

**ALTEN**

**A public limited company with a share capital of 36,878,416.05 Euros  
Registered office: 40 avenue André Morizet - 92100 Boulogne Billancourt  
Nanterre Trade and Companies Register 348 607 417**

**ARTICLES OF INCORPORATION**

*Articles of Incorporation amended on November 16, 2023*

*This document is a free translation into English of the original French Articles of Incorporation.*

*In the event of a conflict in interpretation, reference should be made to the French version, which shall prevail.*

## **ARTICLES OF INCORPORATION**

### **SECTION I**

#### **LEGAL FORM – CORPORATE PURPOSE – NAME – REGISTERED OFFICE – TERM – SHARE CAPITAL**

##### **ARTICLE 1 – LEGAL FORM**

The owners of the shares created below and of those which may be created in the future are forming a joint stock company administered by a board of directors, governed by the laws and regulations in force and by these Articles of Incorporation.

##### **ARTICLE 2 – CORPORATE PURPOSE**

The Company's corporate purpose is:

All services in France and abroad relating to technology, IT, or electronics particularly regarding to:

- consulting, research, and engineering,
- training, assistance, maintenance,
- operating systems and networks, outsourcing,
- development and distribution of products, hardware or software,

And also:

The Company's direct or indirect participation, by any means, in any transactions that may be related to its corporate purpose through the creation of new companies, contributions, subscription or purchase of securities or ownership interests, merger or otherwise, creation, acquisition, rental, management of all business assets or facilities, taking, acquiring, holding or disposing of any patents covering these processes and activities.

And generally, all industrial, commercial, financial, civil, personal or real estate transactions that may be either directly or indirectly connected to the company's purpose or to any similar or related purpose.

##### **ARTICLE 3 – COMPANY NAME**

The Company's name is: ALTEN.

##### **ARTICLE 4 – REGISTERED OFFICE**

The registered office is located at: 40, avenue André Morizet - 92100 Boulogne Billancourt, France.

It may be transferred within the French territory by a simple resolution of the Board of Directors, subject to ratification by the next ordinary general meeting of shareholders.

##### **ARTICLE 5 – TERM**

The term of the Company is set to ninety-nine (99) years from the date of its registration in the Trade and Companies Register, except in cases of dissolution and extension.

## **ARTICLE 6 – SHARE CAPITAL**

The share capital is set at EUR 36,878,416.05.

It is divided into 35,122,301 fully paid-up Ordinary Shares each with a par value of EUR 1.05.

The Preferred B Shares issued by the company have the following characteristics:

### **Rights attached to Preferred B Shares:**

Preferred B Shares and the rights of their holders are governed by the applicable provisions of the French Commercial Code, particularly Articles L. 228-11 et seq.

Preferred B Shares are subject to all the provisions of the Articles of Incorporation and to the decisions of the general meetings of the holders of Ordinary Shares.

The Preferred B Share shall, as from its vesting within the meaning of Article L. 225-197-1 of the French Commercial Code, entitle the holder to receive half of the distribution to each Ordinary Share without the option to receive the dividend in shares as provided for in Article 28. Preferred B Shares shall not have any preferential subscription rights in respect of any capital increase or transaction with rights over ordinary shares. However, the conversion ratio shall be adjusted to preserve the rights of Preferred B Shares' holders, in accordance with legal and regulatory requirements. With respect to the ownership of the company's assets, the Preferred B Share shall give the right to a portion of the liquidation surplus pro rata to the portion of the capital it represents.

Preferred B Shares shall be deprived of any voting right at ordinary and extraordinary meetings of holders of Ordinary Shares but shall have voting right at special meetings of holders of Preferred B Shares. The holders of Preferred B Shares shall be convened in a special meeting for any proposed modification of the rights attached to the Preferred B Shares. In addition, in accordance with the provisions of Article L. 228-17 of the French Commercial Code, any project of merger or spin-off of the Company in which the Preferred B Shares may not be exchanged for shares with equivalent special rights shall be submitted to any relevant special meeting for approval.

Special meetings shall only be valid if the shareholders present or represented hold at least one third, on first call, and one fifth, on second call of the Preferred B Shares with voting rights. In the event of a change or amortization of the share capital, the rights of holders of Preferred B Shares shall be adjusted to preserve their rights in accordance with Article L. 228-99 of the French Commercial Code.

### **Conversion of Preferred B Shares into Ordinary Shares:**

Preferred B Shares are only convertible into Ordinary Shares after a period of four years from their initial allocation by the Board of Directors.

Each Preferred B Share is convertible on the basis of the fulfilment of performance criteria calculated over four consecutive financial years by comparison between the Target Year and the Reference Year.

For the application of this conversion rule, the following definitions shall apply:

- « **Target Year** » or « **N** »: means the last of ALTEN S.A.'s four consecutive accounting periods ending on or after the first day of the Allocation Year.
- « **Allocation Year** »: means the ALTEN S.A. accounting period during which the Allocation occurs.
- « **Reference Year** »: means the ALTEN S.A. accounting year preceding the Allocation Year.

« <b>Turnover</b> » or « <b>CA</b> »:	means ALTEN S.A.'s consolidated turnover, under IFRS and at constant exchange rates, as shown in the audited accounts for the year concerned.
« <b>Coefficient CA</b> » or « <b>CoefCA</b> »:	means the coefficient based on the growth in turnover between the Reference Year and the Target Year.
« <b>Multiplier Coefficient</b> » or « <b>M</b> »:	<p>means the multiplying factor linked to the presence of the holder of the Preferred B Shares in the ALTEN Group workforce (which is understood to be without notice) as follows:</p> <ul style="list-style-type: none"> <li>- <b>M = 0,01</b> is the coefficient that applies by default;</li> <li>- <b>M = 0,1</b> if the holder of the Preferred B Shares is in employment on the third anniversary of the initial grant of the Preferred B Shares;</li> <li>- <b>M = 1</b> (i) if the holder of the Preferred B Shares is in employment on the fourth anniversary of the initial allocation of the Preferred B Shares or (ii) in the event of (y) the death or (z) the disability of the beneficiary corresponding to the classification in the second and third categories provided for in Article L. 341-4 of the French Social Security Code.</li> </ul>
« <b>Coefficient ROA</b> » or « <b>CoefROA</b> »:	means the coefficient based on the growth of the Operating Profit on Activity between the Reference Year and the Target Year.
« <b>Allocation</b> »:	means the allocation of the Preferred B Shares by the Board of Directors in accordance with the authorization of the General Meeting of Shareholders.
« <b>Δ1</b> »	means the percentage growth in turnover between the Reference Year (base 100) and the Target Year.
« <b>Δ2</b> »	means the growth, expressed as a percentage, of the Operating Profit on Activity between the Reference Year (base 100) and the Target Year.
« <b>Conversion Ratio</b> » or « <b>RC</b> »:	means 100 Ordinary Shares for 1 Preferred B Share.
« <b>RC1</b> »:	means the number of ordinary shares resulting from the Conversion Ratio calculated on the basis of the turnover target Δ1.
« <b>RC2</b> »:	means the number of ordinary shares resulting from the Conversion Ratio calculated on the basis of the Operating Profit on Activity target Δ2.
« <b>Operating Profit on Activity</b> » or « <b>ROA</b> »:	means ALTEN S.A.'s consolidated operating profit on activity, under IFRS and at constant exchange rates, as shown in the audited accounts for the year concerned.

The number of Ordinary Shares resulting from the conversion of each Preference B Share will be equal to the sum of **RC1** and **RC2** (**RC1 + RC2**).

**Performance criterion based on growth in turnover between the Reference Year and the Target Year (weight 20%)**

**RC1** will be calculated by multiplying the Conversion Ratio by: (i) 20%, (ii) the Multiplier Coefficient, and (iii) the Coefficient CA.

**RC1** is equal to:  $RC \times 20\% \times M \times \text{CoefCA}$ .

The Coefficient CA will be determined as follows:

- If  $\Delta 1$  is **greater than or equal to 126%**, then the **Coefficient CA is equal to 100%**;
- If  $\Delta 1$  is **equal to 122%**, then the **Coefficient CA is equal to 80%** and is calculated linearly if  $\Delta 1$  is greater than 122%;
- If  $\Delta 1$  is **equal to 118%**, then the **Coefficient CA is equal to 60%** and is calculated linearly if  $\Delta 1$  is greater than 118% and less than 122%;
- If  $\Delta 1$  is **equal to 114%**, then the **Coefficient CA is equal to 40%** and is calculated linearly if  $\Delta 1$  is greater than 114% and less than 118%;
- If  $\Delta 1$  is **equal to 110%**, then the **Coefficient CA is equal to 20%** and is calculated linearly if  $\Delta 1$  is greater than 110% and less than 114%;
- If  $\Delta 1$  is **less than 110%**, then the **Coefficient CA is equal to 0%**.

**Performance criterion based on the growth of the Operating Profit on Activity between the Reference Year and the Target Year (weight 80%)**

**RC2** will be calculated by multiplying the Conversion Ratio by (i) 80%, (ii) the Multiplier Coefficient, and (iii) the Coefficient ROA.

**RC2** is equal to:  $RC \times 80\% \times M \times \text{CoefROA}$ .

The Coefficient ROA will be determined as follows:

- If  $\Delta 2$  is **greater than or equal to 126%**, then the **Coefficient ROA is equal to 100%**;
- If  $\Delta 2$  is **equal to 122%**, then the **Coefficient ROA is equal to 80%** and is calculated linearly if  $\Delta 2$  is greater than 122%;
- If  $\Delta 2$  is **equal to 118%**, then the **Coefficient ROA is equal to 60%** and is calculated linearly if  $\Delta 2$  is greater than 118% and less than 122%;
- If  $\Delta 2$  is **equal to 114%**, then the **Coefficient ROA is equal to 40%** and is calculated linearly if  $\Delta 2$  is greater than 114% and less than 118%;
- If  $\Delta 2$  is **equal to 110%**, then the **Coefficient ROA is equal to 20%** and is calculated linearly if  $\Delta 2$  is greater than 110% and less than 114%;
- If  $\Delta 2$  is **less than 110%**, then the **Coefficient ROA is equal to 0%**.

Within 30 days of the certification of the accounts for the Target Year, the Company will inform each holder of Preferred B Shares of the number of Ordinary Shares to which each Preferred B Share is entitled upon conversion. Holders of Preferred B Shares will have a period of 18 months from the fourth anniversary of their initial allocation by the Board of Directors to request their conversion. If they fail to do so, at the end of this 18-month period, the Preferred B Shares will automatically be converted into Ordinary Shares.

Where the total number of Ordinary Shares to be received by a holder by applying the Conversion Ratio to the number of Preferred B Shares held by such holder is not a whole number, such holder shall receive the next lowest number of Ordinary Shares.

The Board of Directors shall record the conversion of the Preferred B Shares into Ordinary Shares for which the conversion complies with the conditions set out above.

At such intervals as it shall determine, the Board of Directors shall record, if applicable, the number of Ordinary Shares resulting from the conversion of Preferred B Shares during the said financial year and

shall make the necessary amendments to the Articles of Incorporation, in particular with respect to the allocation of shares by category. This power may be delegated to the Chief Executive Officer.

The Ordinary Shares resulting from the conversion of the Preferred B Shares shall be assimilated to Ordinary Shares.

**Preferred B Shares buyback:**

If the conversion conditions are not fulfilled, the non-convertible Preferred B Shares shall be repurchased by the Company, at its sole discretion, at their nominal value. The Preferred B Shares so repurchased shall be cancelled and the share capital reduced accordingly.

The Company shall inform the holders of Preferred B Shares of the repurchase by any means prior to the effective date of the repurchase.

The Board of Directors shall record the number of shares repurchased and cancelled and shall make the necessary amendments to the Articles of Association.

## **SECTION II**

### **SHARES / SECURITIES**

#### **ARTICLE 7 – TYPE**

The Company may issue shares and other securities, either against payment in cash or in consideration for contributions, or by incorporation of reserves or any other manner provided for by the current regulations.

#### **ARTICLE 8 – FORM**

The shares issued by the Company are registered or bearer shares, depending on the shareholder's choice.

Registered Shares are registered in an account under the terms and conditions provided for by the legal provisions. A share registration certificate is issued by the Company at the request of the holder of registered shares.

The shares remain negotiable after the dissolution of the Company until the liquidation is finalized.

#### **ARTICLE 9 – CROSSING THRESHOLDS**

Any natural or legal person, acting alone or in concert, who comes to own the number of shares or voting rights exceeding the thresholds provided for by the regulations in force must comply with the disclosure obligations provided for by the latter. The same information is due when the shareholding or voting rights fall below the thresholds provided for by the regulations in force.

In addition, any natural or legal person acting alone or in concert who owns a percentage of the share capital or voting rights exceeding 3%, shall be required to inform the company of the total number of shares and voting rights held, by registered letter with acknowledgement of receipt, within fifteen days from the date on which the 3% threshold was exceeded. The information referred to in this paragraph shall also be provided within the same timeframe when the shareholding or voting rights fall below the 3% threshold.

In order to determine the shareholding threshold provided for above, the following are deemed to be shares owned by the person required to send notification as stipulated in the previous paragraph:

1. The shares held by other persons on behalf of that person,
2. The shares held by companies controlled by that person,
3. The shares held by a third party with whom the person is acting in concert,
4. The shares which any of the persons referred to in paragraphs 1, 2, and 3 above is entitled to acquire, on its own initiative, by virtue of an agreement.

In case of non-compliance with the obligation mentioned in the two paragraphs above, the shares exceeding the undeclared fraction shall be deprived of voting rights at the request of one or more shareholders holding at least 3% of the share capital, which shall be recorded in the minutes of the General Meeting of Shareholders.

#### **ARTICLE 10 – IDENTIFICATION OF THE SHAREHOLDERS**

The Company is authorized to request at any time, under the conditions provided for by the legal and regulatory provisions in force, information concerning the owners of its shares and securities conferring immediate or future voting rights at its own shareholders' meetings.

The Company is also entitled to request, under the conditions set out in the French Commercial Code, the identity of the owners of securities when the Company considers that certain holders whose identity has been disclosed to it, own securities on behalf of third parties.

The Company may ask any legal entity owning more than 2.5% of the share capital or voting rights to disclose the identity of persons holding directly or indirectly more than one third of the share capital of that legal entity or of the voting rights at its general meetings.

#### **ARTICLE 11 – PAYING IN SHARES**

Cash shares shall be paid up upon subscription for at least one quarter of their nominal value and for the entire premium, if the issuance is made with a premium. The surplus shall be paid up in one or more instalments by a decision of the Board of Directors within a period that shall not exceed five (5) years from the date on which the capital increase becomes final.

Any delay in the payment of the amounts due on the unpaid amount of the shares shall automatically entail, without the need for any formality whatsoever, the payment of interest at the legal rate for commercial matters increased by THREE points, pro rata temporis, per day of delay as from the due date, without prejudice to the personal action that the Company may take against the defaulting shareholder and to the compulsory enforcement measures provided for by law.

#### **ARTICLE 12 – TRANSFER OF SHARES**

The shares are freely negotiable, unless otherwise provided by law or regulation. Assignments or transfers of shares shall be made with respect to the Company and third parties by an account-to-account transfer under the conditions provided for by the regulations.

#### **ARTICLE 13 – INDIVISIBILITY OF SHARES - BARE OWNERSHIP – BENEFICIAL OWNERSHIP**

**13.1.** The shares are indivisible with regard to the Company.

The co-owners of undivided shares shall be represented at general meetings by one of them or by a single proxy. In the event of disagreement, the proxy shall be appointed in court at the request of the most diligent co-owner.

**13.2.** The voting rights attached to the shares shall belong to the beneficial owner at ordinary general meetings and to the bare owner at extraordinary general meetings.

## **ARTICLE 14 – RIGHTS AND OBLIGATIONS ATTACHED TO THE SHARES**

Subject to the terms of Article 6 regarding the Preferred Shares:

- 14.1.** Each share entitles its holder to a right to the profits, corporate assets and liquidation surplus in proportion to the percentage of the share capital it represents.
- 14.2.** Whenever it is necessary to own a certain number of shares to exercise a right, the shareholders who do not have that number shall be responsible for acquiring the required number of shares.
- 14.3.** As soon as their shares are registered, shareholders shall have a double voting right depending on the time frame in force on the date they are registered. Any change to this time frame is not enforceable against that shareholder.

Notwithstanding what is specified in paragraph 14.1. above, a double voting right is attributed to all fully paid-up shares for which proof of registration in the name of the same shareholder for at least four (4) years is provided.

In the event of a capital increase by the incorporation of reserves, profits or share premiums, this double voting right shall apply, as soon as they are issued, to the new shares allocated free of charge to a shareholder on the basis of existing shares for which he already has this right.

The merger or spin-off of the Company shall have no effect on the double voting right, which may be exercised within the beneficiary company or companies if the Articles of Incorporation of such company or companies provide for such right.

Any share converted to a bearer share or whose ownership is transferred loses the double voting right except in all cases provided for by law.

## **ARTICLE 15 – BONDS**

The Company may issue bonds upon decision or authorization of the Board of Directors in accordance with the applicable legal provisions. The bonds shall be in registered or bearer form at the bondholder's discretion.

## **SECTION III ADMINISTRATION AND CONTROL OF THE COMPANY**

## **ARTICLE 16 – BOARD OF DIRECTORS – COMPOSITION – DIRECTORS' TERM OF OFFICE – CONDITIONS - REMUNERATION**

The Company is managed by a Board of Directors of at least three (3) and no more than eighteen (18) members. However, in the event of a merger, this number of eighteen (18) persons may be exceeded under the conditions and within the limits set by the French Commercial Code.

Directors are appointed by the Ordinary General Meeting of Shareholders, which may dismiss them at any time. In the event of a merger or spin-off, they may be appointed by the Extraordinary General Meeting of Shareholders. Legal entities appointed as Directors are required to appoint a permanent representative subject to the same conditions and duties as if he were a director himself.

No natural person over the age of seventy (70) may be appointed as a member of the Board of Directors if his or her appointment would bring the proportion of Board Members over the age of 70 to over one third of the board. This age limit shall apply to the permanent representatives of legal entities that serve as directors.



A Company employee may only be appointed as a director if his or her employment contract corresponds to actual employment. The number of directors bound to the Company by an employment contract may not exceed one third of the directors in office.

The General Meeting of Shareholders may allocate to the members of the Board of Directors, as remuneration for their duties, a fixed annual amount which shall be charged to operating expenses. The Board of Directors shall freely distribute the total amount allocated among its members in accordance with the conditions laid down by the regulations. The remuneration of the Chairman shall be determined by the Board of Directors in accordance with the conditions laid down in the regulations. The Board of Directors may allocate exceptional remuneration for missions or assignments entrusted to members of the Board under the conditions provided for by the regulations.

Directors have a term of office of four (4) years, expiring at the end of the ordinary general meeting of shareholders held in the year in which the term of office expires to approve the accounts for the previous financial year. Any outgoing director is eligible for re-election.

Accepting and serving as a director shall entail the commitment of each person to certify in writing at any time that he or she personally meets the conditions and obligations required by the laws in force, particularly with regard to the holding of multiple offices.

Pursuant to Article L. 225-27-1 of the French Commercial Code, the Board of Directors also includes one or more directors representing the group's employees.

In the event that the number of directors appointed by the General Meeting of Shareholders exceeds eight, a second director representing the employees shall be appointed in accordance with the provisions below, within six months of the cooptation by the Board or the appointment by the General Meeting of the new director.

The number of Board members to be taken into account in determining the number of directors representing employees shall be assessed on the date of appointment of the employee representatives to the Board.

The term of office of the director(s) representing the employees shall be 4 years.

In the event of a vacancy for any reason whatsoever in the seat of the director representing the employees, the vacant seat shall be filled under the conditions set out in Article L. 225-34 of the French Commercial Code.

The director(s) representing the employees shall be appointed by the social and economic Committee.

#### **ARTICLE 17 – CHAIRMAN OF THE BOARD OF DIRECTORS**

The Board of Directors shall elect from among its members a Chairman, who must be a natural person, for a term which may not exceed his or her term of office as Director. It shall determine his remuneration in accordance with the conditions provided for by the regulations. The Board of Directors may at any time end his term of office.

The age limit for the position of Chairman is 75 years.

The Chairman of the Board of Directors organizes and directs the work of the Board. He ensures the proper functioning of the Company's bodies and, in particular, that the Directors are able to fulfil their duties.

If it deems necessary, the Board of Directors may appoint, from among the Directors, a Vice-Chairman whose duties consist exclusively, in the absence of the Chairman, of chairing the meetings of the Board of Directors and the General Meetings. The Board of Directors shall set his term of office, which may not exceed his term of office as a director. In the absence of the Chairman and the Vice-Chairman, the Board of Directors shall designate one of the Board Members present to chair the meeting.

## **ARTICLE 18 - DELIBERATIONS OF THE BOARD OF DIRECTORS – MINUTES**

The Board of Directors shall meet as often as the interests of the Company require. It is convened by the Chairman on his own initiative and, if he is not the Chief Executive Officer, at the request of the Chief Executive Officer or, if the Board has not met for more than two (2) months, at the request of at least one third of the directors. Apart from these cases where it is set by the applicant(s), the agenda is set by the Chairman. Meetings must be held at the registered office. They may, however, be held at any other place indicated in the notice of meeting, but subject to the consent of at least half of the directors in office.

The Board of Directors shall only deliberate validly if at least half of its members are present. The internal regulations may provide that shall be deemed to be present for the calculation of the quorum and majority directors who participate in the meeting by videoconference or telecommunication means within the limits and under the conditions set by the laws and regulations in force.

Decisions shall be taken by a majority of the votes of the members present or represented, each director present or represented having one vote and each director present being able to hold only one proxy. In the event of a tie, the Chairman of the meeting shall have the casting vote. If the Board of Directors is composed of less than five (5) members and only two (2) directors attend the meeting, decisions must be taken unanimously.

The deliberations of the Board of Directors shall be recorded in minutes drawn up and signed in a special register or on loose paper under the conditions provided for by the provisions in force.

The Board of Directors may appoint, at each meeting, a secretary who may not be a director.

The Board of Directors may also take decisions by written consultation of the directors under the conditions provided by law.

## **ARTICLE 19 – POWERS OF THE BOARD OF DIRECTORS**

The Board of Directors determines the orientations of the Company's activity and ensures their implementation. Subject to the powers expressly attributed to the shareholders' meetings and within the limits of the corporate purpose, it deals with any question concerning the proper operation of the Company and settles by its deliberations the matters that concern it.

In its relations with third parties, the Company is bound even by the acts of the Board of Directors which do not fall within the corporate purpose, unless it proves that the third party knew that the act exceeded that purpose or could not have been unaware of it given the circumstances.

The Board of Directors shall carry out such controls and verifications as it deems appropriate. The Chairman or the Chief Executive Officer of the Company is required to provide each Director with all the documents and information necessary to carry out his duties.

The Board of Directors may decide upon the establishment of one or more committees to study the issues that it or the Chairman submits for their examination.

## **ARTICLE 20 – GENERAL MANAGEMENT**

The general management shall be carried out, under its responsibility, either by the Chairman of the Board of Directors or by another natural person chosen from among the members of the Board or otherwise, who shall have the title of CEO (Chief Executive Officer).

The Board of Directors, acting in accordance with the conditions defined in Article 18, shall choose between the two (2) methods of carrying out the general management. It may at any time change its choice. In each case, it shall inform the shareholders and third parties in accordance with the regulations in force.

In the event that the Chairman performs the duties of Chief Executive Officer, the provisions of these Articles of Incorporation relating to the latter shall apply to him.

When the general management is not conducted by the Chairman of the Board of Directors, the Board of Directors shall appoint a Chief Executive Officer, to whom the age limit set for the Chairman of the Board of Directors applies.

The Board of Directors shall determine the Chief Executive Officer's term of office and, under the conditions provided for by the regulations, his remuneration.

The Chief Executive Officer is vested with the broadest powers to act in all circumstances on behalf of the Company. He exercises these powers within the limits of the corporate purpose and subject to the powers expressly attributed by law to the shareholders' meetings and to the Board of Directors. The Company is bound even by his acts which do not fall within the corporate purpose, unless the Company proves that the third party knew that the act exceeded this purpose or could not have been unaware of it in the circumstances. He shall represent the Company in its relations with third parties, to whom any decisions limiting his powers shall be unenforceable, and in court. He may be authorized by the Board of Directors to grant sureties, endorsements and guarantees given by the Company under the conditions and within the limits set by the regulations in force and by the Board of Directors.

On the proposal of the Chief Executive Officer, the Board of Directors may appoint one or more Deputy Chief Executive Officers, who shall be natural persons to whom the age limit set for the Chairman of the Board of Directors applies. The Deputy Chief Executive Officer(s) may be selected from among the members of the Board of Directors or otherwise. The Board of Directors shall determine the Deputy Chief Executive Officer's term of office and, under the conditions provided for by the regulations, his or her remuneration. When the Chief Executive Officer ceases or is no longer able to exercise these functions, the Deputy Chief Executive Officer(s) shall retain, unless the Board of Directors decides otherwise, their functions and powers until the appointment of the new Chief Executive Officer. In agreement with the Chief Executive Officer, the Board of Directors shall determine the scope and duration of the powers delegated to the Deputy Chief Executive Officers. The Deputy Chief Executive Officers shall have the same powers with respect to third parties as the Chief Executive Officer.

#### **ARTICLE 21 – AGREEMENTS SUBJECT TO AUTHORIZATION**

Any agreement entered into directly or through an intermediary between the Company and a member of the Board of Directors, the Chief Executive Officer or a Deputy Chief Executive Officer, a shareholder holding more than 10% of the voting rights or, in the case of a shareholder company, the company controlling it within the meaning of Article L. 233-3 of the French Commercial Code, shall be subject to prior approval from the Board of Directors.

The same applies to agreements in which one of the persons referred to in the paragraph above is indirectly interested, as well as to agreements between the Company and another company, if one of the directors or the Chief Executive Officer or one of the Deputy Chief Executive Officers of the Company is the owner, partner with unlimited liability, manager, director, member of the supervisory board or, in general, a manager of this company.

The provisions of the two (2) paragraphs above shall not apply in the cases provided for by law.

#### **ARTICLE 22 – STATUTORY AUDITORS**

The Company is audited by one or more statutory auditors, appointed and carrying out their duties in accordance with the law.

## **SECTION IV**

### **SHAREHOLDERS' GENERAL MEETINGS**

#### **ARTICLE 23 – CALLING MEETINGS - ATTENDANCE - QUORUM ET MAJORITY**

General Meetings are convened and held in accordance with the conditions set by the law and the regulations. General Meetings are held either at the Company's registered office or at any other location specified in the notice of meeting.

The shareholders' collective decisions shall be made at ordinary, extraordinary or special general meetings depending on the nature of the decisions they are called upon to make.

Shareholders shall be entitled to attend general meetings by the book-entry of shares on behalf of the shareholder or the intermediary registered on his behalf (pursuant to paragraph seven of Article L. 228-1 of the French Commercial Code), on the second business day preceding the meeting at midnight, Paris time, either in the registered securities accounts held by the Company or in the bearer share accounts kept by an authorized intermediary.

Shareholders who participate in the meeting by videoconference or by means of telecommunication that enable them to be identified and that comply with the regulations in force shall be deemed to be present for the purposes of calculating the quorum and the majority, when the Board of Directors decides to use such means of participation prior to the convening of the general meeting.

#### **ARTICLE 24 – BUREAU OF MEETINGS - ATTENDANCE SHEET - AGENDA - MINUTES**

Meetings shall be chaired by the Chairman of the Board of Directors or, in his absence, by the Vice-Chairman or by a director specially appointed for this purpose by the Board of Directors. Otherwise, the Meeting shall elect its own Chairman. The duties of scrutineers shall be performed by the two (2) members of the Meeting who are present and who accept this function and who have the largest number of votes. The bureau shall appoint the Secretary, who does not have to be a shareholder.

An attendance sheet shall be kept in accordance with the conditions provided for by law. The agenda of the General Meetings shall be determined by the person calling the meeting. However, pursuant to the conditions provided for by law, one or more shareholders may request that items or draft resolutions be included on the agenda.

The deliberations of the General Meeting are recorded in minutes drawn up under the conditions provided for by law. The copies or excerpts of these minutes shall be certified in accordance with the regulatory requirements.

**SECTION V**  
**FINANCIAL YEAR**  
**INVENTORY – ANNUAL ACCOUNTS**  
**ALLOCATION AND DISTRIBUTION OF PROFITS**  
**DIVIDEND**

**ARTICLE 25 – FINANCIAL YEAR**

Each financial year shall have a duration of one year and shall start on January 1<sup>st</sup> and end on December 31<sup>st</sup>.

**ARTICLE 26 - INVENTORY - ANNUAL ACCOUNTS**

Regular accounts of the company's operations shall be kept in accordance with the law.

At the close of each financial year, the Board of Directors shall draw up an inventory of the various assets and liabilities existing at that date.

It shall also draw up the balance sheet describing the assets and liabilities and showing separately the shareholders' equity, the income statement summarizing the revenues and expenses for the financial year, and notes supplementing and commenting on the information given in the balance sheet and the income statement.

All necessary depreciation and provisions shall be made, even if there is no or insufficient profit. The amount of any commitments made as securities, endorsements, or guarantees shall be disclosed on the balance sheet.

The Board of Directors shall draw up a management report on the Company's position during the past financial year, its foreseeable evolution, significant events that occurred between the closing date of the financial year and the date on which it is drawn up, and its research and development activities.

**ARTICLE 27 – ALLOCATION AND DISTRIBUTION OF PROFITS**

Distributable profit is made up of the profit for the financial year less previous losses and amounts to be transferred to reserves, in application of the law and the Articles of Incorporation and increased by retained earnings.

From this profit, the General Meeting may deduct any sums that it deems appropriate to allocate to any optional, ordinary or extraordinary reserve funds, or to be allocated to retained earnings.

Subject to the provisions of Article 6 specific to Preferred B Shares, the balance, if any, shall be distributed by the General Meeting among all the shareholders in proportion to the number of shares belonging to each of them.

Furthermore, the General Meeting may decide to distribute sums drawn from the reserves at its disposal, expressly indicating the reserve items from which the deductions will be made. However, dividends are deducted first from the profits of the financial year.

Except in the case of a capital reduction, no distribution may be made to shareholders where the shareholders' equity is or would become as a result of such a reduction, less than the amount of the capital plus the reserves which the law or the Articles of Association do not permit to be distributed. The revaluation surplus cannot be distributed. It may be incorporated in whole or in part into the share capital.

Following approval of the accounts by the General Meeting, any losses must be carried forward and offset against future profits until these losses are eliminated.

## **ARTICLE 28 – PAYMENT OF DIVIDENDS - INTERIM DIVIDENDS**

When a balance sheet drawn up during or at the end of the financial year and certified by the Statutory Auditors shows that the Company has, since the end of the previous financial year, after the constitution of the necessary depreciation and provisions and after deduction, if applicable, of previous losses as well as of the sums to be transferred to reserves, in application of the law or the Articles of Incorporation, made a profit, interim dividends may be distributed before the approval of the financial statements for the year. The amount of these interim dividends may not exceed the amount of the profit as defined above.

The Board of Directors shall be entitled to decide, in the cases provided for by law, to distribute an interim dividend from the previous or current financial year before the year's annual financial statements have been approved and set the dividend amount and payment date.

The ordinary general meeting of shareholders called to approve the accounts of the financial year may grant each shareholder, in respect of all or part of the dividend or interim dividend, an option to receive payment of the dividend or interim dividend either in cash or in shares.

Subject to the provisions of Article 6 specific to the Preferred B Shares, the shareholder shall exercise his option on the entire dividend relating to the shares he holds.

## **SECTION VI**

### **CHANGES IN THE SHARE CAPITAL**

## **ARTICLE 29 – INCREASE AND REDUCTION OF SHARE CAPITAL**

The share capital may be increased by a decision of the General Meeting of Shareholders. This meeting shall determine the terms and conditions of the share capital increase. The meeting may delegate to the Board of Directors the competence or powers necessary to carry out the capital increase in one (1) or more times, to determine the terms and conditions, to acknowledge that the increase was properly carried out, and to amend the Articles of Association accordingly.

Subject to the provisions of Article 6 specific to the Preferred B Shares, in the event of a share capital increase in cash, the existing capital must in principle be fully paid up beforehand and the shareholders shall have a preferential subscription right granted to them by law.

Share capital increases shall be carried out notwithstanding the existence of fractional shares and the shareholders shall be personally responsible for any acquisitions or transfer of rights that may be necessary to obtain the issuance of a whole number of shares.

A share capital reduction, for any reason whatsoever, shall be authorized or decided by the General Meeting of Shareholders. It shall be carried out either by reducing the nominal value of the shares or by reducing the number of shares.

## **SECTION VII**

### **DISSOLUTION - LIQUIDATION / DISPUTES**

#### **ARTICLE 30 - DISSOLUTION - LIQUIDATION**

Subject to the cases of judicial dissolution provided for by law, the dissolution of the Company shall take place upon expiry of the term established by the Articles of Incorporation or by a decision of the General Meeting of Shareholders.

One or more liquidators shall be appointed by the General Meeting of Shareholders, which shall determine their powers.

The net assets remaining after repayment of the share capital shall be distributed among the shareholders in the same proportions as their shareholding.

If all the shares are held by a single shareholder, the dissolution of the Company, either by a court ruling at the request of a third party, or by a declaration at the registry of the Commercial Court made by the sole shareholder, a legal entity, shall entail the universal transmission of the assets, without any need for liquidation.

#### **ARTICLE 31 - DISPUTES**

All disputes which may arise during the existence of the Company or its liquidation, either between the shareholders, the directors of the Company, or among the shareholders themselves, relating to the Company's affairs, shall be judged in accordance with the law and submitted to the jurisdiction of the competent courts of the Company's registered office.