for the purpose of issuing ordinary shares and/or securities giving access to the share capital of the Company for the benefit of the members of a company savings plan)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having deliberated and reviewed the report of the Executive Board and the special report of the Statutory Auditors, within the framework of the provisions of articles L. 3332-18 *et seq.* of the French Labor Code and of Article L. 225-138-1 of the French Commercial Code and in accordance with the provisions of Article L. 225-129-6 of that same Code:

1. Delegates all powers to the Executive Board for the purpose of increasing the Company's share capital, either once in full or in a number of installments, in the proportions and at the times it shall determine, by a maximum nominal amount of EUR 17,500 (or, on the basis of the current nominal value of the Company's shares, equal to EUR 0.05, a maximum amount of 350,000 shares), through the issuance of shares or other securities giving access to the share capital, reserved to members of a company savings plan of the Company and of French or foreign companies that are related to the Company under the conditions set forth in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code, it being specified that this amount will be included in the overall cap amount of EUR 391.250 provided for in the twenty-second resolution of this Shareholders' Meeting;
2. Decides that the subscription price of the new shares will be equal to 80% of the average of the first listed prices of the Company's share on the Euronext Paris stock exchange during the twenty stock market trading days preceding the date of the decision setting the opening date for subscription when the duration of the lock-up period stipulated by the savings plan pursuant to Article L. 3332-25 *et seq.* of the French Labor Code is less than 10 years, and to 70% of this average when said lock-up period is greater than or equal to 10 years. Nevertheless, the Shareholders' Meeting expressly authorizes the Executive Board, if it thinks it appropriate, to reduce or cancel the above-mentioned discounts, within legal and regulatory limits, in order to take into account, among others, the applicable legal, accounting, tax and social security considerations in the countries where the members of a company savings plan benefiting from the capital increase reside;

3. The Executive Board will also have the power to substitute all or part of the discount with an allocation of free shares or other securities giving access to the Company's share capital, either existing or to be issued, it being specified that the total benefit resulting from the allocation and, as applicable, the discount mentioned above, may not exceed the total benefit that members of the savings plan would have received if that shortfall had been 20% or 30% when the lock-up period stipulated by the plan pursuant to articles L. 3332-25 *et seq.* of the French Labor Code is greater than or equal to 10 years;
4. Decides, pursuant to Article L. 3332-21 of the French Labor Code, that the Executive Board may also provide for the allocation, free of charge, of new or existing shares or other new or existing securities giving access to the Company's share capital, as an employer matching contribution, provided that their equivalent monetary value, valued at the subscription price, will not have the effect of exceeding the limits provided for in articles L. 3332-10 *et seq.* of the French Labor Code;
5. Decides to withdraw, in favor of members of a company savings plan, the shareholders' preferential subscription rights to the new shares to be issued or to other securities giving access to the share capital, and to the securities to which such securities issued pursuant to this resolution gives access to;
6. Decides that the characteristics of the other securities giving access to the share capital will be decided by the Executive Board, under the conditions set forth by applicable regulations;
7. Decides that the Executive Board shall have all powers, with the power to delegate or sub-delegate pursuant to applicable legal and regulatory provisions, to implement this resolution and, in particular, with regards to determining the terms and conditions of the transactions and deciding on the dates and terms of the issuances to be carried out pursuant to this delegation, setting the opening and closing dates of the subscription periods, the dividend entitlement dates (*dates de jouissance*) of the issued securities, determining the terms and conditions for paying up the shares and other securities giving access to the Company's share capital, determining the timeframe for such paying up of shares and, as applicable, of the securities giving access to the Company's share capital, requesting the created securities' admission to trading on the stock market wherever appropriate, announcing the completion of the share capital increases in the amount of the shares that will actually be subscribed, completing, directly or through an agent, any transactions and formalities in connection with share capital increases and, at its sole discretion and if it sees fit, deducting the costs of the share capital increases from the amount of premiums associated with those increases and withholding from that amount the sums necessary to increase the legal reserve to one-tenth of the new share capital after each share capital increase; and
8. Decides that prior to using this delegation of authority, the Executive Board must submit the principle of its use to the Supervisory Board.

The delegation thus granted to the Executive Board is valid for a term of 14 months as from the date of this Shareholders' Meeting.

## **22.** *(Overall cap applicable to the authorizations)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having deliberated, decides that the overall amount of the share capital increases that could potentially be carried out immediately and/or in the future pursuant to the the twelfth, the thirteenth, the fifteenth the sixteenth, the seventeenth, the eighteenth, the nineteenth, the twentieth and the twenty-first resolutions of this Shareholders' Meeting, cannot exceed an overall nominal amount of EUR 391.250 (or, on the basis of the current nominal value of the Company's shares, equal to EUR 0.05, a maximum amount of 7.825.000 shares), it being specified that this overall amount does not take

into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with contractual stipulations providing for other cases of adjustment, in order to preserve the rights of holders of securities or other rights giving access to the share capital.

**23.** (*Delegation of power granted to the Executive Board for the purpose of cancelling all or part of the treasury shares of the Company, acquired pursuant to the authorization to repurchase shares*)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Executive Board and the special report of the Statutory Auditors, subject to the adoption of the authorization allowing the Company to repurchase its own shares as detailed in the eleventh resolution above, authorizes the Executive Board, pursuant to the provisions of Articles L. 225-209 *et seq.* of the French Commercial Code, to cancel, in the proportions and at the times it shall determine, once in full or in several installments, all or part of the Company's shares that the Company holds pursuant to the authorization granted to the Executive Board to repurchase the Company's shares, and to reduce the share capital by the overall nominal amount of the shares thus cancelled, within the limit of 10 % of the share capital over a period of 24 months; it being reminded that this 10 % limit applies to the Company's share capital, which may, if applicable, be adjusted according to transactions affecting the share capital that may occur subsequent to this Shareholders' Meeting.

The Shareholders' Meeting grants full power to the Executive Board, with the power to sub-delegate under the conditions set forth by law, for the purpose of proceeding with said capital reduction, acknowledging its successful completion, adding the difference between the cancelled share repurchase price and their par value to all items relating to reserves or premiums, carrying out the corresponding amendments to the by-laws, as well as making any declarations to the *Autorité des marchés financiers*, complete any other formalities and, generally speaking, take any necessary action.

This authorization is granted for a term of 18 months as from the date of this Shareholders' Meeting. It voids, as from this day, as the case may be, any unused part of any prior delegation of authority granted to the Executive Board, having the same purpose, i.e., any delegation relating to the reducing of the share capital by cancellation of treasury shares. This delegation therefore voids the delegation granted by the Shareholders' Meeting held on June 29, 2011 pursuant to its twenty-sixth resolution.

**24.** (*Powers for formalities*)

The Shareholders' Meeting grants full powers to the holder of an original, a copy, or an excerpt of the minutes of these resolutions for the purpose of completing any legal formalities.