

ALTAREA

Société en commandite par actions with share capital of €245,424,285.42

Registered office: 8 avenue Delcassé - 75008 Paris - France

335 480 877 – RCS PARIS

ISIN 0000033219

LEI n°969500ICGCY1PD6OT783

Regulated market: Euronext Paris Compartment A

AGENDA AND DRAFT RESOLUTIONS SUBMITTED TO THE COMBINED SHAREHOLDERS' MEETING OF 23 MAY 2019

AGENDA

1 - ORDINARY BUSINESS

- 1 - Review and approval of parent company accounts for the financial year ending 31 December 2018;
- 2 - Review and approval of the consolidated accounts for the financial year ending 31 December 2018;
- 3 - Appropriation of profit;
- 4 - Option offered to shareholders of payment of the ordinary dividend in cash or in shares in the Company to be created;
- 5 - Setting of compensation paid to the Board of Managers;
- 6 - Review and approval of the agreements and commitments referred to in Article L. 226-10 of the French Commercial Code and authorised by the Board;
- 7 - Ratification of the co-opting of Léonore Reviron as Supervisory Board member to replace ALTAFI 5;
- 8 - Ratification of the co-opting of Philippe Mauro as Supervisory Board member to replace Alta Patrimoine;
- 9 - Reappointment of Françoise Debrus as Supervisory Board member;
- 10 - Reappointment of Eliane Fremeaux as Supervisory Board member;
- 11 - Reappointment of Christian de Gournay as Supervisory Board member;
- 12 - Reappointment of Jacques Nicolet as Supervisory Board member;
- 13 - Reappointment of Stichting Depository APG Strategic Real Estate Pool as Supervisory Board member;
- 14 - Reappointment of PREDICA – Prévoyance Dialogue du Crédit Agricole as Supervisory Board member;
- 15 - Authorisation to be given to the Board of Managers, for a period of eighteen months, to trade in the Company's own shares;

2 - EXTRAORDINARY BUSINESS

16 - Authorisation to be given to the Board of Managers, for a period of twenty-six months, to cancel shares held by the Company following the purchase of its own shares;

17 - Delegation of competence to be given to the Board of Managers, for a period of twenty-six months, for the purpose of deciding upon the issue, with preferential subscription rights maintained, of ordinary shares and/or equity securities convertible into other equity securities or conferring a right to the allocation of debt securities and/or negotiable securities convertible into equity securities to be issued by the Company or an affiliated company;

18 - Delegation of competence to be given to the Board of Managers, for a period of twenty-six months, for the purpose of deciding upon the issue of ordinary shares and/or equity securities convertible into other equity securities or conferring a right to the allocation of debt securities and/or negotiable securities convertible into equity securities of the Company or an affiliated company without preferential subscription rights for shareholders, as part of a public offer;

19 - Delegation of competence to be given to the Board of Managers, for a period of twenty-six months, for the purpose of deciding upon the issue of ordinary shares and/or equity securities convertible into other equity securities or conferring a right to the allocation of debt securities and/or negotiable securities convertible into equity securities to be issued of the Company or an affiliated company without preferential subscription rights for shareholders, as part of a private placement;

20 - Authorisation to be given to the Board of Managers, for a period of twenty-six months, in the event of issue of shares and/or negotiable securities convertible into shares of the Company without preferential subscription rights for shareholders, to fix the issue price in the manner determined by the General Meeting subject to a maximum of 10% of the Company's capital per year;

21 - Delegation of competence to be given to the Board of Managers, for a period of twenty-six months, to increase the number of shares to be issued in the event of a capital increase, with or without preferential subscription rights;

22 - Delegation of competence to be given to the Board of Managers, for a period of twenty-six months, for the purpose of issuing shares in the Company and/or negotiable securities convertible into shares in the Company to pay for contributions in kind of equity securities or negotiable securities convertible into shares, up to a maximum of 10% of the share capital;

23 - Delegation of competence to be given to the Board of Managers, for a period of eighteen months, for the purpose of issuing ordinary shares and/or equity securities convertible into other equity securities or conferring a right to the allocation of debt securities and/or negotiable securities convertible into equity securities to be issued by the Company or an affiliated company, with preferential subscription rights waived in favour of a class of persons within the meaning of Article L.225-138 of the French Commercial Code: minority shareholders of subsidiaries or sub-subsidiaries of the Company subscribing by way of re-investment to the disposal of an interest in the group, persons re-investing the price of the sale of a stake in the group, persons re-investing the price of the sale of a portfolio or real estate assets or investments of a company involved in real estate investment or development activities, and holders of negotiable securities issued by a subsidiary or sub-subsidiary of Altarea in accordance with the conditions of Article L. 228-93 of the French Commercial Code;

24 - Delegation of competence to be given to the Board of Managers, for a period of twenty-six months, for the purpose of issuing ordinary shares of the Company and/or equity securities without preferential subscription rights convertible into other equity securities or conferring a right to the allocation of debt securities, intended to pay for securities tendered as part of public exchange offers initiated by the Company;

25 - Fixing of general upper limits for capital increases and issuing of debt securities under delegations of competence and powers;

26 - Delegation of competence to be given to the Board of Managers, for a period of twenty-six months, to increase the share capital by capitalisation of reserves, profits or share premiums, up to a maximum amount of ninety-five million euros;

27 - Delegation of competence to be given to the Board of Managers, for a period of twenty-six months, for the purpose of issuing shares and/or equity securities convertible into other equity securities or conferring a right to the allocation of debt securities and/or negotiable securities convertible into equity securities of the Company up to a maximum of ten million euros, with shareholders' preferential subscription rights waived in favour of the members of the Group's Company Savings Plan(s);

28 - Authorisation to be given to the Board of Managers, for a period of thirty-eight months, to award a maximum of three hundred fifty thousand free shares, either existing or to be issued, without preferential subscription rights, to employees and/or senior executives of the Company or of affiliated companies;

29 - Authorisation to be given to the Board of Managers, for a period of thirty-eight months, to grant stock purchase and/or subscription options in favour of employees and/or executive officers of the Company or of affiliated companies.

30 - Delegation of competence to be given to the Board of Managers, for a period of eighteen months, to issue share warrants (BSAs), warrants to subscribe and/or acquire new and/or existing shares (BSAANEs) and/or warrants to subscribe and/or acquire new and/or existing redeemable shares (BSAARs), with preferential subscription rights waived in favour of managers, corporate officers and executives employed by the Company and its subsidiaries;

31 - Powers for formalities.

DRAFT RESOLUTIONS

I – ORDINARY BUSINESS

First Resolution

(Review and approval of parent company accounts for the financial year ending 31 December 2018)

The General Meeting, acting under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the management report of the Board of Managers, the report of the Supervisory Board and the reports of the Auditors on the accounts for the financial year ending 31 December 2018, approves the parent company accounts as presented, showing a reported net profit of €20,845,689.50.

It also approves the operations reflected in those accounts or summarised in those reports.

It notes that the financial statements for the 2017 financial year do not include any sum corresponding to non-tax-deductible expenses covered by article 39-4 of the French General Tax Code.

Second Resolution

(Review and approval of the consolidated accounts for the financial year ending 31 December 2018)

The General Meeting, acting under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the report of the Board of Managers, the report of the Supervisory Board and the reports of the Auditors on the accounts for the financial year ending 31 December 2018, approves the consolidated accounts as presented, showing a group share of net profit of €255,286,230.00.

It also approves the operations reflected in those accounts or summarised in those reports.

Third Resolution

(Appropriation of profit)

The General Meeting, acting under the conditions as to quorum and majority required for Ordinary General Meetings, formally notes that the result for the financial year ending 31 December 2018 is a net profit of €20,845,689.50.

The Ordinary General Meeting resolves to appropriate 5% of the profit for the financial year to the statutory reserve, namely €1,042,284.48.

The Ordinary General Meeting,

- after formally noting that the distributable profit, in accordance with the provisions of Article L. 232-11 of the French Commercial Code, amounts to €19,803,405.02;
- resolves to distribute a dividend of €12.75 (twelve euros and seventy-five cents) per share, namely an aggregate amount of €204,781,944.75, plus a bonus dividend equal to 1.5% of this amount, namely €3,071,729.17, to which the General Partner is entitled in accordance with the provisions of Article 29 paragraph 6 of the Articles of Association, namely a total dividend of €207,853,673.92 charged to:

- the distributable profit for the financial year in the amount of €19,803,405.02;
- the “Issue premium” account in the amount of €188,050,268.90.

The above amounts are calculated on the basis of the number of shares amounting to 16,061,329 shares as at 31 December 2018 and will be adjusted based on the number of shares entitled to the dividend on the effective date of the dividend payment.

The Ordinary General Meeting resolves that the amount corresponding to treasury shares on the dividend payment date not entitled to dividends in accordance with Article L.225-210 of the French Commercial Code, together with any amount which shareholders may decide to waive, will be allocated to the “Issue, mergers and contributions premium” account. If the number of shares conferring entitlement to dividends changes, the overall amount will be adjusted accordingly and charged to the “Issue, merger, contribution premium” accounts.

Payment will be in cash and, subject to the fourth resolution being adopted by the General Meeting, shareholders will benefit from an option for the dividend to be paid in shares. In view of the time limits for exercising this option, the dividend will be paid on 4 July 2019.

The General Meeting duly notes that the Company has elected for the tax treatment as provided by Article 208 C of the French General Tax Code and that part of its income is therefore not taxable.

The General Meeting notes that the dividends distributed to Partners in respect of the last three financial years were as follows:

	Number of shares entitled	Dividend distributed	Dividend entitled to the allowance *	Payment date
2015	12,583,200	€11.00	€2,470,434.05	06/05/2016
2016	14,895,589	€11.50	€5,844,797.60	06/06/2017
2017	15,823,675	€12.50	€27,592,865.02	24/05/2018

* These dividends carried entitlement to the 40% allowance applicable to natural persons who are tax residents in France with effect from 1 January 2006.

The General Meeting confers all necessary powers on the Board of Managers for the purpose of:

- adjusting the total amount of the dividend and the amount to be charged to “Issue premiums” according to the number of shares entitled to the dividend on the ex-dividend date;
- noting as a result the dividend breakdown for tax purposes on the ex-dividend date.

Fourth Resolution

(Option offered to shareholders of payment of the ordinary dividend in cash or in shares in the Company to be created)

The General Meeting, acting under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the management report of the Board of Managers, noting that the share capital is paid up in full, resolves to offer each shareholder, in accordance with the provisions of Articles L. 232-18 et seq. of the French Commercial Code and article 29 of the Articles of Association, the possibility of opting for payment in new shares in the Company for fifty percent (50%) of the dividend concerned by the above resolution.

Each shareholder may opt for:

- (i) either payment of the entire dividend in cash;
- (ii) or payment of the dividend in shares in accordance with this resolution for 50% of the dividend, and the remaining 50% in cash;

it being understood that this option will apply to the total amount of the dividend relating to shares held by the shareholder.

The new shares resulting from the exercising of this option will be issued at a price equal to 90% of the average of the first listed prices during the twenty trading days preceding the date of the General Meeting, minus the amount of the dividend per share concerned by the third resolution and rounded up to the next eurocent.

The shares issued will bear current dividend rights.

Shareholders will be able to opt for payment of the dividend in cash or in new shares between 31 May 2019 and 26 June 2019 inclusive by sending their request to the financial intermediaries authorised to pay the dividend. Beyond this date, the dividend will only be paid in cash.

For shareholders who do not opt for payment in shares, the dividend will be paid in cash on 4 July 2019.

If the amount of dividends for which the option is exercised does not correspond to a whole number of shares, the shareholder may:

- obtain the immediately greater whole number of shares by paying the difference in cash on the date they exercise their option; or
- receive the immediately lower whole number of shares plus a balancing amount in cash.

Full powers are given to the Board of Managers, which may be subdelegated in accordance with the conditions provided for by law, for the purpose of ensuring payment of the dividend in new shares, specifying the terms of application and execution thereof, noting the number of shares issued pursuant to this resolution, making any necessary changes to the Articles of Association relating to the share capital and the number of shares making up the share capital, and more generally taking any useful or necessary action.

Fifth Resolution

(Setting of compensation paid to the Board of Managers)

The General Meeting, acting under the conditions as to quorum and majority required for Ordinary General Meetings,

*having considered the management report of the Board of Managers and the unanimous favourable opinion of the Supervisory Board within the framework of its advance consultation in accordance with Article 14 of the Articles of Association, concerning the General Partner's proposal to set the amount of compensation paid to the Board of Managers as follows:

- 1) Annual fixed compensation of €1,000,000, excluding tax, payable quarterly and non-revisable;
- 2) Annual variable compensation comprising two elements:

2.1 Annual variable compensation equal to a sliding-scale percentage of part of the amount of FFO per share, multiplied by the diluted average number of shares for the year, namely:

- 3% of the amount of FFO per share relating to the portion of FFO per share in excess of €15.76 per share and up to €19 per share, multiplying the amount obtained by the diluted average number of shares for the year in question;

- 5% of the amount of FFO per share relating to the portion of FFO per share in excess of €19 per share, multiplying the amount obtained by the diluted average number of shares for the year in question.

The diluted average number of shares for the year is published in Altarea's annual report.

This variable compensation will be payable no later than 31 March after the end of the financial year, i.e. on 31 March 2020 for the first time in respect of the 2019 financial year.

2.2. Annual variable compensation according to the Company's GRESB ranking, namely:

- if a 5-star GRESB ranking is achieved or maintained, variable compensation shall be equal to €500,000 excluding tax;

- if a 4-star GRESB ranking is achieved or maintained, variable compensation shall be equal to €250,000 excluding tax;

- below 4 stars, no variable compensation will be paid in this respect.

This variable compensation will be payable yearly during the month after the GRESB ranking is obtained, generally in the fourth quarter of each year.

* resolves that in accordance with Article 14 of the Articles of Association, the Board of Managers will receive annual compensation in the form of a retainer as follows:

1) Annual fixed compensation of €1,000,000, excluding tax, payable quarterly and non-revisable;

2) Annual variable compensation comprising two elements:

2.1 Annual variable compensation equal to a sliding-scale percentage of part of the amount of FFO per share, multiplied by the diluted average number of shares for the year, namely:

- 3% of the amount of FFO per share relating to the portion of FFO per share in excess of €15.76 per share and up to €19 per share, multiplying the amount obtained by the diluted average number of shares for the year in question;

- 5% of the amount of FFO per share relating to the portion of FFO per share in excess of €19 per share, multiplying the amount obtained by the diluted average number of shares for the year in question.

The diluted average number of shares for the year is published in Altarea's annual report.

This variable compensation will be payable no later than 31 March after the end of the financial year, i.e. on 31 March 2020 for the first time in respect of the 2019 financial year.

2.2. Annual variable compensation according to the Company's GRESB ranking, namely:

- if a 5-star GRESB ranking is achieved or maintained, variable compensation shall be equal to €500,000 excluding tax;

- if a 4-star GRESB ranking is achieved or maintained, variable compensation shall be equal to €250,000 excluding tax;
- below 4 stars, no variable compensation will be paid in this respect.

This variable compensation will be payable yearly during the month after the GRESB ranking is obtained, generally in the fourth quarter of each year.

Annual compensation paid to the Board of Managers will be determined as described above for the three-year period corresponding to the financial years ending 31 December 2019, 31 December 2020 and 31 December 2021.

Sixth Resolution

(Review and approval of the agreements and commitments referred to in Article L. 226-10 of the French Commercial Code and authorised by the Board)

The General Meeting, acting under the conditions as to quorum and majority required for Ordinary General Meetings, having considered the report of the Auditors on the agreements and commitments referred to in Article L. 226-10 of the French Commercial Code and previously authorised by the Supervisory Board, with the interested parties abstaining from voting, approves the said report and the agreements described therein.

Seventh Resolution

(Ratification of the co-opting of Léonore Reviron as Supervisory Board member to replace ALTAFI 5)

The General Meeting ratifies the provisional co-opting by the Supervisory Board at its meeting of 26 February 2019 of Léonore Reviron, born on 7 March 1985 in Meudon, France, address 10, avenue Delcassé (75008) Paris, as Supervisory Board member to replace ALTAFI 5, which resigns, for its remaining terms of office, namely until the close of the Ordinary General Meeting held in 2022 to vote on the accounts for the financial year ending 31 December 2021.

Eighth Resolution

(Ratification of the co-opting of Philippe Mauro as Supervisory Board member to replace Alta Patrimoine)

The General Meeting ratifies the provisional co-opting by the Supervisory Board at its meeting of 26 February 2019 of Philippe Mauro, born on 24 October 1956 in Paris, France, address 10, avenue Delcassé (75008) Paris, as Supervisory Board member to replace ALTA PATRIMOINE, which resigns, for its remaining terms of office, namely until the close of the Ordinary General Meeting held in 2024 to vote on the accounts for the financial year ending 31 December 2023.

Ninth Resolution

(Reappointment of Françoise Debrus as Supervisory Board member)

The General Meeting, having considered the report of the Board of Managers and duly noted that the term of office of Françoise Debrus as Supervisory Board Member expires at the end of this meeting, resolves to renew her term of office for a further period of six years, or until the end of the Ordinary General Meeting held in 2025 to vote on the accounts for the financial year ending 31 December 2024.

Tenth Resolution

(Reappointment of Eliane Fremeaux as Supervisory Board member)

The General Meeting, having considered the report of the Board of Managers and duly noted that the term of office of Eliane Fremeaux as Supervisory Board Member expires at the end of this meeting,

resolves to renew her term of office for a further period of six years, or until the end of the Ordinary General Meeting held in 2025 to vote on the accounts for the financial year ending 31 December 2024.

Eleventh Resolution

(Reappointment of Christian de Gournay as Supervisory Board member)

The General Meeting, having considered the report of the Board of Managers and duly noted that the term of office of Christian de Gournay as Supervisory Board Member expires at the end of this meeting, resolves to renew his term of office for a further period of six years, or until the end of the Ordinary General Meeting held in 2025 to vote on the accounts for the financial year ending 31 December 2024.

Twelfth Resolution

(Reappointment of Jacques Nicolet as Supervisory Board member)

The General Meeting, having considered the report of the Board of Managers and duly noted that the term of office of Jacques Nicolet as Supervisory Board Member expires at the end of this meeting, resolves to renew his term of office for a further period of six years, or until the end of the Ordinary General Meeting held in 2025 to vote on the accounts for the financial year ending 31 December 2024.

Thirteenth Resolution

(Reappointment of Stichting Depositary APG Strategic Real Estate Pool as Supervisory Board member)

The General Meeting, having considered the report of the Board of Managers and duly noted that the term of office of Stichting Depositary APG Strategic Real Estate Pool as Supervisory Board Member expires at the end of this meeting, resolves to renew the company's term of office for a further period of six years, or until the end of the Ordinary General Meeting held in 2025 to vote on the accounts for the financial year ending 31 December 2024.

Fourteenth Resolution

(Reappointment of PREDICA – Prévoyance Dialogue du Crédit Agricole as Supervisory Board member)

The General Meeting, having considered the report of the Board of Managers and duly noted that the term of office of PREDICA – Prévoyance Dialogue du Crédit Agricole as Supervisory Board Member expires at the end of this meeting, resolves to renew the company's term of office for a further period of six years, or until the end of the Ordinary General Meeting held in 2025 to vote on the accounts for the financial year ending 31 December 2024.

Fifteenth Resolution

(Authorisation to be given to the Board of Managers, for a period of eighteen months, to trade in the Company's own shares)

The General Meeting, acting in accordance with the quorum and majority requirements applicable to Ordinary General Meetings, having considered the report of the Board of Managers and the report of the Supervisory Board:

1. authorises the Board of Managers, in accordance with the provisions of Articles L. 225-209 et seq. of the French Commercial Code and of European Regulation no. 596/2014 of 16 April 2014 on market abuse ("**MAR regulation**"), to purchase or arrange for the Company to purchase or arrange for the purchase of the Company's shares within the limitations provided by legal and regulatory requirements, without:

- the number of shares that the Company may purchase under this authorisation for the duration of the buyback programme exceeding ten percent (10%) of the shares making up the Company's share capital, at any time, on the understanding that (i) this limit applies to an amount of share capital that will, if applicable, be adjusted to take account of transactions affecting the share capital after this General Meeting, and that (ii) in accordance with Article L. 225-209 of the French Commercial Code, the number of shares taken into account to calculate the limit of ten percent (10%) corresponds to the number of shares bought, minus the number of shares resold during the authorisation period, provided that these shares have been bought to support the liquidity of the Company's shares in accordance with the conditions defined by the general regulations of the Autorité des Marchés Financiers; and
 - the number of shares that the Company will hold, at any time, exceeding ten percent (10%) of the shares making up its share capital on the date in question.
2. resolves that the Company may use this authorisation in accordance with applicable legal and regulatory requirements and market practices approved by the Autorité des Marchés Financiers with a view to the following allocations:
- cancellation of all or some of the shares thus acquired, in order primarily to increase the rate of return on equity and earnings per share, and/or neutralise the dilutive impact for shareholders of capital increases, this being subject to the sixteenth resolution being adopted by the General Meeting;
 - allotment of all or some of the shares thus acquired on exercising rights attached to equity securities and/or debt securities giving the right to the award of shares in the Company by way of conversion, exercise, redemption, exchange, presentation of a warrant, or any other manner;
 - allocation or assignment of all or some of the shares thus acquired to employees and corporate officers of the Company or the group in accordance with the law, and in particular within the framework of (i) stock option plans (in accordance with Articles L.225-179 et seq. of the French Commercial Code), (ii) allocations of bonus shares (in accordance with Articles L.225-197–1 et seq. of the French Commercial Code), or (iii) as part of a profit-sharing plan or within the framework of a company or group savings plan (or any similar plan) in accordance with the conditions provided by law and applicable regulations;
 - supporting the shares' secondary market and/or managing the liquidity of the shares by an investment services provider acting independently under a liquidity agreement in accordance with a code of ethics recognised by the Autorité des Marchés Financiers;
 - holding and use at a later date by way of payment, exchange or other within the framework of transactions in accordance with Article L. 225-209-6 et seq. of the French Commercial Code, in particular acquisitions initiated by the Company, it being specified that the number of shares bought by the Company to be held and used at a later date as payment or exchange within the framework of a merger, demerger or contribution may not exceed five percent (5%) of the Company's share capital on the date in question; and
 - allocation of all or some of the shares thus acquired to carrying out any operation in accordance with applicable regulations.

This programme would also be intended to allow the Company to operate with any other authorised aim, or any aim that may come to be authorised by law or by applicable regulations, in particular any other market practice that is or may come to be accepted by the Autorité des Marchés Financiers after the General Meeting. In such a scenario, the Company should inform its shareholders by means of a press release;

3. resolves that the maximum purchase price per share is set at three hundred euros (€300) (excluding charges) or the equivalent value on the same date in any other currency or monetary unit established

in reference to more than one currency. This maximum price only applies to acquisitions decided as of the date of this General Meeting and not to operations the terms of which have been entered into under an authorisation given by a previous general meeting and providing for purchases of shares after the date of this General Meeting;

4. resolves that the Board of Managers may adjust the abovementioned purchase price in the event of a change in the par value of the shares, a capital increase through capitalisation of reserves, awarding of bonus shares, a stock split or reverse stock split, depreciation or reduction in share capital, distribution of reserves or other assets, and any other transactions concerning equity, to take account of the impact of these transactions on the value of the shares;
5. resolves that the maximum amount of funds allocated to the share buyback programme is set at one hundred million euros (€100,000,000) (excluding charges);
6. resolves that, in accordance with applicable legal and regulatory requirements, the purchase, sale, exchange or transfer of the Company's shares may be carried out by any means, on one or more occasions, including by means of transactions on regulated markets, multilateral trading systems or systematic internalisers or over the counter, within the framework of trades carried out (particularly by means of the purchase, sale or transfer of blocks on or off-market) by means of a public purchase or exchange offer, by the use of derivatives, options strategies or allotment following the issuing of negotiable securities convertible into equity securities by means of the redemption, conversion, exchange, presentation of a warrant or any other means of awarding shares in the Company, and at such times as the Board of Managers chooses. Such transactions make take place with shareholders who are executive officers on condition that they comply with the conditions set out in article 3 of Delegated Regulation (EU) 2016/1052;
7. resolves that the Board of Managers shall have full powers in particular to decide on the implementation of this authorisation and determine the terms thereof, place any orders on the stock exchange or off-market, enter into any agreements, allocate or re-allocate the shares purchased for the objectives of the programme in accordance with applicable legal and regulatory requirements, determine the terms and conditions by which it shall, if applicable, protect the rights of holders of securities or options in accordance with legal, regulatory or contractual requirements, make any declarations to the Autorité des Marchés Financiers and any other competent authority and any other formalities and, in general, do what is necessary.

The Board of Managers shall inform the shareholders of all transactions carried out pursuant to this delegation at annual ordinary general meetings.

This delegation is granted for a period of eighteen (18) months from the date of this General Meeting. It ends and replaces with immediate effect the unused part of the delegation granted by the sixth resolution of the combined General Meeting of 15 May 2018.

II - EXTRAORDINARY BUSINESS

Sixteenth Resolution

(Authorisation to be given to the Board of Managers, for a period of twenty-six months, to cancel shares held by the Company following the purchase of its own shares)

The General Meeting, acting under the conditions as to quorum and majority required for Extraordinary General Meetings, and having considered the report of the Board of Managers, the report of the Supervisory Board and the special report of the Auditors, authorises the Board of Managers, in accordance with the provisions of Article L. 225-209 of the French Commercial Code, (i) to cancel, at its sole discretion, on one or more occasions, in such proportion and such times as it deems fit, all or part of the Company's shares that the Company holds or may come to hold in accordance with the terms of Article L. 225-209 of the French Commercial Code, and (ii) to reduce the Company's share capital by the total nominal amount of the shares thus cancelled, subject to a maximum of ten percent (10%) of the share capital per twenty-four (24) month period, it being specified that this limit applies to the amount of share capital adjusted, if applicable, to reflect transactions affecting the share capital after the date of this General Meeting.

The General Meeting grants all necessary powers to the Board of Managers to implement this delegation and in particular:

- to determine the definitive amount of any reduction(s) in share capital pursuant to this delegation, set the terms thereof, completing and note such capital reduction(s);
- to charge the difference between the purchase price of the cancelled shares and their par value to any available reserves and share premium accounts; and
- to amend the Articles of Association accordingly, carry out all necessary formalities and, more generally, to do all that is necessary or useful.

This delegation is granted for a period of twenty-six (26) months from the date of the General Meeting. It ends and replaces with immediate effect the unused part of the delegation granted by the seventh resolution of the combined General Meeting of 15 May 2018.

Seventeenth Resolution

(Delegation of competence to be given to the Board of Managers, for a period of twenty-six months, for the purpose of deciding upon the issue, with preferential subscription rights maintained, of ordinary shares and/or equity securities convertible into other equity securities or conferring a right to the allocation of debt securities and/or negotiable securities convertible into equity securities to be issued by the Company or an affiliated company)

The General Meeting, acting under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Board of Managers, the report of the Supervisory Board, and the special report of the Auditors, and after having formally noted that the share capital is fully paid up, and acting in accordance with the provisions of the French Commercial Code and in particular Articles L. 225-127, L. 225-128, L. 225-129 et seq. and Articles L. 228-91 et seq.:

1. delegates to the Board of Managers its competence to proceed, on one or more occasions, in the proportion and at the time it deems fit, including during a public pre-offer or public offer for the Company's shares, in France and/or in other countries, in euros or in any other currency or unit of account established by reference to a basket of currencies, to issue, with preferential subscription rights for the Company's shareholders, (i) ordinary shares of the Company, (ii) negotiable securities that are equity securities of the Company convertible into other existing equity securities or equity securities to be issued of the Company and/or conferring a right to the allocation of existing debt

securities or debt securities to be issued, (iii) negotiable securities that are equity securities of the Company convertible into existing equity securities or equity securities to be issued and/or the allocation of existing debt securities or debt securities to be issued of companies in which the Company directly or indirectly holds at the time of issue more than one half of the share capital, (iv) negotiable securities that are equity securities of the Company convertible into existing equity securities or conferring a right to the allocation of debt securities of any other company, (v) any other negotiable securities governed by Articles L. 228-91 et seq. of the French Commercial Code (including share subscription warrants or purchase warrants issued on a standalone basis), and convertible into equity securities to be issued by the Company (or by a company in which the Company directly or indirectly holds at the time of the issue more than one half of the share capital (subject in this case to the authorisation of the company within which the rights are exercised), in accordance with the terms and conditions determined by the Board of Managers and/or (vi) ordinary shares or negotiable securities as mentioned in the sections above to be issued after the issuing by companies in which the Company at the time of the issue directly or indirectly holds more than one half of the share capital of negotiable securities convertible into equity securities to be issued by the Company or other negotiable securities as mentioned above;

2. resolves that subscription to shares and other negotiable securities mentioned in paragraph 1 of this resolution shall be in cash, either in specie or by offsetting of liquid and payable debt claims against the Company, as decided by the Board of Managers;
3. resolves that issues of preference shares and negotiable securities convertible immediately or in future into preference shares are excluded from this delegation of competence;
4. resolves that the maximum nominal amount of the capital increases that may be carried out immediately and/or in future pursuant to this delegation of competence shall be ninety-five million euros (€95,000,000), in addition to, if applicable, the nominal amount of the shares to be issued to preserve the rights of holders of negotiable securities or holders of other rights giving access to the Company's share capital in accordance with legal and regulatory requirements as well as applicable contractual stipulations;
5. resolves that the maximum nominal amount of issues of debt securities against the Company that may be issued pursuant to this delegation of competence is set at seven hundred and fifty million euros (€750,000,000) or the exchange value of that amount on the date hereof in the event of an issue in a foreign currency or unit of account established by reference to a basket of currencies;
6. resolves that the nominal amount of capital increases and the nominal amount of issues of debt securities pursuant to this delegation of competence will be counted against the upper limits referred to in the 25th resolution of this General Meeting;
7. resolves that the shareholders may exercise, under the conditions provided by law, their full preferential subscription right. Furthermore, the Board of Managers will be able to give shareholders the right to subscribe on a preferential basis to a number of shares and/or negotiable securities above that which they may subscribe to on a priority basis, proportionate to the subscription rights they hold and in any case, up to the limit of their request;
8. resolves that if the shareholders' preferential and, where applicable, priority rights do not take up the entire issue of shares and/or negotiable securities, the Board of Managers may use, in such order as it may determine, one or more of the powers provided by applicable legal and regulatory provisions, including offering all or part of the unsubscribed shares and/or negotiable securities to the public;
9. formally notes and resolves that the present delegation automatically entails the express waiver by holders of negotiable securities that may be issued under this delegation of competence of their preferential subscription rights in respect of shares to be issued by the Company to which these negotiable securities give the right;

10. notes that in the event of use of this delegation of competence, the issuing by companies in which the Company at the time of the issue directly or indirectly holds more than one half of the share capital of negotiable securities convertible into ordinary shares to be issued by the Company or other negotiable securities as mentioned in paragraph 1 above shall entail the express waiver by shareholders of their preferential subscription right to the shares or negotiable securities mentioned above in favour of the holders of these negotiable securities to which the negotiable securities thus issued by such companies shall give the right, as well as shares to be issued by the Company to which these negotiable securities give the right;
11. notes that if the present delegation of competence is used, the decision to issue negotiable securities convertible into equity securities to be issued of a company in which the Company directly or indirectly owns more than half of the share capital on the date of issue, shall require the authorisation of the Extraordinary General Meeting of said company;
12. resolves that warrants to subscribe to the Company's shares in accordance with Article L. 228-91 of the French Commercial Code may be issued either by means of a subscription offer under the terms provided above, or by the bonus allocation to holders of the Company's shares. In the event of the bonus allocation of warrants, the Board of Managers resolves that allocation rights for fractional shares will not be negotiable and that the corresponding securities will be sold, with the amounts resulting from the sale being allocated to holders of rights under the conditions provided by applicable legal and regulatory provisions;
13. resolves that the Board of Managers will have all necessary powers to implement this delegation and in particular:
 - to set all the terms, dates and means of issues, determine the form, number and characteristics of negotiable securities to be issued immediately and/or in future and, if applicable, amend them during their life span in accordance with applicable formalities;
 - to determine the price and conditions of issues;
 - to set the amounts to be issued and the date of dividend entitlement for securities to be issued;
 - to set the dates and terms of the issue, the nature, number and characteristics of negotiable securities to be created; to decide, in addition, in the case of bonds or other debt securities (including negotiable securities giving the right to the allocation of debt securities mentioned in Article L. 228-91 of the French Commercial Code), whether they are subordinated or not, set the rate of interest and, if applicable, provide for mandatory or voluntary cases of suspension or non-payment of interest, the duration thereof (definite or indefinite), the possibility of reducing or increasing the nominal amount of securities and all other terms of issue and depreciation; if necessary, such securities may be accompanied by warrants entitling their holders to the allotment, acquisition or subscription of bonds or other debt instruments or provide for the possibility for the Company to issue debt securities (fungible or non-fungible) by way of interest for which payment has been suspended by the Company or even take the form of complex bonds as defined by the market authorities; amend, during the term of the securities in question, the above terms, in compliance with the applicable formalities;
 - to determine the means of paying in shares or other securities issued, the possibility of suspending the exercise of rights to the award of shares attached to negotiable securities to be issued within a period not exceeding three months;
 - to determine and make any necessary adjustments to take account of the impact of transactions in the Company's share capital, in particular in the event of a change in the par value of the shares, a capital increase through capitalisation of reserves, awarding of bonus shares, a stock split or reverse stock split, distribution of dividends, reserves or premiums or any other assets, depreciation in share capital and any other transactions concerning equity or share capital (including in the event of a public offer and/or change of control) and set any other terms to ensure, if applicable, the

protection of the rights of holders of negotiable securities giving access to the share capital (including by means of cash adjustments);

- to set the terms of allocating and exercising subscription warrants;
 - to take all measures and carry out all formalities required by admission to trading on a regulated market of rights, shares, negotiable securities or warrants created and to set, if applicable, the terms of exercise, allocation, purchase, offer, exchange or redemption;
 - on its own initiative, to charge the expenses of increasing the share capital to the amount of the associated premiums, and to deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital after each increase;
 - to note the increase(s) in share capital resulting from any issues carried out under this delegation of competence and amend the Articles of Association accordingly; and
 - in general to do whatever is useful and enter into any agreements to ensure the successful outcome of the transactions planned within the framework of this resolution.
14. resolves that this delegation of competence granted to the Board of Managers is valid for a period of twenty-six (26) months from the date of this General Meeting and ends and replaces with immediate effect the unused part of the delegation given by the eighth resolution of the combined General Meeting of 15 May 2018.

Eighteenth Resolution

(Delegation of competence to be given to the Board of Managers, for a period of twenty-six months, for the purpose of deciding upon the issue of ordinary shares and/or equity securities convertible into other equity securities or conferring a right to the allocation of debt securities and/or negotiable securities convertible into equity securities of the Company or an affiliated company without preferential subscription rights for shareholders, as part of a public offer)

The General Meeting, acting under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Board of Managers, the report of the Supervisory Board, and the special report of the Auditors, and after having formally noted that the share capital is fully paid up, and acting in accordance with the Articles L. 225-127, L. 225-128, L. 225-129 et seq. of the French Commercial Code and Articles L. 228-91 et seq. of the French Commercial Code:

1. delegates to the Board of Managers its competence to proceed, on one or more occasions, in the proportion and at the time it deems fit, including during a public pre-offer or public offer for the Company's shares, in France and/or in other countries, in euros or a foreign currency or unit of account established by reference to a basket of currencies, to issue, without preferential subscription rights for the Company's shareholders, (i) ordinary shares of the Company, (ii) negotiable securities that are equity securities of the Company convertible into other existing equity securities or equity securities to be issued of the Company and/or conferring a right to the allocation of existing debt securities or debt securities to be issued, (iii) negotiable securities that are equity securities of the Company convertible into existing equity securities or equity securities to be issued and/or giving the right to the allocation of existing debt securities or debt securities to be issued of companies in which the Company directly or indirectly holds at the time of issue more than one half of the share capital, (iv) negotiable securities that are equity securities of the Company convertible into existing equity securities or conferring a right to the allocation of debt securities of any other company, (v) any other negotiable securities governed by Articles L. 228-91 et seq. of the French Commercial Code (including share subscription warrants or purchase warrants issued on a standalone basis), and convertible into equity securities to be issued by the Company (or by a company in which the Company directly or indirectly holds at the time of the issue more than one half of the share capital and/or (vi) ordinary shares or negotiable securities as mentioned in the sections above to be issued after the issuing by companies in which the Company at the time of the issue directly or indirectly holds more than one

half of the share capital of negotiable securities convertible into equity securities to be issued by the Company or other negotiable securities as mentioned above;

2. resolves that subscription to shares and other negotiable securities mentioned in paragraph 1 of this resolution shall be in cash, either in specie or by offsetting of liquid and payable debt claims against the Company, as decided by the Board of Managers;
3. resolves that issues of preference shares and negotiable securities convertible immediately or in future into preference shares are excluded from this delegation of competence;
4. resolves that the maximum nominal amount of the capital increases that may be carried out immediately and/or in future pursuant to this delegation of competence shall be ninety-five million euros (€95,000,000), in addition to, if applicable, the nominal amount of the shares to be issued to preserve the rights of holders of negotiable securities or holders of other rights giving access to the Company's share capital in accordance with legal and regulatory requirements as well as applicable contractual stipulations;
5. resolves that the maximum nominal amount of issues of debt securities against the Company that may be issued pursuant to this delegation of competence is set at seven hundred and fifty million euros (€750,000,000) or the exchange value of that amount on the date hereof in any other currency or unit of account established by reference to a basket of currencies;
6. resolves that the nominal amount of capital increases and the nominal amount of issues of debt securities pursuant to this delegation of competence will be counted against the upper limits referred to in the 25th resolution of this General Meeting;
7. resolves to exclude the preferential subscription rights of the shareholders to the shares and other negotiable securities that may be issued by the Company pursuant to this resolution, on the understanding that the Board of Managers may give shareholders the option of priority subscription, on a revocable or irrevocable basis, for all or part of the issue made for a period and in accordance with the terms and conditions defined by the Board of Managers pursuant to applicable legal and regulatory requirements on the date it decides to use this delegation of competence. This subscription priority will not result in the creation of negotiable rights;
8. resolves that if the shareholders' preferential and, where applicable, priority rights do not take up the entire issue of shares and/or negotiable securities, the Board of Managers may use, in such order as it may determine, one or more of the powers provided below;
 - limit the issue to the amount of subscriptions provided that this reaches at least three-quarters of the issue decided; and/or
 - freely allocate all or some of the shares or negotiable securities not subscribed between persons of its choosing;
9. formally notes and resolves, if applicable, that the present delegation automatically entails the express waiver by holders of negotiable securities that may be issued under this delegation of competence of their preferential subscription rights in respect of shares to be issued by the Company to which these negotiable securities give the right;
10. notes that in the event of use of this delegation of competence, the issuing by companies in which the Company at the time of the issue directly or indirectly holds more than one half of the share capital of negotiable securities convertible into ordinary shares to be issued by the Company or other negotiable securities as mentioned in paragraph 1 above shall entail the express waiver by shareholders of their preferential subscription right to the shares or negotiable securities mentioned above in favour of the holders of these negotiable securities to which the negotiable securities thus issued by such companies shall give the right, as well as shares to be issued by the Company to which these negotiable securities give the right;

11. resolves that, in accordance with Article L. 225-136-1-1 of the French Commercial Code and subject to the exceptions resulting from the adoption of the twentieth resolution of this General Meeting:
- the issue price for each of the Company’s shares issued under this delegation of competence shall be at least equal to the minimum set by applicable laws and regulations on the date this delegation is used (at present, the weighted average price of the last three trading days on the regulated market of Euronext Paris preceding the determination of the subscription price of the capital increase, possibly minus a maximum discount of five percent (5%)); and
 - the issue price of the negotiable securities convertible immediately or in future into shares will be such that the sum received immediately by the Company, plus any sum that it might receive subsequently, is at least equal to the minimum issue price defined in the foregoing paragraph for each share issued as a consequence of the issue of other such negotiable securities;
12. notes that if the present delegation of competence is used, the decision to issue negotiable securities convertible into equity securities to be issued of a company in which the Company directly or indirectly owns more than half of the share capital on the date of issue, shall require the authorisation of the Extraordinary General Meeting of said company;
13. resolves that the Board of Managers will have all necessary powers to implement this delegation and in particular:
- to set the prices and terms of issues and set the amounts to be issued and the date of dividend entitlement for securities to be issued;
 - to set the dates and terms of the issue, the nature, number and characteristics of negotiable securities to be created; to decide, in addition, in the case of bonds or other debt securities (including negotiable securities giving the right to the allocation of debt securities mentioned in Article L. 228-91 of the French Commercial Code), whether they are subordinated or not, set the rate of interest and, if applicable, provide for mandatory or voluntary cases of suspension or non-payment of interest, the duration thereof (definite or indefinite), the possibility of reducing or increasing the nominal amount of securities and all other terms of issue and depreciation; if necessary, such securities may be accompanied by warrants entitling their holders to the allotment, acquisition or subscription of bonds or other debt instruments or provide for the possibility for the Company to issue debt securities (fungible or non-fungible) by way of interest for which payment has been suspended by the Company or even take the form of complex bonds as defined by the market authorities; to amend, during the term of the securities in question, the above terms, in compliance with the applicable formalities;
 - to determine the means of paying in shares or other securities issued, and provide for the possibility of suspending the exercise of rights to the award of shares attached to negotiable securities to be issued within a period not exceeding three months;
 - to make any necessary adjustments to take account of the impact of transactions in the Company’s share capital, in particular in the event of a change in the par value of the shares, a capital increase through capitalisation of reserves, awarding of bonus shares, a stock split or reverse stock split, distribution of dividends, reserves or premiums or any other assets, depreciation in share capital and any other transactions concerning equity or share capital (including in the event of a public offer and/or change of control) and set any other terms to ensure, if applicable, the protection of the rights of holders of negotiable securities giving access to the share capital (including by means of cash adjustments);
 - to take all measures and carry out all formalities required for admission to trading on a regulated market of rights, shares, negotiable securities or warrants created;
 - to set the terms of allocating and exercising autonomous subscription warrants;

- on its own initiative, to charge the expenses of increasing the share capital to the amount of the associated premiums, and to deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital after each increase;
 - to note the increase(s) in share capital resulting from any issues carried out under this delegation of competence and amend the Articles of Association accordingly; and
 - in general to do whatever is useful and enter into any agreements to ensure the successful outcome of the transactions planned within the framework of this resolution.
14. resolves that this delegation of competence granted to the Board of Managers is valid for a period of twenty-six (26) months from the date of this General Meeting and ends and replaces with immediate effect the unused part of the delegation given by the ninth resolution of the combined General Meeting of 15 May 2018.

Nineteenth Resolution

(Delegation of competence to be given to the Board of Managers, for a period of twenty-six months, for the purpose of deciding upon the issue of ordinary shares and/or equity securities convertible into other equity securities or conferring a right to the allocation of debt securities and/or negotiable securities convertible into equity securities to be issued of the Company or an affiliated company without preferential subscription rights for shareholders, as part of a private placement)

The General Meeting, acting under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Board of Managers, the report of the Supervisory Board, and the special report of the Auditors, and after having formally noted that the share capital is fully paid up, and acting in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code and Articles L. 228-91 et seq. of the French Commercial Code, as well as the provisions of Article L. 411-2 II of the French Monetary and Financial Code:

1. delegates to the Board of Managers its competence to proceed, on one or more occasions, in the proportion and at the time it deems fit, including during a public pre-offer or public offer for the Company's shares, in France and/or in other countries, in euros or a foreign currency or unit of account established by reference to a basket of currencies, within the framework of an offer in accordance with Article L. 411-2 II of the French Monetary and Financial Code, to issue, without preferential subscription rights for the Company's shareholders, (i) ordinary shares of the Company, (ii) negotiable securities that are equity securities of the Company convertible into other existing equity securities or equity securities to be issued of the Company and/or conferring a right to the allocation of existing debt securities or debt securities to be issued, (iii) negotiable securities that are equity securities of the Company convertible into other existing equity securities or equity securities to be issued and/or giving the right to the allocation of existing debt securities or debt securities to be issued of companies in which the Company directly or indirectly holds at the time of issue more than one half of the share capital, (iv) negotiable securities that are equity securities of the Company convertible into existing equity securities or debt securities of any other company, (v) any other negotiable securities governed by Articles L. 228-91 et seq. of the French Commercial Code (including share subscription warrants or purchase warrants issued on a standalone basis), and convertible into equity securities to be issued by the Company (or by a company in which the Company directly or indirectly holds at the time of the issue more than one half of the share capital in accordance with the terms and conditions determined by the Board of Managers and/or (vi) ordinary shares or negotiable securities as mentioned in the sections above to be issued after the issuing by companies in which the Company at the time of the issue directly or indirectly holds more than one half of the share capital of negotiable securities convertible into equity securities to be issued by the Company or other negotiable securities as mentioned above;

2. resolves that subscription to shares and other negotiable securities mentioned in paragraph 1 of this resolution shall be in cash, either in specie or by offsetting of liquid and payable debt claims against the Company, as decided by the Board of Managers;
3. resolves that issues of preference shares and negotiable securities convertible immediately or in future into preference shares are excluded from this delegation of competence;
4. resolves that the maximum nominal amount of the capital increases that may be carried out immediately and/or in future pursuant to this delegation of competence shall be ninety-five million euros (€95,000,000), in addition to, if applicable, the nominal amount of the shares to be issued to preserve the rights of holders of negotiable securities or holders of other rights giving access to the Company's share capital in accordance with legal and regulatory requirements as well as applicable contractual stipulations, it being understood that the capital increases that may be carried out immediately or in future under this delegation of competence will be limited to twenty percent (20%) of the authorised share capital per year, it being noted that this limit applies to the amount of capital adjusted, if applicable, to reflect transactions after the date of this General Meeting affecting the share capital;
5. resolves that the maximum nominal amount of issues of debt securities against the Company that may be issued pursuant to this delegation of competence may not exceed seven hundred and fifty million euros (€750,000,000) or the exchange value of that amount on the date hereof in any other currency or unit of account established by reference to a basket of currencies;
6. resolves that the nominal amount of capital increases and the nominal amount of issues of debt securities pursuant to this delegation of competence will be counted against the upper limits referred to in the 25th resolution of this General Meeting;
7. resolves to exclude the preferential subscription right of the shareholders to the shares and other negotiable securities that may be issued by the Company pursuant to this resolution;
8. resolves that if the shareholders' preferential and, where applicable, priority rights do not take up the entire issue of shares and/or negotiable securities, the Board of Managers may use, in such order as it may determine, one or more of the powers provided below:
 - limit the issue to the amount of subscriptions provided that this reaches at least three-quarters of the issue decided; and/or
 - freely allocate all or some of the shares or negotiable securities not subscribed between persons of its choosing;
9. notes that if the present delegation of competence is used, the decision to issue negotiable securities convertible into equity securities to be issued of a company in which the Company directly or indirectly owns more than half of the share capital on the date of issue, shall require the authorisation of the Extraordinary General Meeting of said company;
10. formally notes and resolves, if applicable, that the present delegation automatically entails the express waiver by holders of negotiable securities that may be issued under this delegation of competence of their preferential subscription rights in respect of shares to be issued by the Company to which these negotiable securities give the right immediately or in future;
11. notes that in the event of use of this delegation of competence, the issuing by companies in which the Company at the time of the issue directly or indirectly holds more than one half of the share capital of negotiable securities convertible into ordinary shares to be issued by the Company or other negotiable securities as mentioned in paragraph 1 above shall entail the express waiver by shareholders of their preferential subscription right to the shares or negotiable securities mentioned above in favour of the holders of these negotiable securities to which the negotiable securities thus

issued by such companies shall give the right, as well as shares to be issued by the Company to which these negotiable securities give the right;

12. resolves that, in accordance with Article L. 225-136-1-1 of the French Commercial Code and subject to the exceptions resulting from the adoption of the twentieth resolution of this General Meeting:

- the issue price for each of the Company's shares issued under this delegation of competence shall be at least equal to the minimum set by applicable laws and regulations on the date this delegation is used (at present, the weighted average price of the last three trading days on the regulated market of Euronext Paris preceding the determination of the subscription price of the capital increase, possibly minus a maximum discount of five percent (5%)); and
- the issue price of the negotiable securities convertible into shares of the Company will be such that the sum received immediately by the Company, plus any sum that it might receive subsequently, is at least equal to the minimum issue price defined in the foregoing paragraph for each share issued as a result of the issue of such negotiable securities;

13. resolves that the Board of Managers will have all necessary powers to implement this delegation and in particular:

- to set the prices and terms of issues and set the amounts to be issued and the date of dividend entitlement for securities to be issued;
- to set the dates and terms of the issue, the nature, number and characteristics of negotiable securities to be created; to decide, in addition, in the case of bonds or other debt securities (including negotiable securities giving the right to the allocation of debt securities mentioned in Article L. 228-91 of the French Commercial Code), whether they are subordinated or not, set the rate of interest and, if applicable, provide for mandatory or voluntary cases of suspension or non-payment of interest, the duration thereof (definite or indefinite), the possibility of reducing or increasing the nominal amount of securities and all other terms of issue and depreciation; if necessary, such securities may be accompanied by warrants entitling their holders to the allotment, acquisition or subscription of bonds or other debt instruments or provide for the possibility for the Company to issue debt securities (fungible or non-fungible) by way of interest for which payment has been suspended by the Company or even take the form of complex bonds as defined by the market authorities; to amend, during the term of the securities in question, the above terms, in compliance with the applicable formalities;
- to determine the means of paying in shares or other securities issued, and provide for the possibility of suspending the exercise of rights to the award of shares attached to negotiable securities to be issued within a period not exceeding three months;
- to determine the terms and conditions that will safeguard the rights of holders of negotiable securities convertible into shares, in accordance with applicable legal and regulatory provisions;
- to set the terms of allocating and exercising subscription warrants;
- to take all measures and carry out all formalities required for admission to trading on a regulated market of rights, shares, negotiable securities or warrants created;
- on its own initiative, to charge the expenses of the increases in the authorised share capital to the amount of the associated premiums, and to deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital after each increase;
- to note the realisation of capital increases and amend the Articles of Association accordingly; and
- in general to do whatever is useful and enter into any agreements to ensure the successful outcome of the transactions planned within the framework of this resolution.

14. resolves that this delegation of competence granted to the Board of Managers is valid for a period of twenty-six (26) months from the date of this General Meeting and ends and replaces with immediate effect the unused part of the delegation given by the tenth resolution of the combined General Meeting of 15 May 2018.

Twentieth Resolution

(Authorisation to be given to the Board of Managers, for a period of twenty-six months, in the event of issue of shares and/or negotiable securities convertible into shares of the Company without preferential subscription rights for shareholders, to fix the issue price in the manner determined by the General Meeting subject to a maximum of 10% of the Company's capital per year)

The General Meeting, acting under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Board of Managers, the report of the Supervisory Board and the special report of the Auditors, and in accordance with the provisions of Articles L. 225-136 et seq. of the French Commercial Code:

1. authorises the Board of Managers, in the event of the implementation of the 18th and/or 19th resolutions of this General Meeting, to set the issue price of shares and negotiable securities that may be issued under these resolutions as follows:
 - at the discretion of the Board of Managers, the issue price of the Company's shares must be at least equal to (a) the opening stock market price of the shares of the Company quoted on the Euronext Paris regulated market on the stock market trading day preceding the setting of the subscription price or (b) the opening stock market price of the shares of the Company quoted on the Euronext Paris regulated market on day of setting the issue price or (c) the average volume-weighted prices quoted on the thirty (30) stock market trading days preceding the setting of the issue price; in all three cases, potentially reduced by a maximum discount of five percent (5%) or (d) the closing price of the shares of the Company quoted on the Euronext Paris regulated market on the stock market trading day preceding the fixing of the issue price, potentially reduced by a maximum discount of ten percent (10%);
 - the issue price of the negotiable securities convertible immediately or in future into shares will be such that the sum received immediately by the Company, plus any sum that might be received by the Company subsequently, if applicable, for each share issued as a result of the issue of these negotiable securities, will be at least equal to the amount referred to in the foregoing paragraph as chosen by the Board of Managers;
2. resolves that the nominal maximum amount of the capital increases resulting from the implementation of this resolution may not exceed ten percent (10%) of the share capital each year;
3. resolves that this authorisation granted to the Board of Managers is valid for a period of twenty-six (26) months from the date of this General Meeting and ends and replaces with immediate effect the unused part of the authorisation given by the eleventh resolution of the combined General Meeting of 15 May 2018.

Twenty-First Resolution

(Delegation of competence to be given to the Board of Managers, for a period of twenty-six months, to increase the number of shares to be issued in the event of a capital increase, with or without preferential subscription rights)

The General Meeting, acting under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Board of Managers, the report of the Supervisory Board, and the special report of the Auditors, and after having formally noted that the share capital is fully paid up, and acting in accordance with Article L. 225-135-1 of the French Commercial Code;

1. delegates to the Board of Managers competence to increase the number of shares to be issued in the event of an increase in the Company's share capital, with or without preferential subscription rights, done within the framework of delegations of competence granted to the Board of Managers under the 17th, 18th and/or 19th resolutions of this General Meeting, within the time limits and limitations provided by applicable regulations on the date of issue, i.e. currently within thirty (30) days of the close of subscription and up to the limit of fifteen percent (15%) of the initial issue and at the same price as that applied for said issue;
2. resolves that the nominal amount of the capital increases decided under this resolution shall be charged to the upper limit stipulated in the resolution under which the initial issue is decided and to the overall upper limit provided in paragraph 1 of the 25th resolution of this General Meeting;
3. resolves that this authorisation granted to the Board of Managers is valid for a period of twenty-six (26) months from the date of this General Meeting and ends and replaces with immediate effect the unused part of the authorisation given by the twelfth resolution of the combined General Meeting of 15 May 2018.

Twenty-Second Resolution

(Delegation of competence to be given to the Board of Managers, for a period of twenty-six months, for the purpose of issuing shares in the Company and/or negotiable securities convertible into shares in the Company to pay for contributions in kind of equity securities or negotiable securities convertible into shares, up to a maximum of 10% of the share capital)

The General Meeting, acting under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Board of Managers, the report of the Supervisory Board and the special report of the Auditors, and in accordance with the provisions of Articles L. 225-147 et seq. of the French Commercial Code:

1. delegates to the Board of Managers its competence to proceed, on one or more occasions, in the proportion and at the time it deems fit, including during a public pre-offer or public offer for the Company's shares, in France and/or in other countries, in euros or a foreign currency or unit of account established by reference to a basket of currencies, to issue, without preferential subscription rights for the Company's shareholders, (i) ordinary shares of the Company and/or (ii) negotiable securities that are equity securities of the Company convertible immediately or in future into new or existing ordinary shares of the Company, to pay for contributions in kind made to the Company and consisting of equity securities or negotiable securities convertible into shares of another company, when the provisions of Article L. 225-148 of the French Commercial Code do not apply;
2. resolves that the maximum nominal amount of the capital increases that may be carried out immediately and/or in future pursuant to this delegation of competence may not exceed ten percent (10%) of the Company's share capital at the time of the issue decision in addition to, if applicable, the nominal amount of the shares to be issued to preserve the rights of holders of negotiable securities or holders of other rights giving access to the Company's share capital in accordance with legal and regulatory requirements as well as applicable contractual stipulations;
3. resolves that the maximum nominal amount of issues of debt securities against the Company that may be issued pursuant to this delegation of competence is set at seven hundred and fifty million euros (€750,000,000) or the exchange value of that amount on the date hereof in any other currency or unit of account established by reference to a basket of currencies;
4. resolves that the nominal amount of capital increases and the nominal amount of issues of debt securities pursuant to this delegation of competence will be counted against the upper limits referred to in the 25th resolution of this General Meeting;

5. resolves to exclude the preferential subscription right of the shareholders to the shares and other negotiable securities that may be issued by the Company pursuant to this resolution;
6. formally notes and resolves, if applicable, that the present delegation automatically entails the express waiver by holders of negotiable securities that may be issued under this delegation of competence of their preferential subscription rights in respect of shares to be issued by the Company to which these negotiable securities give the right;
7. resolves that the Board of Managers will have all necessary powers to implement this delegation and in particular:
 - to make decisions, on the basis of the Statutory Auditors' report mentioned in paragraphs 1 and 2 of Article 225-147 of the French Commercial Code, on the valuation of contributions and the granting of specific advantages and their values;
 - to decide on the issue by way of consideration for contributions and determine the negotiable securities to be issued;
 - to draw up the list of negotiable securities contributed, approve the valuation of contributions, set the conditions of the issuing of negotiable securities by way of consideration for contributions and, if applicable, the amount of any cash balance payable;
 - to determine the terms and conditions that will safeguard, if applicable, the rights of holders of negotiable securities convertible into shares;
 - on its own initiative, to charge the expenses of the increases in the authorised share capital to the amount of the associated premiums, and to deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital after each increase;
 - to carry out, if applicable, the admission to trading on a regulated market of the shares or negotiable securities to be issued;
 - to formally note the definitive completion of the capital increases carried out under this delegation, amend the Articles of Association accordingly, carry out all formalities and declarations and apply for all authorisations necessary to make these contributions and, in general, do all that is necessary; and
 - in general to do whatever is useful and enter into any agreements to ensure the successful outcome of the transactions planned within the framework of this resolution.
8. resolves that this delegation of competence granted to the Board of Managers is valid for a period of twenty-six (26) months from the date of this General Meeting and ends and replaces with immediate effect the unused part of the delegation given by the thirteenth resolution of the combined General Meeting of 15 May 2018.

Twenty-Third Resolution

(Delegation of competence to be given to the Board of Managers, for a period of eighteen months, for the purpose of issuing ordinary shares and/or equity securities convertible into other equity securities or conferring a right to the allocation of debt securities and/or negotiable securities convertible into equity securities to be issued by the Company or an affiliated company, with preferential subscription rights waived in favour of a class of persons within the meaning of Article L.225-138 of the French Commercial Code: minority shareholders of subsidiaries or sub-subsidiaries of the Company subscribing by way of re-investment to the disposal of an interest in the group, persons re-investing the price of the sale of a stake in the group, persons re-investing the price of the sale of a portfolio or real estate assets or investments of a company involved in real estate investment or development activities, and holders of

negotiable securities issued by a subsidiary or sub-subsidiary of Altarea in accordance with the conditions of Article L. 228-93 of the French Commercial Code)

The General Meeting, acting under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Board of Managers, the report of the Supervisory Board and the report of the Auditors, after having ascertained that the share capital is fully paid up, and in accordance with the provisions of Articles L. 225-129 et seq., L. 225-138, L. 228-91 et seq. of the French Commercial Code:

1. delegates to the Board of Managers its competence to proceed, on one or more occasions, in the proportion and at the time it deems fit, including during a public pre-offer or public offer for the Company's shares, in France and/or in other countries, in euros or a foreign currency or unit of account established by reference to a basket of currencies, to issue, without preferential subscription rights for the Company's shareholders, (i) ordinary shares of the Company, (ii) negotiable securities that are equity securities of the Company convertible into other existing equity securities or equity securities to be issued of the Company and/or conferring a right to the allocation of existing debt securities or debt securities to be issued, (iii) negotiable securities that are equity securities of the Company convertible into other existing equity securities or equity securities to be issued and/or giving the right to the allocation of existing debt securities or debt securities to be issued of companies in which the Company directly or indirectly holds at the time of issue more than one half of the share capital, (iv) negotiable securities that are equity securities of the Company convertible into existing equity securities or conferring a right to the allocation of debt securities of any other company, (v) any other negotiable securities governed by Articles L. 228-91 et seq. of the French Commercial Code (including share subscription warrants or purchase warrants issued on a standalone basis), and convertible into equity securities to be issued by the Company (or by a company in which the Company directly or indirectly holds at the time of the issue more than one half of the share capital in accordance with the terms and conditions determined by the Board of Managers and/or (vi) ordinary shares or negotiable securities as mentioned in the sections above to be issued after the issuing by companies in which the Company at the time of the issue directly or indirectly holds more than one half of the share capital of negotiable securities convertible into equity securities to be issued by the Company or other negotiable securities as mentioned above in favour of the categories of shareholders mentioned in paragraph 7 of this resolution;
2. resolves that subscription to shares and other negotiable securities mentioned in paragraph 1 of this resolution shall be in cash, either in specie or by offsetting of liquid and payable debt claims against the Company, as decided by the Board of Managers;
3. resolves that issues of preference shares and negotiable securities convertible immediately or in future into preference shares are excluded from this delegation of competence;
4. resolves that the maximum nominal amount of the capital increases that may be carried out immediately and/or in future pursuant to this delegation of competence shall be twenty million euros (€20,000,000), in addition to, if applicable, the nominal amount of the shares to be issued to preserve the rights of holders of negotiable securities or holders of other rights giving access to the Company's share capital in accordance with legal and regulatory requirements as well as applicable contractual stipulations,
5. resolves that the maximum nominal amount of issues of debt securities against the Company that may be issued pursuant to this delegation of competence is set at one hundred and fifty million euros (€150,000,000) or the exchange value of that amount on the date hereof in any other currency or unit of account established by reference to a basket of currencies;
6. resolves that the nominal amount of capital increases and the nominal amount of issues of debt securities pursuant to this delegation of competence will be counted against the upper limits referred to in the 25th resolution of this General Meeting;

7. resolves to exclude shareholders' preferential subscription rights in respect of shares and other negotiable securities to be issued pursuant to this delegation of competence and to reserve the subscription right to the following categories of persons:
 - minority shareholders of the Company's subsidiaries or sub-subsidiaries subscribing by re-investment of the proceeds of the sale of their interest in an Altarea Group company; or
 - natural or legal persons re-investing the proceeds of the sale (whether the initial sale prices or an earnout payment) of a portfolio of property assets or shares of a property company or real estate development company; or
 - holders of negotiable securities issued by a subsidiary or sub-subsidiary of the Company under the conditions provided in Article 228-93 of the French Commercial Code;
8. resolves that if the shareholders' preferential and, where applicable, priority rights do not take up the entire issue of shares and/or negotiable securities, the Board of Managers may use, in such order as it may determine, one or more of the powers provided below;
 - limit the issue to the amount of subscriptions provided that this reaches at least three-quarters of the issue decided; and/or
 - freely allocate all or some of the shares or negotiable securities not subscribed between persons of its choosing;
9. formally notes and resolves that the present delegation automatically entails the express waiver by holders of negotiable securities that may be issued under this delegation of competence of their preferential subscription rights in respect of shares to be issued by the Company to which these negotiable securities give the right;
10. notes that in the event of use of this delegation of competence, the issuing by companies in which the Company at the time of the issue directly or indirectly holds more than one half of the share capital of negotiable securities convertible into ordinary shares to be issued by the Company or other negotiable securities as mentioned in paragraph 1 above shall entail the express waiver by shareholders of their preferential subscription right to the shares or negotiable securities mentioned above in favour of the holders of these negotiable securities to which the negotiable securities thus issued by such companies shall give the right, as well as shares to be issued by the Company to which these negotiable securities give the right;
11. notes that if the present delegation of competence is used, the decision to issue negotiable securities convertible into equity securities to be issued of a company in which the Company directly or indirectly owns more than half of the share capital on the date of issue, shall require the authorisation of the Extraordinary General Meeting of said company;
12. resolves that the price of the Company's ordinary shares to be issued or to which the negotiable securities to be issued pursuant to this delegation of competence may confer a right shall be at least equal to the weighted average price of the Company's shares on Euronext Paris on the three stock market trading days preceding the day on which the price is fixed, potentially reduced by maximum discount of five percent (5%);
13. resolves that the issue price of the negotiable securities convertible immediately or in future into shares will be such that the sum received immediately by the Company, plus any sum that it might receive subsequently, is at least equal to the minimum subscription price defined in the foregoing paragraph for each share issued as a consequence of the issue of such negotiable securities;
14. resolves that the Board of Managers will have all necessary powers to implement this delegation and in particular:

- determine the list of beneficiaries within the categories mentioned above and the number of shares to be allocated to each one;
 - to set the prices and terms of issues and set the amounts to be issued and the date of dividend entitlement for securities to be issued;
 - to set the dates and terms of the issue, the nature, number and characteristics of negotiable securities to be created; to decide, in addition, in the case of bonds or other debt securities (including negotiable securities giving the right to the allocation of debt securities mentioned in Article L. 228-91 of the French Commercial Code), whether they are subordinated or not, set the rate of interest and, if applicable, provide for mandatory or voluntary cases of suspension or non-payment of interest, the duration thereof (definite or indefinite), the possibility of reducing or increasing the nominal amount of securities and all other terms of issue and depreciation; if necessary, such securities may be accompanied by warrants entitling their holders to the allotment, acquisition or subscription of bonds or other debt instruments or provide for the possibility for the Company to issue debt securities (fungible or non-fungible) by way of interest for which payment has been suspended by the Company or even take the form of complex bonds as defined by the market authorities; to amend, during the term of the securities in question, the above terms, in compliance with the applicable formalities;
 - to determine the means of paying in shares or other securities issued, and provide for the possibility of suspending the exercise of rights to the award of shares attached to negotiable securities to be issued within a period not exceeding three months;
 - to determine the terms and conditions that will safeguard the rights of holders of negotiable securities convertible into shares, in accordance with applicable legal and regulatory provisions;
 - to take all measures and carry out all formalities required for admission to trading on a regulated market of rights, shares, negotiable securities or warrants created;
 - to set the terms of allocating and exercising autonomous subscription warrants;
 - on its own initiative, to charge the expenses of the increases in the authorised share capital to the amount of the associated premiums, and to deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital after each increase;
 - to make any adjustments required by legal or regulatory provisions or applicable contractual stipulations intended to take account of the impact of transactions on the Company's share capital;
 - to note the realisation of capital increases and amend the Articles of Association accordingly; and
 - in general to do whatever is useful and enter into any agreements to ensure the successful outcome of the transactions planned within the framework of this resolution.
15. resolves that this delegation of competence granted to the Board of Managers is valid for a period of eighteen (18) months from the date of this General Meeting and ends and replaces with immediate effect the unused part of the delegation given by the fourteenth resolution of the combined General Meeting of 15 May 2018.

Twenty-Fourth Resolution

(Delegation of competence to be given to the Board of Managers, for a period of twenty-six months, for the purpose of issuing ordinary shares of the Company and/or equity securities without preferential subscription rights convertible into other equity securities or conferring a right to the allocation of debt securities, intended to pay for securities tendered as part of public exchange offers initiated by the Company)

The General Meeting, acting under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Board of Managers, the report of the Supervisory Board and the special report of the Auditors, after having ascertained that the share capital is fully paid up, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 225-148, L. 228-91 et seq. of the French Commercial Code:

1. delegates to the Board of Managers its competence to proceed, on one or more occasions, in the proportion and at the time it deems fit, including during a public pre-offer or public offer for the Company's shares, in France and/or in other countries, in euros or a foreign currency or unit of account established by reference to a basket of currencies, to issue (i) ordinary shares of the Company, (ii) negotiable securities that are equity securities of the Company convertible into other existing equity securities or equity securities to be issued and/or conferring a right to the allocation of existing debt securities or debt securities to be issued, (iii) negotiable securities that are equity securities of the Company convertible into existing equity securities or equity securities to be issued and/or giving the right to the allocation of existing debt securities or debt securities to be issued of companies in which the Company directly or indirectly holds at the time of issue more than one half of the share capital, (iv) negotiable securities that are equity securities of the Company convertible into existing equity securities or conferring a right to the allocation of debt securities of any other company and/or (v) any other negotiable securities governed by Articles L. 228-91 et seq. of the French Commercial Code (including share subscription warrants or purchase warrants issued on a standalone basis), and convertible into equity securities to be issued by the Company (or by a company in which the Company directly or indirectly holds at the time of the issue more than one half of the share capital in accordance with the terms and conditions determined by the Board of Managers by way of consideration for the securities tendered to any public offer containing an exchange component initiated in France or abroad by the Company concerning the securities of companies whose shares are admitted to trading on a regulated market of a State party to the European Economic Area agreement or a member of the Organisation for Economic Co-operation and Development and/or (vi) ordinary shares or negotiable securities as mentioned in the sections above to be issued after the issuing by companies in which the Company at the time of the issue directly or indirectly holds more than one half of the share capital of negotiable securities convertible into equity securities to be issued by the Company or other negotiable securities as mentioned above;
2. resolves that the maximum nominal amount of the capital increases that may be carried out immediately or in future pursuant to this delegation of competence shall be ninety-five million euros (€95,000,000), in addition to, if applicable, the nominal amount of the shares to be issued to preserve the rights of holders of negotiable securities or holders of other rights giving access to the Company's share capital in accordance with legal and regulatory requirements as well as applicable contractual stipulations;
3. resolves that the maximum nominal amount of issues of debt securities against the Company that may be issued pursuant to this delegation of competence is set at seven hundred and fifty million euros (€750,000,000) or the exchange value of that amount on the date hereof in any other currency or unit of account established by reference to a basket of currencies;
4. resolves that the nominal amount of capital increases and the nominal amount of issues of debt securities pursuant to this delegation of competence will be counted against the upper limits referred to in the 25th resolution of this General Meeting;
5. resolves to exclude the preferential subscription right of the shareholders to the shares and other negotiable securities that may be issued by the Company pursuant to this resolution;
6. formally notes and resolves, if applicable, that the present delegation automatically entails the express waiver by holders of negotiable securities that may be issued under this delegation of competence of their preferential subscription rights in respect of shares to be issued by the Company to which these negotiable securities give the right;

7. notes that the issuing by companies in which the Company at the time of the issue directly or indirectly holds more than one half of the share capital of negotiable securities convertible into ordinary shares to be issued by the Company or other negotiable securities as mentioned in paragraph 1 above shall entail the express waiver by shareholders of their preferential subscription right to the shares or negotiable securities mentioned above in favour of the holders of these negotiable securities to which the negotiable securities thus issued by such companies shall give the right, as well as shares to be issued by the Company to which these negotiable securities give the right;
8. notes that if the present delegation of competence is used, the decision to issue negotiable securities convertible into equity securities to be issued of a company in which the Company directly or indirectly owns more than half of the share capital on the date of issue, shall require the authorisation of the Extraordinary General Meeting of said company;
9. resolves that the Board of Managers will have all necessary powers to implement this delegation and in particular:
 - to set the exchange ratio and, where applicable, the amount the amount of any cash balance payable;
 - to formally note the number of shares tendered to the offer and the number of ordinary shares or negotiable securities to be created in consideration therefor;
 - to enter the difference between the issue price of the new ordinary shares and their nominal value in the balance sheet, as a liability in a “transfer premium” account, which will be subject to the rights of all the shareholders;
 - to set the terms, timetable and means of issues, determine the nature and characteristics of negotiable securities to be issued (and if applicable, amend them during their life span in accordance with applicable formalities);
 - to decide in the case of debt securities that may be issued under this delegation of competence, whether they are subordinated or not, their duration (which may be definite or indefinite), the interest rate, the fixed or variable redemption price with or without premium, repayment terms and in general their terms and conditions;
 - to carry out all transactions necessary or useful for the issue of negotiable securities in accordance with this delegation (including shares resulting from the exercise of a right under the provisions of Articles L. 228-91 and L. 228-93 of the French Commercial Code);
 - to make any adjustments required by legal or regulatory provisions or applicable contractual stipulations intended to take account of the impact of transactions on the Company’s share capital;
 - on its own initiative, to charge the expenses of the increases in the authorised share capital to the amount of the associated premiums, and to deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital after each increase;
 - to note the realisation of capital increases and amend the Articles of Association accordingly;
 - in general to do whatever is useful and enter into any agreements to ensure the successful outcome of the transactions planned within the framework of this resolution.
10. resolves that this delegation of competence granted to the Board of Managers is valid as of this General Meeting for a period of twenty-six (26) months from the date of this General Meeting and ends and replaces with immediate effect the unused part of the delegation given by the fifteenth resolution of the combined General Meeting of 15 May 2018.

Twenty-Fifth Resolution

(Fixing of general upper limits for capital increases and issuing of debt securities under delegations of competence and powers)

The General Meeting, acting in accordance with the quorum and majority requirements applicable to Extraordinary General Meetings, having considered the report of the Board of Managers and the report of the Supervisory Board:

1. resolves that the total nominal amount of the capital increases that may be carried out immediately or in future by means of the issuing of shares or negotiable securities convertible into shares pursuant to the delegations of competence granted to the Board of Managers under the 17th, 18th, 19th, 21st, 22nd, 23rd, 24th, 27th, 28th, 29th and 30th resolutions may not exceed ninety-five million euros (€95,000,000), in addition to, if applicable, the nominal amount of the shares to be issued to preserve the rights of holders of negotiable securities or holders of other rights giving access to the Company's share capital in accordance with legal and regulatory requirements as well as applicable contractual stipulations;
2. resolves that the total nominal amount of issues of debt securities against the Company that may be issued pursuant to this delegations of competence granted to the Board of Managers under the 17th, 18th, 19th, 22nd, 23rd, 24th and 27th resolutions may not exceed seven hundred and fifty million euros (€750,000,000) or the exchange value of that amount on the date hereof in any other currency or unit of account established by reference to a basket of currencies;
3. resolves that this authorisation granted to the Board of Managers ends and replaces with immediate effect the unused part of the delegation granted by the sixteenth resolution of the combined General Meeting of 15 May 2018.

Twenty-Sixth Resolution

(Delegation of competence to be given to the Board of Managers, for a period of twenty-six months, to increase the share capital by capitalisation of reserves, profits or share premiums, up to a maximum amount of ninety-five million euros)

The General Meeting, acting under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Board of Managers and the report of the Supervisory Board, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2 and L. 225-130 of the French Commercial Code:

1. delegates to the Board of Managers competence to decide and proceed, on one or more occasions, in such proportions and at such times as it may see fit, including during a pre-public offer or public offer for the Company's shares, with increasing the Company's share capital through the capitalisation of all or part of profits, reserves or premiums, the capitalisation of which is permitted by law and by the Articles of Association, in the form of an award of ordinary bonus shares and/or by way of an increase in the par value of existing shares;
2. resolves that the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation of competence shall be ninety-five million euros (€95,000,000), in addition to, if applicable, the nominal amount of the shares to be issued to preserve the rights of holders of negotiable securities or holders of other rights giving access to the Company's share capital in accordance with legal and regulatory requirements as well as applicable contractual stipulations. This cap is separate and independent of the upper limit set out in paragraph 1 of the 25th resolution of this General Meeting;
3. delegates to the Board of Managers the power to decide, in the event of a capital increase resulting in the bonus allotment of new shares, that rights for fractional shares will not be negotiable and that

the corresponding shares will be sold, with the amounts resulting from the sale being allocated to holders of rights under the conditions provided by legal and regulatory provisions;

4. resolves that the Board of Managers will have all necessary powers to implement this delegation and in particular, in accordance with the terms provided by applicable and regulatory requirements and within the abovementioned limits:
 - to set the amount and nature of sums to be included in the share capital;
 - to set the terms and conditions of transactions and determine the dates and means of capital increases that may be carried out under this delegation of competence and in particular to set the number of shares to be issued and/or the amount by which the par value of the shares making up the share capital will be increased;
 - to determine the date, even retroactive, after which the new shares shall bear dividend rights and/or the increase in par value takes effect;
 - on its own initiative, to charge the expenses of the increases in the authorised share capital to the amount of the associated premiums, and to deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital after each increase;
 - to make any adjustments required by legal or regulatory provisions or applicable contractual stipulations intended to take account of the impact of transactions on the Company's share capital;
 - to determine the terms and conditions that will, if applicable, safeguard the rights of holders of negotiable securities or rights giving the right in future to shares of the Company in accordance with applicable legal and regulatory provisions and any applicable contractual stipulations;
 - to note the realisation of capital increases and amend the Articles of Association accordingly; and
 - in general to do whatever is useful and enter into any agreements to ensure the successful outcome of the transactions planned within the framework of this resolution.
5. resolves that this delegation of competence granted to the Board of Managers is valid for a period of twenty-six (26) months from the date of this General Meeting and ends and replaces with immediate effect the unused part of the delegation given by the seventeenth resolution of the combined General Meeting of 15 May 2018.

Twenty-Seventh Resolution

(Delegation of competence to be given to the Board of Managers, for a period of twenty-six months, for the purpose of issuing shares and/or equity securities convertible into other equity securities or conferring a right to the allocation of debt securities and/or negotiable securities convertible into shares of the Company up to a maximum of ten million euros, with shareholders' preferential subscription rights waived in favour of the members of the Group's Company Savings Plan(s))

The General Meeting, acting under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Board of Managers, the report of the Supervisory Board and the special report of the Auditors, in accordance with Articles L. 225-129, L. 225-129-2, L. 225-138, L. 225-138-1, L. 228-91 and L. 228-92 of the French Commercial Code and Article L. 3332-1 et seq. of the French Employment Code, and also in order to comply with the provisions of Article L. 225-129-6 of the French Commercial Code:

1. delegates to the Board of Managers its competence to proceed, on one or more occasions, in the proportion and at the time it deems fit, including during a public pre-offer or public offer for the Company's shares, in France and/or in other countries, in euros or a foreign currency or unit of account established by reference to a basket of currencies, to issue (i) ordinary shares of the Company, (ii)

negotiable securities that are equity securities convertible into other equity securities or giving access to the allocation of debt securities and/or negotiable securities convertible into shares of the Company, reserved for members of one or more Company Savings Plans (PEE) in place within the Company and/or companies and groupings affiliated to it within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Employment Code;

2. resolves that the Board of Managers may also decide within the framework of the abovementioned capital increases to award bonus preference shares or any other securities convertible into shares of the Company in favour of members of one or more Company Savings Plans (PEE) in place within the Company and/or companies and groupings affiliated to it within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Employment Code, as full or partial replacement for the discount mentioned in paragraph 7 below, in accordance with the conditions of Article L. 3332-18 et seq. of the French Employment Code, it being specified as necessary that the Board may replace this capital increase in whole or in part for the assignment of securities already issued held by the Company under the same terms;
3. resolves that the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation of competence, including those resulting from any shares or negotiable securities convertible into shares awarded free of charge as full or partial replacement for the discount in accordance with the terms of Article L. 3332-18 et seq. of the French Employment Code, is set at ten million euros (€10,000,000), in addition to, if applicable, the nominal amount of the shares to be issued to preserve the rights of holders of negotiable securities or holders of other rights giving access to the Company's share capital in accordance with legal and regulatory requirements as well as applicable contractual stipulations;
4. resolves that the maximum nominal amount of issues of debt securities against the Company that may be issued pursuant to this delegation of competence is set at one hundred and seventy-five million euros (€75,000,000) or the exchange value of that amount on the date hereof in any other currency or unit of account established by reference to a basket of currencies;
5. resolves that the nominal amount of capital increases and the nominal amount of issues of debt securities pursuant to this delegation of competence will be counted against the upper limits referred to in the 25th resolution of this General Meeting;
6. resolves to exclude the preferential subscription rights of the shareholders to the shares and other negotiable securities that may be issued by the Company pursuant to this resolution, in favour of members of Company Savings Plans (PEE) in place within the Company and/or companies and groupings affiliated to it within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Employment Code;
7. resolves that the issue price of new ordinary shares that may be issued under this delegation will be determined under the conditions provided for by Articles L.3332-18 et seq. of the French Employment Code and may neither exceed the average opening price of the shares of the Company quoted on Euronext Paris during the twenty trading days preceding the date of the decision of the Board of Managers fixing the opening date of the subscription, nor more than twenty percent (20%) lower than that average; on the understanding that the Board of Managers may if necessary reduce or cancel any discount that may be decided upon, to take account, in particular, of legal and tax regimes applicable outside France, or choose to replace this maximum discount of twenty percent (20%) with the awarding of bonus shares and/or negotiable securities convertible into shares;
8. resolves that the issue price of the negotiable securities convertible into shares will be determined under the conditions provided by Article L. 3332-21 of the French Employment Code; nevertheless, a discount of up to thirty percent (30%) may be applied when the lock-up period provided by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Employment Code is equal to or greater than ten years;

9. resolves that the Board of Managers will have all necessary powers to implement this delegation and in particular:
- determining the scope of companies or groupings whose employees will be able to benefit from the issues;
 - fixing the terms and conditions of membership of the Company Savings Plan(s) (PEE), and drawing up or amending the rules of such plan(s);
 - determining the conditions, particularly length of service, to be met by the beneficiaries of issues;
 - determining whether it is appropriate to allow employees time to fully pay up their securities;
 - deciding whether the shares must be subscribed directly by employees who are members of Group savings plans, or whether they must be subscribed through a company mutual fund (FCPE) or employee shareholder mutual fund (SICAVAS) acting as intermediary;
 - fixing the opening and closing dates of the subscription and the issue price of the securities;
 - in the event of a bonus share award, within the limits set by Article L. 3332-18 et seq. of the Employment Code, making awards of bonus shares or of negotiable securities convertible into shares and fixing the nature and amount of the reserves, profits or premiums to be capitalised;
 - setting the number of new shares to be issued and the rules for limiting allocations applicable in the event of over-subscription;
 - setting the terms, timetable and means of issues, determining the nature and characteristics of negotiable securities to be issued (and amend them during their life span in accordance with applicable formalities), carrying out all transactions necessary or useful for the issue of negotiable securities in accordance with this delegation (including shares resulting from the exercise of a right under the provisions of Articles L. 228-91 and L. 228-93 of the French Commercial Code), making any adjustments required by legal or regulatory provisions or applicable contractual stipulations intended to take account of the impact of transactions on the Company's share capital, on its own initiative;
 - noting the realisation of capital increases and amend the Articles of Association accordingly;
 - charging the expenses of the increases in the authorised share capital to the amount of the associated premiums, and to deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital after each increase; and
 - in general to do whatever is useful and enter into any agreements to ensure the successful outcome of the transactions planned within the framework of this resolution.
10. resolves that this delegation of competence granted to the Board of Managers is valid for a period of twenty-six (26) months from the date of this General Meeting and ends and replaces with immediate effect the unused part of the authorisation given by the eighteenth resolution of the combined General Meeting of 15 May 2018.

Twenty-Eighth Resolution

(Authorisation to be given to the Board of Managers, for a period of thirty-eight months, to award a maximum of three hundred and fifty thousand shares to be issued or already existing without preferential subscription rights for employees or executive officers of the Company or of affiliated companies)

The General Meeting, acting under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Board of Managers, the report of the Supervisory Board and the report of the Auditors, and in accordance with the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code;

1. authorises the Board of Managers to award, on one or more occasions, existing ordinary shares or ordinary shares to be issued of the Company free of charge;
2. resolves that the beneficiaries of awards, subject to the provisions of Article L. 225-197-6 of the French Commercial Code, shall be designated from among the employees of the Company or companies or groupings affiliated to it in accordance with the terms of Article L. 225-197-2 of the French Commercial Code or corporate executive officers of the Company and/or companies or groupings affiliated to it who meet the conditions set out in Article L. 225-197-1 of the French Commercial Code, in accordance with the conditions defined below;
3. resolves that the total number of shares awarded free of charge under this resolution shall not exceed three hundred fifty thousand (350,000) shares, on the understanding that within this upper limit, the number of shares awarded to corporate executive officers shall not exceed one hundred thousand (100,000).
4. resolves that issues of new shares in favour of employees or corporate executive officers of the Company and/or companies or groupings affiliated to it in accordance with the 29th resolution shall be counted against the upper limits stated in paragraph 3 of this resolution;
5. resolves that the nominal amount of capital increases pursuant to this delegation of competence will be counted against the upper limits referred to in paragraph 1 of the 25th resolution of this General Meeting;
6. resolves that awards of shares to their beneficiaries shall be definitive at the end of a minimum vesting period of one (1) year. The Board of Managers may also extend the vesting period and/or set a lock-up period, it being understood that the combined length of the vesting and lock-up periods shall not be less than two (2) years. However, it is specified that (i) the awarding of shares to their beneficiaries shall be definitive before the end of the applicable vesting period in the event that a beneficiary dies or is deemed to have a disability that falls within the second or third categories provided for by Article L. 341-4 of the French Social Security Code and (ii) awards of shares to executive officers must comply with the conditions set out in Article L. 225-197-1 of the French Commercial Code and by the corporate governance code to which the Company refers.
7. formally notes and resolves, if applicable, that the present delegation automatically entails the express waiver by holders of negotiable securities that may be issued under this delegation of competence of their preferential subscription rights in respect of shares to be issued by the Company to which these negotiable securities give the right;
8. resolves that the Board of Managers will have all necessary powers to implement this delegation and in particular:
 - to decide whether the bonus shares awarded shall be existing shares or shares to be issued, determine the conditions and any criteria for award of the shares, and to draw up the list or lists of beneficiaries of the awards;
 - if applicable, make the vesting of all or some of the shares subject to achieving one or more performance conditions to be determined by the Board of Managers;
 - to extend the vesting period and/or set a holding period for the shares, subject to the minimum vesting period and the cumulative period indicated in paragraph 6 above, on the understanding that, for shares that may be awarded to the corporate executive officers covered by Article L. 225-197-1, II paragraph 4 of the French Commercial Code, the Board of Managers shall be responsible

for deciding that such shares may not be sold by their holders while they remain in office, or to fix the number of such shares that they will be required to hold in registered form until the end of their term of office;

- in the event of any transactions involving the share capital that may be effected during the vesting period of the shares awarded, to adjust the number of shares as required to preserve the rights of the beneficiaries and, in this case, to determine the procedures for such adjustment;
 - if the award is for shares to be issued, to carry out the capital increases by capitalisation of reserves or issue premiums of the Company that are to be effected when the shares are fully vested by the beneficiaries, to formally note the carrying out of said capital increases, to set the dividend entitlement dates of the new shares, and to amend the Articles of Association accordingly;
 - to carry out all formalities, and in general to do whatever is necessary and enter into any agreements to ensure the successful outcome of the transactions planned within the framework of this resolution.
9. resolves that this authorisation granted to the Board of Managers is valid for a period of thirty-eight (38) months from the date of this General Meeting and ends and replaces with immediate effect the unused part of the delegation given by the nineteenth resolution of the combined General Meeting of 15 May 2018.

Twenty-Ninth Resolution

(Authorisation to be given to the Board of Managers, for a period of thirty-eight months, to grant stock purchase and/or subscription options in favour of employees and/or executive officers of the Company or of affiliated companies)

The General Meeting, acting under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Board of Managers, the report of the Supervisory Board and the special report of the Auditors, and in accordance with the provisions of Articles L. 225-177 et seq. of the French Commercial Code:

1. resolves to authorise the Board of Managers, to grant, on one or more occasions, to some or all employees and executive officers of the Company and/or companies or groupings affiliated to it within the meaning of Article L. 225-180 of the French Commercial Code, options giving the right to buy the Company's shares and/or options giving the right to subscribe to new shares of the Company to be issued;
2. resolves that the options that may be granted by the Board of Managers pursuant to this authorisation shall give the right to purchase or subscribe to a maximum of three hundred and fifty thousand (350,000) shares of the Company, on the understanding that within this limit, this number may not exceed one hundred thousand (100,000) shares of the Company as regards executive officers, it being specified that (i) the abovementioned upper limits will be counted against the upper limits stated in paragraph 3 of the 28th resolution of this General Meeting and (ii) the nominal amount of capital increases resulting from the exercising of options granted under this delegation of competence will be counted against the overall upper limit referred to in paragraph 1 of the 25th resolution of this General Meeting. In addition to these upper limits shall be, if applicable, the nominal amount of shares to be issued in order to preserve the rights of beneficiaries of options in accordance with legal and regulatory requirements;
3. resolves that the options may be exercised by the beneficiaries during a period of a maximum of seven (7) years as from the date on which they are granted;
4. resolves that the exercise price of the options by the beneficiaries will be determined on the date that the option is granted and that:

- the exercise price of the options to purchase shares cannot be lower than (i) 95% of the average quoted price of the Company's shares on the Euronext Paris regulated market over the twenty (20) trading days preceding the date of award of the stock options or (ii) the average purchase price, as of that date, of the shares purchased by the Company within the scope of Articles L. 225-208 and L. 225-209 of the French Commercial Code, subject to the corporate governance code to which the Company refers as regards executive officers; and
- the exercise price of the options to subscribe to shares shall be determined on the date on which the option will be granted and cannot be less than 95% of the average quoted price of the Company's shares on the Euronext Paris regulated market over the twenty (20) trading days preceding the date of award of the stock options.

If the Company carries out one of the transactions referred to in Article L. 225-181 of the French Commercial Code or Article R. 225-138 of the French Commercial Code, the Company shall, in accordance with applicable regulations, take the measures necessary to protect the interests of beneficiaries pursuant to Article L. 228-99 of the French Commercial Code.

5. notes that this authorisation entails the express waiver by shareholders of their preferential subscription rights to the shares that may be issued over time as the options are exercised in favour of the beneficiaries of the stock options.
6. resolves that the Board of Managers will have all necessary powers to implement this delegation and in particular, in accordance with the terms provided by applicable and regulatory requirements and within the abovementioned limits:
 - determining whether the options granted are options to subscribe to and/or purchase shares;
 - determining the list of beneficiaries and the conditions to be met by the beneficiaries of said options, as well as the conditions for exercising these options, and the number of options allocated to each of them;
 - setting the terms and conditions of the options and in particular, the period (or periods) when the options may be granted and exercised and, if applicable, any holding period for the shares (wherein the required holding period shall not exceed three (3) years, the maximum period, as from the date of exercise of the options), on the understanding that the exercise of options granted to corporate officers must comply with the terms set out in Article L. 225-185 of the Commercial Code and the corporate governance code to which the Company refers;
 - determining the date of dividend entitlement (even retroactive) of new shares resulting from the exercising of subscription options;
 - where applicable, temporarily suspending, for a maximum period of three (3) months, the possibility of exercising options in the event of transactions entailing the exercise of a right attached to the shares;
 - noting the carrying out of capital increases and charging the expenses of the increases in the authorised share capital to the amount of the associated premiums, and to deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital after each increase; and
 - to carry out all formalities, and in general to do whatever is necessary and enter into any agreements to ensure the successful outcome of the transactions planned within the framework of this resolution.

Each year, the Board of Managers shall inform the General Meeting of the transactions completed pursuant to this authorisation.

7. resolves that this authorisation granted to the Board of Managers is valid for a period of thirty-eight (38) months from the date of this General Meeting and ends and replaces with immediate effect the unused part of the authorisations given by the twentieth and twenty-first resolutions of the combined General Meeting of 15 May 2018.

Thirtieth Resolution

(Delegation of competence to be given to the Board of Managers, for a period of eighteen months, to issue share warrants (BSAs), warrants to subscribe and/or acquire new and/or existing shares (BSAANEs) and/or warrants to subscribe and/or acquire new and/or existing redeemable shares (BSAARs), with preferential subscription rights waived in favour of managers, corporate officers and executives employed by the Company and its subsidiaries)

The General Meeting, acting under the conditions as to quorum and majority for Extraordinary General Meetings, having considered the report of the Board of Managers, the report of the Supervisory Board and the special report of the Statutory Auditors, and in accordance with Articles L. 225-129 to L. 225-129-6, L. 225-138 and L. 228-91 et seq. of the French Commercial Code:

1. delegates to the Board of Managers its competence to decide upon the issue, on one or more occasions, in the amounts and at the times that it deems appropriate and in France and abroad, of (i) share warrants (BSAs), warrants to subscribe and/or acquire new and/or existing shares (BSAANEs) and/or (ii) warrants to subscribe and/or acquire new and/or existing redeemable shares (BSAARs), with preferential subscription rights being withheld in favour of a defined category of persons as follows: managers, corporate officers and executives employed by the Company and by its French and foreign subsidiaries;
2. resolves that BSAs, BSAANEs and/or BSAARs that may be issued by the Board of Managers pursuant to this authorisation cannot give the right to subscribe to a number of shares resulting in the maximum nominal amount of ten million euros (€10,000,000) being exceeded, in addition to, if applicable, the nominal amount of the shares to be issued to preserve the rights of holders of BSAs, BSAANEs and/or BSAARs in accordance with legal and regulatory requirements as well as applicable contractual stipulations;
3. resolves that the nominal amount of capital increases resulting from the exercising of BSAs, BSAANEs and/or BSAARs granted under this delegation of competence will be counted against the overall upper limit referred to in paragraph 1 of the 25th resolution of this General Meeting;
4. resolves to withhold shareholders' preferential rights to subscribe the BSAs, BSAANEs and/or BSAARs mentioned in this resolution, and to reserve the rights to subscribe such warrants for managers, corporate officers and executives employed by the Company and by its French and foreign subsidiaries. The Board of Managers shall determine from this category the list of people authorised to subscribe the BSAs, BSAANEs and/or BSAARs, along with the maximum number of BSAs, BSAANEs and/or BSAARs that may be subscribed by each of them;
5. resolves that the Board of Managers shall determine, in accordance with regulations in force, all characteristics of the BSAs, BSAANEs and/or BSAARs, including their subscription price, which shall be determined, after taking the advice of an independent appraiser, on the basis of parameters influencing that price (mainly including the exercise price, lock-up period, exercise period, trigger threshold and redemption period, interest rate, dividend distribution policy, and price and volatility of the Company's shares), along with any performance conditions, the arrangements of the issue and the terms and conditions of the issue contract;
6. notes and decides that this delegation, by operation of law, shall entail all preferential rights to subscribe to new shares issued through the exercise of these BSAs, BSAANEs and/or BSAARs that may be issued under this resolution being withheld from existing shareholders in favour of holders of the BSAs, BSAANEs and/or BSAARs issued under this resolution;

7. resolves that before using this delegation of competence, the Board of Managers must submit the principle of using it, including the main characteristics of the BSAs, BSAANEs and/or BSAARs, to the Company's Supervisory Board;
8. resolves that the Board of Managers will have all necessary powers to implement this delegation and in particular:
 - to establish the exact list of beneficiaries within the category of persons defined above, the nature and number of warrants to be granted to each of them, the number of shares to which each warrant will give the right, the issue price of the warrants and the subscription and/or purchase price of the shares to which the warrants give the right in accordance with the conditions set out above;
 - on its own initiative, to charge the expenses of the increases in the authorised share capital to the amount of the associated premiums, and to deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital after each increase;
 - to take any measures, form any agreements and carry out any formalities to perform these issues of BSAs, BSAANEs and/or BSAARs, to record the resulting increases in capital, to amend the Articles of Association accordingly, and to amend the BSA, BSAANE and/or BSAAR issue contract if it deems it necessary (subject to the agreement of holders of BSAs, BSAANEs and/or BSAARs); and
 - to carry out all formalities, and in general to do whatever is necessary and enter into any agreements to ensure the successful outcome of the transactions planned within the framework of this resolution.
9. resolves that this authorisation granted to the Board of Managers is valid for a period of eighteen (18) months from the date of this General Meeting and ends and replaces with immediate effect the unused part of the delegation given by the twenty-second resolution of the combined General Meeting of 15 May 2018.

Thirty-First Resolution

(Powers to carry out formalities)

The General Meeting confers all necessary powers on the holder of an original, copy or certified true extract of the minutes of this meeting to carry out any filings and formalities required by law.

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