

**McPhy Energy**  
Limited company with board of directors  
Capital of €3,342,784.80  
Head office: 1115, route de Saint-Thomas - 26190 La Motte-Fanjas France  
502 205 917 R.C.S. Romans  
(the “Company”)

<p><b>TEXT OF RESOLUTIONS</b> <b>MIXED GENERAL MEETING OF SHAREHOLDERS 17 JUNE</b> <b>2021</b></p>
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**Agenda**

*Within the competence of the ordinary general meeting*

1. Approval of the Company financial statements for the year ended 31 December 2020;
2. Allocation of the results for the fiscal year ended 31 December 2020;
3. Allocation of previous deficits to the “Issue premiums” account;
4. Approval of the consolidated financial statements for the year ended 31 December 2020;
5. Approval of agreements signed pursuant to article L.225-38 of the French Commercial Code;
6. Approval of information referred to in paragraph I of article L.22-10-9 of the French Commercial Code and concerning the total compensation and benefits of all kinds paid to corporate officers during the fiscal year ended 31 December 2020 or allocated to them in respect of said fiscal year;
7. Approval of fixed, variable, and special items comprising the total remuneration and benefits of all kinds paid during the fiscal year ended 31 December 2020 or allocated in respect of said fiscal year to the Chairman of the Board of Directors of the Company, as referred to in article L.22-10-9 of the French Commercial Code;
8. Approval of fixed, variable, and special items comprising the total remuneration and benefits of all kinds paid during the fiscal year ended 31 December 2020 or allocated in respect of said fiscal year to the Chief Executive Officer of the Company, as referred to in article L.22-10-9 of the French Commercial Code;
9. Approval of the policy on the compensation of directors (excluding the Chairman of the Board of Directors) in respect of the 2021 fiscal year;
10. Determination of the global annual budget for the compensation of directors (excluding the Chairman of the Board of Directors) in respect of the 2021 fiscal year;
11. Approval of the policy on the compensation of the Chairman of the Board of Directors in respect of the 2021 fiscal year;
12. Approval of the policy on the compensation of the Chief Executive Officer in respect of the 2021 fiscal year;

*Within the competence of the extraordinary general meeting*

13. Amendment of article 14 of the Company’s articles of association relating to the duration of director appointments;

*Within the competence of the ordinary general meeting*

14. Renewal of term of office of Mr Pascal Mauberger for one year;
15. Renewal of term of office of BPIFrance Investissement for three years;
16. Renewal of term of office of EDF Pulse Croissance Holding for three years;
17. Renewal of term of office of Mrs Emmanuelle Salles for three years;
18. Renewal of term of office of Mr Léopold Demiddeleer for three years;
19. Renewal of term of office of Mr Luc Poyer for three years;
20. Renewal of term of office of Mrs Eléonore Joder for three years;
21. Renewal of term of office of Mrs Myriam Maestroni for three years;

*Within the competence of the extraordinary general meeting*

22. Delegation of authority for the purpose of reducing the share capital by cancellation of treasury shares under the terms of article L.22-10-62 of the French Commercial Code - Powers to the Board of Directors;
23. Delegation of authority for the purpose of issuing ordinary shares and/or transferable securities, with shareholders' preferential subscription rights;
24. Delegation of authority for the purpose of issuing ordinary shares and/or transferable securities, with cancellation of shareholders' subscription rights and public offering;
25. Delegation of authority to the Board of Directors for the purpose of increasing the share capital by issuing ordinary shares, with cancellation of shareholders' preferential subscription rights to the benefit of specific categories of persons meeting specified characteristics within the meaning of article L.225-138 of the French Commercial Code;
26. Delegation of authority for the purpose of increasing the share capital by issuing, with cancellation of shareholders' preferential subscriptions rights, ordinary shares and/or transferable securities giving access to the Company's capital and/or the issue of transferable securities giving right to the allocation of debt securities by private placement referred to in article L.411-2, paragraph 1 of the French Monetary and Financial Code;
27. Authorization to grant in the context of share capital increases with cancellation of shareholders' preferential subscriptions rights to set, within the limit of 10% of the share capital, the issue price in the conditions set by the shareholders' general meeting;
28. Delegation of authority for the purpose of increasing the number of shares to be issued in the context of a share capital increase maintaining or with cancellation of shareholders' preferential subscriptions rights;
29. Delegation of authority for the purpose of issuing ordinary shares and/or transferable securities giving access to the Company's share capital, to remunerate contributions in kind granted to the Company and consisting of equity securities or securities giving access to the share capital;
30. Delegation of authority to the Board of Directors for the purpose of issuing ordinary shares and transferable securities, with cancellation of shareholders' preferential subscriptions rights, in the event of a public exchange offering initiated by the Company;
31. Delegation of authority to the Board of Directors for the purpose of implementing a share capital increase to the benefit of employees and corporate officers of the Company or its affiliates, with cancellation of shareholders' preferential subscription rights to the benefit of members of a company savings plan;
32. Overall cap on the aforementioned delegations of authority;
33. Delegation of authority to the Board of Directors for the purpose of assigning new to be issued or existing free shares, with cancellation of shareholders' preferential subscription rights to the benefit of a specific category of persons;
34. Delegation of authority for the purpose of issuing founders warrants (*bons de souscription de parts de créateur d'entreprise*) under the conditions set out in article 163 b G of the French General Tax Code with cancellation of shareholders' preferential subscriptions rights to the benefit of a specific category of persons;

35. Delegation of authority for the purpose of issuing share subscription warrants (*bons de souscription d'actions*) with cancellation of shareholders' preferential subscription rights to the benefit of a specific category of persons;
36. Overall cap on the 33<sup>rd</sup>, 34<sup>th</sup> and 35<sup>th</sup> delegations of authority;
37. Ratification of amendments to articles of association made on the basis of the 28th resolution of the general meeting of 20 May 2020;
38. Amendment of article 3 of the Company articles of association relating to the corporate purpose;
39. Amendment of article 16 of the Company articles of association relating to board of directors meetings;
40. Amendment of article 18 of the Company articles of association relating to censors;

*Within the competence of the ordinary general meeting*

41. Powers to complete formalities.

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### **Text of resolutions**

*Within the competence of the ordinary general meeting*

#### **First resolution**

##### **Approval of the Company financial statements for the year ended 31 December 2020**

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors as well as the reports of the Statutory Auditors, hereby **approves** the Company financial statements for the fiscal year ended 31 December 2020 as presented, as well as the transactions reflected in the financial statements and summarized in the reports.

It specifically **approves** the total amount of non-tax-deductible charges as defined by point 4 of article 39 of the French General tax code, amounting to €12,762.

#### **Second resolution**

##### **Allocation of the results for the fiscal year ended 31 December 2020**

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, **approves** the proposal of the Board of Directors and having observed that the statements report a net accounting loss of €10,327,115.95, **decides** to allocate this amount to "Retained losses" which will thus be raised to €15,735,091.55.

In accordance with legal provisions, the general meeting **notes** that no dividend has been paid in the last three years.

### **Third resolution**

#### **Allocation of previous deficits to the “*Issue premiums*” account**

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, **decides** to partially allocate previous losses reported in “Retained losses” to the amount of €5,407,975.60, to the “*Issue premiums*” account, the total of which will therefore become €201,409,745.39.

### **Fourth resolution**

#### **Approval of the consolidated financial statements for the year ended 31 December 2020**

The general meeting of shareholders, acting under the conditions of quorum and majority required for an ordinary general meeting, having reviewed the management report including the Group management report as well as the reports of the Statutory Auditors on the consolidated financial statements for the fiscal year ended 31 December 2020, hereby **approves** the consolidated financial statements for said fiscal year as presented, as well as the transactions reflected in the financial statements and summarized in the reports.

### **Fifth resolution**

#### **Approval of agreements signed pursuant to article L.225-38 of the French Commercial Code**

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the special report of the Statutory Auditors, on regulated agreements and commitments indicated in article L.225-38 of the French Commercial Code, **approves** the agreements described in the special report of the Statutory Auditors and the terms of the report.

### **Sixth resolution**

#### **Approval of information referred to in paragraph I of article L.22-10-9 of the French Commercial Code and concerning the total compensation and benefits of all kinds paid to corporate officers during the fiscal year ended 31 December 2020 or allocated to them in respect of said fiscal year**

The general meeting of shareholders, in accordance with the requirements of articles L.225-100 II and L.22-10-34 of the French Commercial Code, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors on Company governance stipulated in article L.225-37 of the French Commercial Code, **approves** the information referred to in paragraph I of article L.22-10-9 of the French Commercial Code concerning the total compensation and benefits of all kinds paid or allocated to corporate officers in respect of the fiscal year ended on 31 December 2020, as described in said report provided in the Company’s Universal Registration Document 2019, section 13.1.

### **Seventh resolution**

**Approval of fixed, variable, and special items comprising the total remuneration and benefits of all kinds paid during the fiscal year ended 31 December 2020 or allocated in respect of said fiscal year to the Chairman of the Board of Directors of the Company, as referred to in article L.22-10-9 of the French Commercial Code**

The general meeting of shareholders, in accordance with the requirements of articles L.225-100 III and L.22-10-34 of the French Commercial Code, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors on Company governance stipulated in article L.225-37 of the French Commercial Code, **approves** the fixed, variable, and special items comprising the total remuneration and benefits of all kinds paid during the fiscal year ended 31 December 2020 or allocated in respect of said fiscal year to Mr. Pascal Mauberger by virtue of his function as Chairman of the Board of Directors of the Company, as described in said report provided in the Company's Universal Registration Document 2020, section 13.1.

### **Eighth resolution**

**Approval of fixed, variable, and special items comprising the total remuneration and benefits of all kinds paid during the fiscal year ended 31 December 2020 or allocated in respect of said fiscal year to the Chief Executive Officer of the Company, as referred to in article L.22-10-9 of the French Commercial Code**

The general meeting of shareholders, in accordance with the requirements of articles L.225-100 III and L. 22-10-34 of the French Commercial Code, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors on Company governance stipulated in article L.225-37 of the French Commercial Code, **approves** the fixed, variable, and special items comprising the total remuneration and benefits of all kinds paid during the fiscal year ended 31 December 2020 or allocated in respect of said fiscal year to Mr. Lauren Carne by virtue of his function as Chief Executive Officer of the Company, as described in said report provided in the Company's Universal Registration Document 2020, section 13.1.

### **Ninth resolution**

**Approval of the policy on the compensation of directors (excluding the Chairman of the Board of Directors) in respect of the 2021 fiscal year**

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors on Company governance stipulated in article L.225-37 of the French Commercial Code, **approves**, pursuant to the requirements of article L.22-10-8 of the French Commercial Code, the policy on the compensation of directors in respect of the 2021 fiscal year (excluding the Chairman of the Board of Directors), as presented in said report provided in the Company's Universal Registration Document 2020, section 13.1.

### **Tenth resolution**

#### **Determination of the global annual budget for the compensation of directors (excluding the Chairman of the Board of Directors) in respect of the 2021 fiscal year**

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors, sets the global annual budget for the compensation of directors (excluding the Chairman of the Board of Directors) in respect of the 2021 fiscal year at €218,400.

The general meeting grants all powers to the Board of Directors to distribute all or part of this compensation to its members under such conditions as it sees fit.

### **Eleventh resolution**

#### **Approval of the policy on the compensation of the Chairman of the Board of Directors in respect of the 2021 fiscal year**

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors on Company governance stipulated in article L.225-37 of the French Commercial Code, **approves**, pursuant to the requirements of article L.22-10-8 of the French Commercial Code, the policy on the compensation of the Chairman of the Board of Directors in respect of the 2021 fiscal year, as presented in said report provided in the Company's Universal Registration Document 2020, section 13.1.

### **Twelfth resolution**

#### **Approval of the policy on the compensation of the Chief Executive Officer in respect of the 2021 fiscal year**

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors on Company governance stipulated in article L.225-37 of the French Commercial Code, **approves**, pursuant to the requirements of article L.22-10-8 paragraph of the French Commercial Code, the policy on the compensation of the Chief Executive Officer in respect of the 2021 fiscal year, as presented in said report provided in the Company's Universal Registration Document 2020, section 13.1 and completed in the explanatory statements provided in the report of the Board of Directors to the general meeting.

*Within the competence of the extraordinary general meeting*

### **Thirteenth resolution**

#### **Amendment of article 14 of the Company's articles of association relating to the duration of director appointments**

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors, **decides** to amend article 14 paragraph 3 of the Company articles of association, completing the current text with the

following insertion:

*“The term of office of directors shall be three (3) years. Expiry dates shall rotate so that membership of the Board is renewed in as equal fractions as possible.*

*Therefore, on an exceptional basis, the ordinary general meeting may appoint one or more directors for a term of one or two years to introduce or maintain the rotation of director terms.”*

Within the competence of the ordinary general meeting

#### **Fourteenth resolution**

##### **Renewal of term of office of Mr Pascal Mauberger for one year**

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors and having observed that the term of office of Mr Pascal Mauberger would expire at the end of this general meeting, **decides** to renew his appointment for a period of one (1) year, ending at the Shareholders’ general meeting to approve the financial statements for the year ending 31 December 2021.

#### **Fifteenth resolution**

##### **Renewal of term of office of BPIfrance Investissement for three years**

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors and having observed that the term of office of BPIfrance Investissement would expire at the end of this general meeting,

**decides** to renew its appointment for a period of three (3) years, ending at the Shareholders’ general meeting to approve the financial statements for the year ending 31 December 2023,

**acknowledges** that BPIfrance Investissement will continue to be represented by Mrs Laure Michel.

#### **Sixteenth resolution**

##### **Renewal of term of office of EDF Pulse Croissance Holding for three years**

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors and having observed that the term of office of EDF Pulse Croissance Holding would expire at the end of this general meeting,

**decides** to renew its appointment for a period of three (3) years, ending at the Shareholders’ general meeting to approve the financial statements for the year ending 31 December 2023,

**acknowledges** that EDF Pulse Croissance Holding will continue to be represented by Mrs Christelle Rouillé.

#### **Seventeenth resolution**

##### **Renewal of term of office of Mrs Emmanuelle Salles for three years**

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors and having observed that the term of office of Mrs Emmanuelle Salles would expire at the end of this general meeting, **decides** to renew her appointment for a period of three (3) years, ending at the Shareholders' general meeting to approve the financial statements for the year ending 31 December 2023.

#### **Eighteenth resolution**

##### **Renewal of term of office of Mr Léopold Demiddeleer for one year**

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors and having observed that the term of office of Mr Léopold Demiddeleer would expire at the end of this general meeting, and subject to adoption of the 13th resolution above.

**decides** to renew his appointment for a period of one (1) year, ending at the Shareholders' general meeting to approve the financial statements for the year ending 31 December 2021.

#### **Nineteenth resolution**

##### **Renewal of term of office of Mr Luc Poyer for three years**

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors and having observed that the term of office of Mr Luc Poyer would expire at the end of this general meeting, and subject to adoption of the 13th resolution above.

**decides** to renew its appointment for a period of three (3) years, ending at the Shareholders' general meeting to approve the financial statements for the year ending 31 December 2023.

#### **Twentieth resolution**

##### **Renewal of term of office of Mrs Eléonore Joder for three years**

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors and having observed that the term of office of Mrs Eléonore Joder would expire at the end of this general meeting, and subject to adoption of the 13th resolution above.

**decides** to renew its appointment for a period of three (3) years, ending at the Shareholders' general meeting to approve the financial statements for the year ending 31 December 2023.

#### **Twenty-first resolution**

##### **Renewal of term of office of Mrs Myriam Maestroni for two years**

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report of the Board of Directors and having observed that the term of office of Mrs Myriam Maestroni would expire at the end of this general meeting, and subject to adoption of the 13th resolution above.



**decides** to renew her appointment for a period of two (2) years, ending at the Shareholders' general meeting to approve the financial statements for the year ending 31 December 2022.

*Within the competence of the extraordinary general meeting*

### **Twenty-second resolution**

#### **Delegation of authority for the purpose of reducing the share capital by cancellation of treasury shares under the terms of article L.22-10-62 of the French Commercial Code - Powers to the Board of Directors**

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors,

**authorizes** the Board of Directors in accordance with article L.22-10-62 of the French Commercial Code to cancel, on its own initiative, in one or several phases, Company shares that it holds following the implementation of share repurchase programs, up to the limit of 10 % of the total number of shares making up the share capital per period of twenty-four (24) months, and to correspondingly reduce the share capital by stating the difference between the purchase value of the canceled shares and their book value against all available reserve or premium accounts;

**delegates**, in consequence, all powers to the Board of Directors with authority to sub-delegate in accordance with conditions stipulated by the law and the Articles of Association, to perform any share cancellation action that may be decided by virtue of this authorization, modify the Articles of Association accordingly and complete all required formalities;

**decides** that this authorization is granted for a period of eighteen (18) months with effect from the date of this general meeting, with the effect of voiding, from this date forward, any other previous delegation for the same purpose.

### **Twenty-third resolution**

#### **Delegation of authority for the purpose of issuing ordinary shares and/or transferable securities, with preferential subscription rights**

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, having observed that the share capital is fully paid-up, acting by virtue of the provisions of articles L.225-129 and subsequent of the French Commercial Code and articles L.228-91 and L.228-92 of the French Commercial Code,

**delegates** to the Board of Directors its authority to undertake the issue in one or several phases, with preferential subscription rights, in the proportion and at the times it deems appropriate, in France or internationally, in euros or another currency or whatsoever monetary unit created by reference to a basket of currencies, of ordinary shares of the Company or any transferable securities governed by the

requirements of articles L.228-91 and subsequent of the French Commercial Code, giving immediate or future access to the ordinary shares of the Company, for which the subscription may be made in cash or by converting debt;

**decides** that the transferable securities issued by virtue of this delegation could consist of debt securities or be related to the issue of such shares or enable their issue as intermediate securities;

**specifies**, where required, that the issue of preference shares and securities giving access to preference shares is expressly excluded from this delegation;

**decides** that the maximum nominal amount of share capital increases likely to be performed immediately and/or in the future by virtue of this delegation shall not exceed three hundred and thirty thousand euros (€330,000), it being specified that:

- i. this amount will be deducted from the overall cap referred to in the 32nd resolution below;
- ii. this amount will be supplemented where necessary by the nominal amount of additional shares to issue to preserve, in accordance with legal and regulatory requirements and all contractual requirements, the rights of holders of securities giving access to the Company's share capital;

**decides** that the overall maximum nominal amount (or its corresponding value in euros) of the issues of debt securities giving access to the capital shall not exceed twenty million euros (€20,000,000), this amount being deducted against the overall cap referred to in the 32nd resolution below;

**sets** the duration of this delegation of authority at twenty-six (26) months with effect from the date of this general meeting, with the effect of voiding from this day forward any other previous delegation for the same purpose;

**decides** that the shareholders may, in accordance with applicable legal and regulatory requirements in effect, exert their preferential subscription right as of right to the shares issued by virtue of this delegation;

**decides** that the Board of Directors may introduce an excess subscription right to the benefit of shareholders, that will be exercised in proportion to their rights and within the limit of their requests;

**decides** that if subscriptions do not absorb the whole capital increase, including those of shareholders, the Board of Directors may use the faculties offered by article L.225-134 of the French Commercial Code in the order it chooses;

**acknowledges** that this decision shall imply as of right that the shareholders waive, to the benefit of holders of securities giving access to the Company's capital, their preferential right to subscribe to the equity securities to which these transferable securities give entitlement;

**decides** that the sum received or receivable by the Company for each security issued under this delegation shall not be less than the nominal value of the share at the date of issue of said transferable securities;

**decides** that the issues of Company share subscription warrants may be conducted either through a subscription offer, or through the allocation of free shares to holders of existing shares;

**decides** that in case of free allocation of independent share subscription warrants, the Board of Directors will be able to decide that fractional share allocations are neither marketable nor transferable and that the corresponding equity securities will be sold;

**decides** that the Board of Directors will have full authority to implement this delegation, with authority to sub-delegate, under conditions set down by the law and the Articles of Association, enabling it to:

- determine the terms and conditions of any issue;
- set the price and conditions of issues as well as the amounts of shares to issue;
- determine the dates and conditions of the issue or issues and the nature, form and characteristics of the securities created, which may take the form of subordinated securities or not (and if necessary, their seniority in accordance with the requirements of article L.228-97 of the French Commercial Code);
- set, as necessary, the conditions of exercise of the rights associated with securities issued or to be issued, and in particular, set the date, even retroactive, from when the new shares shall be entitled to receive dividends, determine the conditions of exercise of rights to exchange, convert, refund or assign the securities issued in any other way;
- suspend, as required, the exercise of the rights associated with these securities in accordance with legal and regulatory requirements;
- perform all adjustments required in accordance with legal and regulatory requirements and determine the conditions under which, where necessary, the rights of holders of securities giving access to the capital shall be preserved;
- at its own initiative, deduct the capital increase costs against the amount of related premiums and deduct from this amount the sums required to ensure the legal reserve of one tenth of the new capital after each increase;
- acknowledge capital increases resulting from issues decided by virtue of this delegation, perform the corresponding amendments to the Articles of Association;
- in general, approve all agreements, in particular to ensure the due execution of planned issues and/or take all measures and complete all appropriate formalities;

**decides** that the Board of Directors shall not, unless authorized beforehand by the shareholders' general meeting, make use of this delegation of authority once a third party has submitted a public offering for the Company's shares and until such offering has come to an end.

**acknowledges** that the Board of Directors shall report the use of this delegation of authority to the next ordinary general meeting in accordance with legal and regulatory requirements.

## Twenty-fourth resolution

### **Delegation of authority for the purpose of issuing ordinary shares and/or transferable securities, with cancellation of shareholders' subscription rights and public offering**

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, having observed that the share capital is fully paid-up, acting by virtue of the provisions of articles L.225-129 and subsequent of the French Commercial Code and in particular articles L.225-135, L.225-136, L.228-91, L.228-92, L.22-10-51 and L.22-10-52 of the French Commercial Code,

**delegates** to the Board of Directors its authority to proceed with, by public offering, in one or several phases, in the proportion and at the times it deems appropriate, in France or internationally, in euros or another currency or whatsoever monetary unit created by reference to a basket of currencies, the issue of ordinary shares of the Company or any transferable securities governed by the requirements of articles L.228-91 and subsequent of the French Commercial Code, giving immediate or future access to the ordinary shares of the Company, for which the subscription may be made in cash or by payment with liquid and due receivables;

**decides** that the transferable securities issued by virtue of this delegation could consist of debt securities or be related to the issue of such shares or enable their issue as intermediate securities;

**specifies**, where required, that the issue of preference shares and securities giving access to preference shares is expressly excluded from this delegation;

**decides** that the maximum nominal amount of share capital increases likely to be performed immediately and/or in the future by virtue of this delegation shall not exceed three hundred and thirty thousand euros (€330.000) it being specified that:

- i. this amount will be deducted from the overall cap referred to in the 32nd resolution below;
- ii. this amount will be supplemented where necessary by the nominal amount of additional shares to issue to preserve, in accordance with legal and regulatory requirements and all contractual requirements, the rights of holders of securities giving access to the Company's share capital;

**decides** that the overall maximum nominal amount (or its corresponding value in euros) of the issues of debt securities giving access to the capital shall not exceed twenty million euros (€20,000,000), this amount being deducted against the overall cap referred to in the 32nd resolution below;

**decides** to remove the preferential right of shareholders to subscribe to ordinary shares of the Company and/or to all securities that would be issued by virtue of this delegation;

**acknowledges** that in accordance with the requirements of article L.225-132 of the French Commercial Code, this delegation shall imply as of right, that the shareholders waive, to the benefit of holders of securities giving access to the Company's capital, their preferential right to subscribe to the equity securities to which these securities give entitlement;

**decides** that the Board of Directors, pursuant to article L.225-133 of the French Commercial Code, shall be able to grant to shareholders, for a given period and under the conditions to be defined in accordance with all applicable legal and regulatory requirements for all or part of an issue, a period of preferential right to subscribe to new shares as of right and/or to excess shares, not resulting in the creation of marketable rights and which must be exercised in proportion to the number of shares owned by each shareholder;

**decides** that if subscriptions do not absorb the whole capital increase, including those of shareholders, the Board of Directors may use the faculties offered by article L.225-134 of the French Commercial Code in the order it chooses;

**delegates** full authority to the Board of Directors to determine the issue price of securities to be issued by virtue of this delegation, under the following conditions:

- the issue prices shall be set in accordance with the requirements of articles L.225-136 line 1, L.22-10-52 and R.22-10-32 of the French Commercial Code (at this time, no less than the average market price weighted by the volumes for the last three (3) trading days preceding the subscription period, potentially lowered by a maximum discount of ten per cent (10%);
- the issue price of securities giving access to the share capital and issued by virtue of this delegation, shall be the sum received immediately by the Company, plus where necessary, that likely to be received later by the Company, i.e. for each share issued subsequently to these securities, no less than the issue price defined in the previous point;

**sets** the duration of this delegation at twenty-six (26) months from the date of this general meeting, with the effect of voiding from this day forward any other previous delegation for the same purpose;

**decides** that the Board of Directors will have full authority to implement this delegation, with authority to sub-delegate, under conditions set down by the law and the Articles of Association, enabling it to:

- determine the terms and conditions of any issue;
- set the price and conditions of issues as well as the amounts of shares to issue;
- determine, in the case of a priority period, the conditions of subscription to securities issued as of right and for excess shares;
- determine the dates and conditions of the issue or issues and the nature, form and characteristics of the securities created, which may take the form of subordinated securities or not (and if necessary, their seniority in accordance with the requirements of article L.228-97 of the French Commercial Code);
- set, as necessary, the conditions of exercise of the rights associated with securities issued or to be issued, and in particular, set the date, even retroactive, from when the new shares shall be entitled to receive dividends, determine the conditions of exercise of rights to exchange, convert, refund or assign the securities issued in any other way;

- suspend, as required, the exercise of the rights associated with these securities in accordance with legal and regulatory requirements;
- perform all adjustments required in accordance with legal and regulatory requirements and determine the conditions under which, where necessary, the rights of holders of securities giving access to the capital shall be preserved;
- at its own initiative, deduct the capital increase costs against the amount of related premiums and deduct from this amount the sums required to ensure the legal reserve of one tenth of the new capital after each increase;
- acknowledge capital increases resulting from issues decided by virtue of this delegation, perform the corresponding amendments to the Articles of Association;
- in general, approve all agreements, in particular to ensure the due execution of planned issues and/or take all measures and complete all appropriate formalities;

**acknowledges** that the Board of Directors shall report the use of this delegation of authority to the next ordinary general meeting in accordance with legal and regulatory requirements.

#### **Twenty-fifth resolution**

##### **Delegation of authority to the Board of Directors for the purpose of increasing the share capital by issuing ordinary shares, with cancellation of shareholders' preferential subscription rights to the benefit of specific categories of persons meeting specified characteristics within the meaning of article L.225-138 of the French Commercial Code**

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, acting in accordance with the requirements of article L.225-129 and subsequent and L.225-138 of the French Commercial Code,

**delegates** to the Board of Directors, with the right to sub-delegate in accordance with legal and regulatory conditions, its authority to proceed with, in one or several phases, in the proportion and at the times it deems appropriate, in France or internationally, in euros or another currency or whatsoever monetary unit created by reference to a basket of currencies, the issue of ordinary shares of the Company or any securities governed by the requirements of articles L.228-91 and subsequent of the French Commercial Code, giving immediate or future access to the ordinary shares of the Company, for which the subscription may be made by one or several categories of beneficiaries meeting the following criteria:

- investment firms and investment funds (including but not limited to any FCPI (innovation investment funds), FCPR (venture capital funds) or FIP (local investment funds) governed by French or foreign law and investing in the energy, chemicals or clean technology sectors;
- investment firms and investment funds (including but not limited to any FCPI (innovation investment funds), FCPR (venture capital funds) or FIP (local investment funds) governed by French or foreign law and commonly investing in small cap or mid cap firms;

- groups or companies governed by French or foreign law with which the Company intends to enter into or has entered into partnerships with the purpose of (i) developing hydrogen production, storage and distribution solutions and (ii) scaling up such solutions to industrial scale;
- industrial firms with a similar or complementary activity to that of the Company;
- natural persons seeking to invest in a company in order to benefit from a tax reduction; and
- companies commonly investing in small and medium-sized firms to enable their shareholders or partners to benefit from tax reductions;

**removes**, in favor of said beneficiaries, the preferential subscription right of shareholders to shares issued by virtue of this authorization;

**decides** that the nominal amount of the capital increase potentially conducted by virtue of this delegation of authority shall not exceed three hundred and thirty thousand euros (€330.000) or the equivalent in another currency or monetary unit created by reference to a basket of currencies, it being specified that the nominal amount of any capital increase conducted under this delegation shall be deducted from the aggregate nominal cap referred to in the 32<sup>nd</sup> resolution below. Where necessary, this cap will be supplemented by the nominal amount of shares to issue to preserve, in accordance with legal and regulatory requirements and where necessary, applicable contractual requirements, the rights of holders of transferable securities or other rights giving access to the Company's share capital;

**decides** to set at twenty million euros (€20,000,000), or the corresponding value if this issue is made in another currency, the maximum nominal amount of debt securities available for issue by virtue of this delegation, this amount being deducted from the aggregate cap referred to in the 32<sup>nd</sup> resolution below;

**delegates** full authority to the Board of Directors to determine the issue price of securities to be issued by virtue of this delegation, under the following conditions:

- the issue price of shares likely to be issued by virtue of this delegation shall be no less than the average market price weighted by the volumes of the three (3) last trading days preceding the determination of the issue price, potentially lowered by a maximum discount rate of 20%;
- the issue price of securities giving access to the share capital and issued by virtue of this delegation, shall be the sum received immediately by the Company, plus where necessary, that likely to be received later by the Company, i.e. for each share issued subsequently to these securities, no less than the issue price defined in the previous point;

**decides** that the Board of Directors shall not, unless authorized beforehand by the shareholders' general meeting, make use of this delegation of authority once a third party has submitted a takeover bid for the Company's shares and until such bid has come to an end;

**decides** that the Board of Directors shall have full powers, with authority to sub-delegate in accordance with legal and regulatory conditions, to implement this delegation within the limits and under the conditions set out above, in particular to:

- set the list of beneficiaries from within the categories of beneficiaries defined above, for each issue and the number of shares available for subscription by each of them, by virtue of this delegation of authority;
- set the amounts of these issues and determine the prices and dates of subscription, the conditions for each issue and the conditions of subscription, full payment and delivery of the shares issued by virtue of this delegation of authority, as well as the date, even retroactive, from when the new shares will be entitled to receive dividend payments;
- set the period granted to subscribers to fully pay-up their shares;
- acknowledge or delegate acknowledgment of the execution of the capital increase corresponding to the amount of shares that will be effectively subscribed;
- at its own initiative, deduct the costs of the capital increase or increases against the amount of related premiums and deduct from this amount the sums required to ensure the legal reserve remains at one tenth of the new capital after each increase;
- in general, take all measures and complete all formalities involved in the issue and listing of the shares and transferable securities issued, as well as the corresponding amendments to the Articles of Association by virtue of this delegation;

**decides** that this authorization is granted for a period of eighteen (18) months with effect from the date of this general meeting, with the effect of voiding, from this date forward, any other previous delegation for the same purpose.

#### **Twenty-sixth resolution**

**Delegation of authority for the purpose of increasing the share capital by issuing, with cancellation of shareholders' preferential subscriptions rights, ordinary shares and/or transferable securities giving access to the Company's capital and/or the issue of transferable securities giving right to the allocation of debt securities by private placement referred to in article L.411-2, paragraph 1 of the French Monetary and Financial Code**The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, having observed that the share capital is fully paid-up, acting in accordance with the requirements of articles L.225-129, L.225-129-2, L.22-10-52, L.225-136, and L.228-91 and subsequent of the French Commercial Code,

**delegates** to the Board of Directors its authority to proceed with the issue, in one or several phases, in the proportions and at the times it deems appropriate, in France or internationally, in euros or another currency or whatsoever monetary unit created by reference to a basket of currencies, by way of offer referred to in article L.411-2 paragraph 1 of the French Monetary and Financial Code, of ordinary shares of the Company or any transferable securities governed by the requirements of articles L.228-91 and subsequent of the French Commercial Code, giving immediate or future access to the ordinary shares of the Company, for which the subscription may be made in cash or by payment with liquid and due receivables;



**decides** that the transferable securities issued by virtue of this delegation could consist of debt securities or be related to the issue of such shares or enable their issue as intermediate securities;

**specifies**, where required, that the issue of preference shares and transferable securities giving access to preference shares is expressly excluded from this delegation;

**decides** that the maximum nominal amount of share capital increases likely to be performed immediately and/or in the future by virtue of this delegation shall not exceed three hundred and thirty thousand euros (€330.000) it being specified that:

- i. this amount will be deducted from the overall cap referred to in the 32nd resolution below;
- ii. this amount will be supplemented where necessary by the nominal amount of additional shares to issue to preserve, in accordance with legal and regulatory requirements and all contractual requirements, the rights of holders of securities giving access to the Company's share capital;

**decides** that the total amount of equity securities potentially issued in respect of this delegation shall not exceed 20% of the share capital per year, in accordance with the requirements of articles L.225-136 and L.22-10-52 of the French Commercial Code;

**decides** that the overall maximum nominal amount (or its corresponding value in euros) of the issues of debt securities giving access to the capital shall not exceed twenty million euros (€20,000,000), this amount being deducted against the overall cap referred to in the 32nd resolution below;

**sets** the duration of this delegation of authority at twenty-six (26) months with effect from the date of this general meeting, with the effect of voiding from this day forward any other delegation for the same purpose;

**decides** to remove the preferential subscription right of shareholders and to reserve the subscription to shares and other transferable securities that would be issued by virtue of this delegation to the benefit of persons referred to in article L.411-2 paragraph 1 of the French Monetary and Financial Code;

**acknowledges** that this decision shall imply as of right that the shareholders waive, to the benefit of holders of securities giving access to the Company's capital, their preferential right to subscribe to the equity securities to which these transferable securities give entitlement;

**decides** that if subscriptions do not absorb the whole capital increase, the Board of Directors may use the faculties offered by article L.225-134 of the French Commercial Code in the order it chooses;

**decides**, in accordance with the provisions of article L.225-136 paragraph 2 and article L.22-10-52 of the French Commercial Code, that:

- the issue price of equity securities that will be issued by virtue of this delegation shall be set by the Board of Directors under the conditions stipulated in article L.225-136 paragraph 1 and R.22-10-22 of the French Commercial Code (at this time, no less than the average market price weighted by the volumes for the last three (3) trading days preceding the subscription period, potentially lowered by a maximum discount of ten per cent (10%);

- the issue price of transferable securities giving access to the share capital and issued by virtue of this delegation, shall be the sum received immediately by the Company, plus where necessary, that likely to be received later by the Company, i.e. for each share issued subsequently to these securities, no less than the issue price defined in the previous point;

**decides** that the Board of Directors shall not, unless authorized beforehand by the shareholders' general meeting, make use of this delegation of authority once a third party has submitted a takeover bid for the Company's shares and until such bid has come to an end;

**decides** that the Board of Directors shall have full authority to implement this delegation, with authority to sub-delegate, under conditions set down by the law and the Articles of Association, enabling it to:

- set the conditions of issue, subscription and payment of the securities issued by virtue of this delegation;
- determine the dates and conditions of the issue or issues and the nature, form and characteristics of the securities created, which may take the form of subordinated securities or not (and if necessary, their seniority in accordance with the requirements of article L.228-97 of the French Commercial Code);
- set, as necessary, the conditions of exercise of the rights associated with securities issued or to be issued, and in particular, set the date, even retroactive, from when the new shares shall be entitled to receive dividends, determine the conditions of exercise of rights to exchange, convert, refund or assign the securities issued in any other way;
- suspend, as required, the exercise of the rights associated with these securities in accordance with legal and regulatory requirements;
- perform all adjustments required in accordance with legal and regulatory requirements and determine the conditions under which, where necessary, the rights of holders of securities giving access to the capital shall be preserved;
- at its own initiative, deduct the capital increase costs against the amount of related premiums and deduct from this amount the sums required to ensure the legal reserve of one tenth of the new capital after each increase;
- acknowledge capital increases resulting from issues decided by virtue of this delegation, perform the corresponding amendments to the Articles of Association;
- in general, approve all agreements, in particular to ensure the due execution of planned issues and/or take all measures and complete all appropriate formalities;

**acknowledges** that the Board of Directors shall report the use of this delegation of authority to the next ordinary general meeting in accordance with legal and regulatory requirements.

#### **Twenty-seventh resolution**

**Authorization to grant in the context of share capital increases with cancellation of shareholders' preferential subscriptions rights to set, within the limit of 10% of the share**

### **capital, the issue price in the conditions set by the shareholders' general meeting**

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, acting in accordance with the requirements of article L.225-136 line 1 and article L.22-10-52 of the French Commercial Code,

**authorizes** the Board of Directors, except during a takeover bid, to set the issue price of shares to be issued by virtue of the 24th and 26th resolutions of this general meeting and up to 10% of the share capital (assessed on the date of issue) for a period of twelve (12) months, under the following conditions:

- the share issue price shall be no less than the average market price weighted by the volumes of the three (3) last trading days preceding the determination of the issue price, potentially lowered by a maximum discount rate of 20%;
- the issue price of securities giving access to the share capital shall be the sum received immediately by the Company, plus where necessary, that likely to be received later by the Company, i.e. for each share issued subsequently to these securities, no less than the issue price defined in the previous point;

**sets** the duration of this authorization at twenty-six (26) months with effect from the date of this general meeting, with the effect of voiding from this day forward any other previous delegation for the same purpose.

### **Twenty-eighth resolution**

#### **Delegation of authority for the purpose of increasing the number of shares to be issued in the context of a share capital increase maintaining or with cancellation of shareholders' preferential subscriptions rights**

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, acting in accordance with the requirements of article L.225-135-1 of the French Commercial Code:

**authorizes** the Board of Directors to increase the number of shares to issue in case of an increase in the Company's capital with or without preferential subscription right, pursuant to the 23rd, 24th, 25th and 26th resolutions referred to above, at the same price as used for the initial issue, within the time frame and limits foreseen by applicable regulations on the day of issue (currently thirty (30) days from the closure of the subscription period and up to 15% of the initial issue);

**decides** that the Board of Directors may only make use of this delegation to increase the number of shares in case of a capital increase with preferential subscription rights to honor subscription requests for excess shares submitted by shareholders and/or assignees of the preferential subscription right;

**decides** that the nominal amount of capital increases executed by virtue of this resolution shall be deducted from the aggregate cap referred to in the 32nd resolution below;

**sets** the duration of this delegation of authority at twenty-six (26) months with effect from the date of

this general meeting, with the effect of voiding from this day forward any other previous delegation for the same purpose;

**acknowledges** that the Board of Directors shall report the use of this delegation of authority to the next ordinary general meeting in accordance with legal and regulatory requirements.

### Twenty-ninth resolution

#### **Delegation of authority for the purpose of issuing ordinary shares and/or transferable securities giving access to the Company's share capital, to remunerate contributions in kind granted to the Company and consisting of equity securities or securities giving access to the share capital**

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, having observed that the share capital is fully paid-up, acting in accordance with the requirements of article L.225-147 line 6 and article L.22-10-53 of the French Commercial Code,

**delegates** to the Board of Directors its authority to proceed in one or more phases, with the issue of ordinary Company shares or any transferable securities governed by articles L.228-91 and subsequent of the French Commercial Code, giving immediate or future access to ordinary Company shares, with a view to remunerating contributions in kind granted to the Company and comprising equity securities or transferable securities giving access to the capital, when the provisions of article L.22-10-54 of the French Commercial Code are not applicable, to the limit of 10% of the share capital at the time of issue, it being specified that the amounts of the issues executed by virtue of this delegation shall be deducted from the aggregate amount referred to in the 32nd resolution below;

**decides** to remove the preferential right of shareholders to subscribe to ordinary shares of the Company and/or to all securities that would be issued by virtue of this delegation;

**decides** that this delegation of authority may not be used once a third party has submitted a public offering for the Company's shares and until such offering has come to an end;

**acknowledges** that in accordance with the requirements of article L.225-132 of the French Commercial Code, this delegation shall imply as of right that the shareholders waive, to the benefit of holders of securities giving access to the Company's capital, their preferential right to subscribe to the equity securities to which these securities give entitlement;

**acknowledges** that pursuant to the requirements of articles L.225-147 L.22-10-53 and of the French Commercial Code, the Board of Directors shall issue a decision on the basis of the report of the Contributions Auditor;

**sets** the duration of this delegation of authority at twenty-six (26) months with effect from the date of this general meeting, with the effect of voiding from this day forward any other previous delegation for the same purpose;

**decides** that the Board of Directors shall have full authority to implement this delegation, with authority to sub-delegate, under conditions set down by the law and the Articles of Association, enabling it to:

- issue a capital increase to compensate the contributions and determine the securities to issue;
- set the conditions of issue of the securities issued to compensate the contributions;
- approve the valuation of contributions and where necessary, reduce the valuation of contributions if all contributors accept to do so;
- set the exchange parity and where necessary, the balance to be paid in cash;
- set, as necessary, the conditions of exercise of the rights associated with securities issued or to be issued, and in particular, set the date, even retroactive, from when the new shares shall be entitled to receive dividends, determine the conditions of exercise of rights to exchange, convert, refund or assign the securities issued in any other way;
- suspend, as required, the exercise of the rights associated with these securities in accordance with legal and regulatory requirements;
- perform all adjustments required in accordance with legal and regulatory requirements and determine the conditions under which, where necessary, the rights of holders of securities giving access to the capital shall be preserved;
- at its own initiative, deduct the capital increase costs against the amount of related premiums and deduct from this amount the sums required to ensure the legal reserve of one tenth of the new capital after each increase;
- acknowledge capital increases resulting from issues decided by virtue of this delegation, perform the corresponding amendments to the Articles of Association;
- in general, approve all agreements, in particular to ensure the due execution of planned issues and/or take all measures and complete all appropriate formalities;

**acknowledges** that the Board of Directors shall report this delegation of authority to the next ordinary general meeting in accordance with legal and regulatory requirements.

### **Thirtieth resolution**

#### **Delegation of authority to the Board of Directors for the purpose of issuing ordinary shares and transferable securities, with cancellation of shareholders' preferential subscriptions rights, in the event of a public exchange offering initiated by the Company**

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, acting in accordance with the requirements of articles L.225-129 to L.225-129-6, L.22-10-54, L.228-91 and subsequent of the French Commercial Code,

**decides** to delegate to the Board of Directors with authority to sub-delegate under conditions set down by the law, the authority to approve, except during a public offering concerning the shares of the

Company, the issue of (i) ordinary shares of the Company and/or (ii) Company equity securities giving access by all means immediately or in the future, to other Company equity securities and/or giving right to the allocation of debt securities, and/or (iii) debt securities giving access or likely to give access by all means, immediately or in the future, to new or existing Company equity securities, as compensation for shares contributed to a public offering of exchange initiated by the Company, and decides, where necessary and to the benefit of holders of these shares, to remove the preferential subscription right for shareholders to new shares and transferable securities;

**decides** that this delegation of authority may be used in the course of any public offering of exchange initiated by the Company, in France or abroad, in respect of local rules, on securities meeting the conditions specified in L.22-10-54 of the French Commercial Code or any other form of public offering compliant with the law and applicable regulations, including (but not limited to) all public offerings of exchange, all alternative purchase or exchange proposals, all unique proposals to trade securities against payment in shares and cash, all public offerings to purchase (takeover bids) as principal associated with subsidiary offerings and any reverse merger in the USA;

**acknowledges** that this delegation of authority implies as of right that the shareholders waive their preferential subscription right to ordinary shares and Company equity securities to which these securities give entitlement on the basis of this delegation of authority, immediately or in the future, to the benefit of holders of securities giving access to the Company capital and issued by virtue of this delegation of authority;

a) the cap for the nominal amount of increase in the Company's capital, immediate or in the future, resulting from all securities issues made by virtue of this delegation of authority, is set at three hundred and thirty thousand euros (€330,000);

b) the total of all debt security issues made by virtue of this delegation of authority shall not exceed a cap of a principal of twenty million euros (€20,000,000) or the corresponding value if this issue is made in another currency or in account units fixed using a basket of currencies);

for the calculation of the cap indicated in b) above, the corresponding value in euros of the principal amount of any debt securities issued in foreign currencies shall be valued on the date of approval of the issue;

**decides** that the nominal amount for any capital increase executed pursuant to this resolution shall be deducted from the aggregate nominal cap referred to in the 32nd resolution above;

**decides** to set the period of validity of this delegation at twenty-six (26) months with effect from this general meeting;

**decides** to grant to the Board of Directors with authority to sub-delegate under conditions set down by the law, all powers required as part of the public offerings of exchange indicated above, to issue ordinary shares and/or transferable securities remunerating the securities contributed, and notably to:

- determine the list of securities contributed for exchange;
- set the conditions of issue, the exchange parity and where necessary, the balance to be paid in cash and determine the issue procedure;

- determine the dates and conditions of issue, notably the price and dividend dates of new ordinary shares or where necessary, the securities, and determine the date, even retroactively, from when the new shares will receive dividends;
- potentially suspend the exercise of rights associated with new or existing securities in accordance with legal and regulatory provisions, where necessary proceed with adjustments to take account of the effect of the operation on the Company capital and determine the conditions for preservation of the rights of holders of securities giving access to Company capital in accordance with applicable legal, regulatory or contractual requirements;
- record as a balance sheet liability in a “share premium” account which shareholder rights will apply to, the difference between the issue price for the new ordinary shares and their nominal value;
- Where necessary, record all costs and fees generated by the operation in question, on said “share premium” account;
- report the definitive execution of capital increases conducted by virtue of this delegation of authority;
- make the corresponding amendments to the Company articles of association;
- complete all formalities and declarations, obtain all authorizations required to make these share contributions, and
- in general do everything useful or necessary to ensure successful issues.

### **Thirty-first resolution**

#### **Delegation of authority to the Board of Directors for the purpose of implementing a share capital increase to the benefit of employees and corporate officers of the Company or its affiliates with cancellation of shareholders’ preferential subscription rights to the benefit of members of a company savings plan**

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, acting pursuant to the requirements of articles L.225-129-6 and L. 225-138-1 of the French Commercial Code, as well as articles L.3332-1 and subsequent of the French Labor Code,

**delegates** its authority to the Board of Directors to proceed with, in one or more phases, an increase of the share capital by a maximum nominal amount of thirty three thousand four hundred euros (€33,400) through the issue of shares or any other equity security reserved for the members of one or more company savings plans (or other plans whose members the articles L.3332-1 and subsequent of the French Labor Code would allow to reserve a capital increase in equivalent conditions), implemented by the Company or within the Group formed by the Company and the companies within the same scope of consolidation (hereinafter “**CSP members**”);

**decides** to remove the preferential subscription right of shareholders and to reserve the subscription to shares that would be issued to CSP members by virtue of this delegation;

**decides** that the subscription price for a share or any other equity security that would be issued by virtue of this delegation shall be determined by the Board of Directors in accordance with the provisions of articles L.3332-18 and subsequent of the French Labor Code;

**decides** that the nominal amount for any capital increase executed pursuant to this resolution shall be deducted from the aggregate nominal cap referred to in the 32nd resolution above;

**decides** to set the period of validity of this delegation at twenty-six (26) months with effect from today;

**delegates** full authority to the Board of Directors to implement this delegation and in particular set the terms and conditions of issues that would be executed by virtue of this delegation, acknowledge the capital increase or increases carried out under this delegation, amend the Articles of Association accordingly and in general, take all measures required;

**acknowledges** that the Board of Directors shall report the use of this delegation of authority granted under this resolution to the next ordinary general meeting in accordance with legal and regulatory requirements.

### **Thirty-second resolution**

#### **Overall cap on the aforementioned delegations of authority**

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors,

**decides** that:

- the maximum total nominal amount of capital increases potentially executed by virtue of the 23rd, 24th, 25th, 26th, 27th, 28th, 29th, 30th and 31st resolutions of this meeting shall not exceed three hundred and seventy nine thousand, five hundred euros (€379,500), it being specified that this cap may be augmented as necessary by the nominal amount of potential additional shares in the event of new financial transactions, to preserve the rights of holders of transferable securities giving access to the capital;
- the maximum total nominal amount of transferable debt securities giving access to the Company's capital potentially issued by virtue of the aforementioned resolutions of this meeting shall not exceed twenty million euros (€20,000,000).



### **Thirty-third resolution**

#### **Delegation of authority to the Board of Directors for the purpose of assigning new to be issued or existing free shares with cancellation of shareholders' preferential subscription rights to the benefit of a specific category of persons**

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, acting in accordance with the requirements of articles L.225-197-1 and L.22-10-59 of the French Commercial Code,

**authorizes** the Board of Directors, to proceed with, in one or more phases, to the benefit of (i) employees of the Company and its affiliates as defined in article L.225-197-2 of the French Commercial Code and (ii) the corporate officers of the Company (satisfying the conditions stipulated by article L.225-197-1, II and L.22-10-59 of the French Commercial Code) (the “**Beneficiaries**”), the allocation of free new or existing shares in the Company (hereinafter the “**AGA 2021**”);

**decides** that the total number of shares allocated by virtue of this authority shall not exceed 1% of the share capital at the date of allocation of the AGA 2021, it being clarified that:

- this cap does not take into account the number of new shares in order to reserve the rights of holders of securities giving access to the capital of the Company in the case of an operation involving the Company capital occurring during the vesting period indicated below;
- the number of shares likely to be allocated to corporate officers of the Company each time the Board of Directors decides to allocate shares, shall not exceed 0.5% of the share capital as observed on the date of the Board of Directors decision. This cap is recorded against the overall cap of 1% of the share capital indicated above;
- free shares shall not be allocated to individual employees or corporate officers holding in excess of 10% of the share capital. Moreover, the allocation of free shares may not cause employees or corporate officers to individually hold more than 10% of the share capital.

**sets** the duration of this authorization at thirty-eight (38) months with effect from the date of this general meeting;

**decides** that the shares allocated pursuant to this authorization shall be, as decided by the Board of Directors, either new shares originating from a capital increase by incorporating reserves drawn from reserves, profits or issue premiums, indicated on the Company balance sheet and issuing new ordinary shares with a nominal of €0.12 each, or existing Company shares from repurchases conducted in full compliance with the law;

**sets** the minimum vesting period, at the end of which the allocation of shares to their beneficiaries will become definitive as one (1) year starting on the date of their allocation by the Board of Directors, and grants all powers to this effect to the Board of Directors, to stipulate as necessary, a vesting period greater than one (1) year and/or a conservation period;

**decides**, nonetheless, that the allocation of shares shall become definitive prior to the end of the vesting period if the beneficiary is incapacitated and classified in the second or third categories as defined by article L.341-4 of the French Social Security Code;

**acknowledges** that during the conservation period, the allocated shares shall be personal, exempt from seizure and unalienable (unless the beneficiary is deceased or incapacitated and classified in the second or third categories as defined by article L.341-4 of the French Social Security Code);

**acknowledges** that Beneficiaries shall nonetheless be considered as shareholders and shall be granted all rights to the shares on expiry of the vesting period;

**acknowledges** that this authorization implies that shareholders waive their preferential subscription right in favor of the Beneficiaries, to shares issued and as they become definitively allocated and as necessary, to the part of the reserves impacted by any new share issue;

**acknowledges** that the Board of Directors shall inform the annual ordinary general meeting of shareholders of the all operations occurring under this authorization;

**decides** to assign full authority to the Board of Directors to implement this delegation within the limits set down above and within the limits set by legal requirements in effect and the Company's Articles of Association, notably in order to:

- determine the identity of Beneficiaries of free share allocations, set the number of shares allocated to each Beneficiary;
- set the conditions and where necessary, the criteria for allocation of AGA 2021, notably submit the definitive allocation of AGA 2021 to performance requirements and/or conditions of ongoing presence of the Beneficiary in the Company;
- set for corporate officers the number of shares allocated that they must retain as registered shares until they cease to hold office or when their office is renewed;
- where necessary during the vesting period, make adjustments to the number of free shares allocated in order to preserve the rights of Beneficiaries in case of Company capital operations;
- set the amount of reserves, profits or benefits to include in the capital;
- determine the dividend issue date, even retroactive, of newly-issued shares;
- approve and report any capital increases thus made;
- where necessary, take all useful measures to ensure observance of the conservation requirement imposed on Beneficiaries for the period determined by the Board of Directors;
- In the event of issue of free new shares, complete all actions and formalities required to report the resulting capital issues and make the necessary amendments to the Company articles of association, and in general all other necessary items.

### Thirty-fourth resolution

#### **Delegation of authority for the purpose of issuing founders warrants (*bons de souscription de parts de créateur d'entreprise*) under the conditions set out in article 163 b G of the French General Tax Code, with cancellation of shareholders' preferential subscriptions rights to the benefit of a specific category of persons**

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, acting in accordance with the requirements of article 163 b G of the French General Tax Code, articles L.225-129-2, L.225-138, and L.228-92 of the French Commercial Code,

**decides** to delegate its authority to the Board of Directors to proceed with the issue and allocation, in one or more phases, free of charge, of founderswarrants (“**BSPCE 2021**”), where each BSPCE 2021 carries the right to subscribe to one ordinary share of the Company;

**decides** that the total number of BSPCE 2021 shall not give right to the subscribe to a maximum number of shares in excess of 200,000, subject to the number of shares to issue with a view to preserving the rights of holders of transferable securities giving access to the Company's capital, and shall not represent more than 5% of the fully diluted capital;

**decides** that the Board of Directors may make use of this delegation for a period of eighteen (18) months with effect from the date of this meeting, it being specified that this delegation ends automatically on the date the Company no longer fulfills the conditions of article 163 b G of the French General Tax Code;

**decides** that the BSPCE 2021 can be exercised with effect from their date of issue and allocation and until the expiry of a period to be set by the Board of Directors, where this period may not exceed eight (8) years from the date of allocation of the BSPCE 2021;

**decides** that the new shares issued to the holder upon exercise of their BSPCE 2021 shall be subject to all applicable statutory provisions, shall be considered equivalent to existing ordinary shares and shall be eligible for dividends with effect from their date of issue, and in terms of the right to receive dividends for the current fiscal year, starting from the first day of said exercise;

**acknowledges** that pursuant to the provisions of article 163 b G-II of the French General Tax Code, the BSPCE 2021 shall not be transferable, they shall be issued in nominative form and be registered on an account in their holder's name;

**decides** to remove the preferential subscription right reserved for shareholders and to allocate the right of subscription to BSPCE 2021 to the beneficiaries referred to in the provisions of article 163 b G of the French General Tax Code or any other beneficiary becoming eligible in accordance with applicable regulations in effect;

**acknowledges** that pursuant to the provisions of article L.225-132 of the French Commercial Code, the decision to issue BSPCE 2021 implies as of right that the shareholders waive, to the benefit of holders of BSPCE 2021, their preferential right of subscription to the new shares potentially issued upon exercise of the BSPCE 2021;

**decides** that the subscription price of the shares issued upon exercise of the BSPCE 2021 shall be no less than the average closing market price of the last twenty (20) trading days preceding the date of allocation of the BSPCE 2021, where the price may not however, if during the six (6) months preceding the date of allocation of the warrants, the Company has proceeded with a capital increase by issuing securities carrying rights equivalent to those resulting from the exercise of the warrant, be below the issue price of said securities;

**acknowledges** that pursuant to article L.225-98 of the French Commercial Code:

- in case of a capital reduction justified by losses involving the reduction of the number of shares, the rights of holders of BSPCE 2021 in terms of the number of shares to receive upon exercise of the BSPCE 2021 shall be reduced accordingly as if said holders had been shareholders since the date of issue of the BSPCE 2021;
- in case of a capital reduction justified by losses involving the reduction of the nominal value of the shares, the subscription price of the shares to which the BSPCE 2021 give right, shall not change, as the issue premium shall be increased by the amount in which the nominal value is reduced;

further **decides**:

- that in the event of capital reduction not justified by losses involving a reduction of the nominal value of shares, and except in the case where the entire reduction would be allocated to reserves, the subscription price of the shares to which the BSPCE 2021 give right shall be reduced correspondingly;
- that in the event of a capital reduction not justified by losses involving a reduction in the number of shares, and except in the case where the entire reduction would be allocated to reserves, the holders of BSPCE 2021, should they exercise their BSPCE 2021, may request the repurchase of their shares under the same conditions as if they had been shareholders at the time of the Company's repurchase of its own shares;

**decides** that as long as the BSPCE 2021 have not been exercised, the Company may only proceed with the operations requiring the protection of the rights of holders of BSPCE 2021, in particular by virtue of the provisions of article L.228-99 of the French Commercial Code, on the condition that the holders of BSPCE 2021 are duly informed and their rights reserved under the conditions determined by the Board of Directors making use of this delegation;

**decides** that, in accordance with the provisions of article L.228-98 of the French Commercial Code, with effect from the date the issue of the BSPCE 2021 and as long as the BSPCE 2021 have not been exercised, the Company shall be expressly authorized to amend its legal form and purpose without it being necessary to obtain the authorization of the holders of the BSPCE 2021;

**acknowledges** that pursuant to the provisions of article L.228-98 of the French Commercial Code, the Company may not change the rules of distribution of its profits, nor amortize its capital, nor create preference shares leading to such a change or amortization unless expressly authorized by the holders of BSPCE 2021 under the conditions of article L.228-103 of the French Commercial Code, while

remaining subject to making the necessary arrangements to protect the rights of holders of BSPCE 2021 in the conditions set out by article L.228-99 of the French Commercial Code or by the issue contract;

**decides**, in accordance with the provisions of article L.228-102 of the French Commercial Code, that the Company may impose on holders of BSPCE 2021 the repurchase or repayment of their rights;

**decides**, in the event that it is necessary to make the adjustment referred to in article L.228-99 paragraph 3 of the French Commercial Code, that the adjustment shall be specified in the issue contract, the terms of which shall be decided by the Board of Directors, who shall ensure application of the method stipulated in article R.228-91 of the French Commercial Code;

**decides** that in case of merger involving the absorption of the Company, each holder of BSPCE 2021 shall be notified and shall receive the same information as if they were a shareholder, so that if they wish, they may exercise their right to subscribe to shares;

**decides** that in case of a capital increase as in the case of other financial operations involving a preferential subscription right or reserving a priority subscription period to the benefit of shareholders, and in case of a merger or split, the Board of Directors may suspend the subscription right for a period not exceeding three (3) months;

**decides** that holders of BSPCE 2021 issued by virtue of this authorization shall be grouped as of right, should it be necessary to defend their joint interests, in a single block that will be considered to have a legal personality;

**decides** that in the event that the number of shares issued as a result of exercise of the BSPCE 2021 is not a whole number, the holder of BSPCE 2021 may request that the following be delivered in accordance with the provisions of articles L.225-149 and R.228-94 of the French Commercial Code:

- either the immediately lower whole number of shares, in which case the holder of the BSPCE 2021 will receive a cash sum equivalent to the product of the fraction of the share multiplied by the value of the share, such value being the quoted price on the trading day preceding that of receipt of the request to exercise the rights;
- or the immediately higher whole number of shares, in which case the holder shall pay to the Company a sum equivalent to the additional fraction required to make up a whole share, valued as indicated in the previous paragraph;

**decides** to assign full authority to the Board of Directors to implement this delegation within the limits set down above and within the limits set by legal requirements in effect and the Company's Articles of Association, in order to:

- define an accurate list of beneficiaries within the aforementioned category to whose benefit the preferential subscription right has been removed;
- issue and allocate the BSPCE 2021, define the terms and conditions of exercise of the BSPCE 2021, where these terms and conditions may differ according to the beneficiaries in question;

- increase the share capital to enable holders of BSPCE 2021 to exercise their right of subscription;
- determine the terms and conditions of preservation of the rights of holders of BSPCE 2021 pursuant to legal requirements and/or to the provisions of the issue contract(s); and in due course take all measures deemed necessary to preserve the rights of holders of BSPCE 2021;
- temporarily suspend, in observance of legal requirements and for a maximum period of three (3) months, the exercise of BSPCE 2021 in the event of financial operations involving the exercise of rights associated with the shares;
- take all necessary measures to inform and in particular draw up and edit as required a plan regulation for the BSPCE 2021;
- take all measures necessary to ensure the effective issue of the BSPCE 2021 and subsequent actions, in particular to observe the amount of capital increase resulting from the exercise of the subscription warrants and make the corresponding amendments to the Articles of Association;

**acknowledges** that the Board of Directors shall report the use of this delegation of authority to the next ordinary general meeting in accordance with legal and regulatory requirements;

**decides** that this delegation cancels, for the unused part and non-elapsed period, and replaces any other previous delegation for the same purpose.

### **Thirty-fifth resolution**

#### **Delegation of authority for the purpose of issuing share subscription warrants (*bons de souscription d'actions*) with cancellation of shareholders' preferential subscription rights to the benefit of a specific category of persons**

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, acting in accordance with the requirements of articles L.225-129-2, L.225-138, L.228-91 and subsequent of the French Commercial Code,

**decides** to delegate its authority to the Board of Directors to proceed with the issue and allocation, in one or more phases, of share subscription warrants ("**BSA 2021**"), where each BSA 2021 carries the right to subscribe to one ordinary share of the Company;

**decides** that the total number of BSA 2021 shall not give right to the subscribe to a maximum number of shares in excess of 200,000, subject to the number of shares to issue with a view to preserving the rights of holders of transferable securities giving access to the Company's capital, and shall not represent more than 5% of the fully diluted capital;

**decides** that this authorization is granted for a period of eighteen (18) months with effect from the date of this meeting, with the effect of voiding, from this date forward, any other delegation for the same purpose;

**decides** that the BSA 2021 can be exercised with effect from their date of issue and allocation and until the expiry of a period to be set by the Board of Directors, where this period may not exceed eight (8) years from the date of allocation of the BSA 2021;

**decides** that the issue price of a BSA 2021 shall be determined by the Board of Directors under the applicable legal conditions in effect;

**decides** that the subscription price of the shares issued upon exercise of the BSA 2021 shall be no less than the average closing market price of the last twenty (20) trading days preceding the date of allocation of the BSA 2021, where the price may not however, if during the six (6) months preceding the date of allocation of the warrants, the Company has proceeded with a capital increase by issuing securities carrying rights equivalent to those resulting from the exercise of the warrant, be below the issue price of said securities;

**decides** that the new shares issued to the holder upon exercise of their BSA 2021 shall be subject to all applicable statutory provisions, shall be considered equivalent to existing ordinary shares and shall be eligible for dividends with effect from their date of issue, and in terms of the right to receive dividends for the current fiscal year, starting from the first day of said exercise;

**decides** to remove the preferential subscription right reserved for shareholders and to allocate the right to subscribe to BSA 2021 to the following category of persons:

- non-French members of the Board of Directors who are not employees or corporate officers subject to the tax system of Company employees or those of its subsidiaries; or
- any person affiliated with the Company or one of its subsidiaries via a service or consulting agreement;
- all employees of foreign subsidiaries of the Company;

**acknowledges** that pursuant to the provisions of article L.225-132 of the French Commercial Code, the decision to issue BSA 2021 implies as of right that the shareholders waive, to the benefit of holders of BSA 2021, their preferential right of subscription to the new shares potentially issued upon exercise of the BSA 2021;

**acknowledges** that pursuant to article L.225-98 of the French Commercial Code:

- in case of a capital reduction justified by losses involving the reduction of the number of shares, the rights of holders of BSA 2021 in terms of the number of shares to receive upon exercise of the BSA 2021 shall be reduced accordingly as if said holders had been shareholders since the date of issue of the BSA 2021;
- in case of a capital reduction justified by losses involving the reduction of the nominal value of the shares, the subscription price of the shares to which the BSA 2021 give right, shall

not change, as the issue premium shall be increased by the amount in which the nominal value is reduced;

**decides** that as long as the BSA 2021 have not been exercised, the Company may only proceed with the operations requiring the protection of the rights of holders of BSA 2021, in particular by virtue of the provisions of article L.228-99 of the French Commercial Code, on the condition that the holders of BSA 2021 are duly informed and their rights reserved under the conditions determined by the Board of Directors making use of this delegation;

**decides**, in accordance with the provisions of article L.228-102 of the French Commercial Code, that the Company may impose on holders of BSA 2021 the repurchase or refund of their rights;

**decides**, in the event that it is necessary to make the adjustment referred to in article L.228-99 paragraph 3 of the French Commercial Code, that the adjustment shall be specified in the issue contract, the terms of which shall be decided by the Board of Directors, who shall ensure application of the method stipulated in article R.228-91 of the French Commercial Code;

**decides** that in case of merger involving the absorption of the Company, each holder of BSA 2021 shall be notified and shall receive the same information as if they were a shareholder, so that if they wish, they may exercise their right to subscribe to shares;

**decides** that in case of a capital increase as in the case of other financial operations involving a preferential subscription right or reserving a priority subscription period to the benefit of shareholders, and in case of a merger or split, the Board of Directors may suspend the subscription right for a period not exceeding three (3) months;

**decides** that holders of BSA 2021 issued by virtue of this delegation shall be grouped as of right, should it be necessary to defend their joint interests, in a single block that will be considered to have a legal personality;

**decides** to assign full authority to the Board of Directors to implement this delegation within the limits set down above and within the limits set by legal requirements in effect and the Company's Articles of Association, in order to:

- define an accurate list of beneficiaries within the aforementioned category to whose benefit the preferential subscription right has been removed;
- issue and allocate the BSA 2021, define the terms and conditions of exercise of the BSA 2021, where these terms and conditions may differ according to the beneficiaries in question;
- increase the share capital to enable holders of BSA 2021 to exercise their right of subscription;
- determine the terms and conditions of preservation of the rights of holders of BSA 2021 pursuant to legal requirements and/or to the provisions of the issue contract(s); and in due course take all measures deemed necessary to preserve the rights of holders of BSA 2021;



- temporarily suspend, in observance of legal requirements and for a maximum period of three (3) months, the exercise of BSA 2021 in the event of financial operations involving the exercise of rights associated with the shares;
- take all necessary measures to inform and in particular draw up and edit as required a plan regulation for the BSA 2021;
- take all measures necessary to ensure the effective issue of the BSA 2021 and subsequent actions, and in particular to observe the amount of capital increase resulting from the exercise of the subscription warrants and make the corresponding amendments to the Articles of Association;

**acknowledges** that the Board of Directors shall report the use of this delegation of authority to the next ordinary general meeting in accordance with legal and regulatory requirements;

**decides** that this delegation cancels, for the unused part and period non-elapsed, and replaces any other previous delegation for the same purpose.

### **Thirty-sixth resolution**

#### **Overall cap on the 33rd, 34th and 35th delegations of authority**

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors,

**decides** that:

- the maximum total nominal amount of share capital increases potentially implemented by virtue of the 33<sup>rd</sup>, 34<sup>th</sup> and 35<sup>th</sup> resolutions of this meeting shall not exceed thirty thousand one hundred forty-eight euros and fifty-six cents (€30.148,56), it being specified that this cap may be augmented as necessary by the nominal amount of potential additional shares in the event of new financial transactions, to preserve the rights of holders of transferable securities giving access to the capital.

### **Thirty- seventh resolution**

#### **Ratification of amendments to articles of association made on the basis of the 28th resolution of the general meeting of 20 May 2020**

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the draft amended articles of association, **ratifies** the amendments proposed by the Board of Directors of the Company acting on the basis of the delegation of authority granted by the general meeting of 20 May 2020 under the twenty-eighth resolution.

### **Thirty- eighth resolution**

#### **Amendment of article 3 of the Company articles of association relating to the corporate purpose**

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors, **decides** to replace article 3 of the Company articles of association, replacing the current text with the following insertion:

*“Article 3: Purpose*

*The purpose of the Company, in France, Germany, Italy and all other countries is:*

*- the design, analysis, development, production, distribution, installation and maintenance of electrolyzers;*

*- the design, analysis, development, production, distribution, installation and maintenance of hydrogen fueling stations for mobility applications;*

*- all services, support, maintenance, engineering and customer training on products distributed by the Company;*

*- the direct obtention, acquisition and creation of all patents, marks, licenses and processes related directly or indirectly to the purpose above, their use, transfer or contribution;*

*- all of which directly or indirectly, by creating new companies and combinations, joint ventures, limited partnerships, subscriptions, purchases of securities or ownership rights;*

*- mergers, alliances, associations through investment, acquisition of interest, rent or lease of all assets and other rights;*

*and generally, all commercial, industrial, movable asset, property and financial operations having a direct or indirect relation with the purpose above and all similar or related purposes likely to facilitate its extension or development.”*

### **Thirty- ninth resolution**

#### **Amendment of article 16 of the Company articles of association relating to board of directors meetings**

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors, **decides** to amend the first paragraph of article 16 of the Company articles of association, replacing the current text with the following insertion:

*“The Board of Directors meets as often as Company interests require, on invitation by the Chairman. Nonetheless, directors representing at least one third of the membership of the Board of Directors may call a Board meeting with a precise indication of the meeting agenda and purpose.”*

### **Fortieth resolution**

#### **Amendment of article 18 of the Company articles of association relating to censors**

The general meeting of shareholders, acting under the conditions of quorum and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors, **decides** to complete article 18 of the Company articles of association with the following insertion:

*“Censors are bound by a strict obligation of confidentiality.”*

*Within the competence of the ordinary general meeting*

### **Forty-first resolution**

#### **Powers to complete formalities**

The general meeting of shareholders, acting under the conditions of quorum and majority required for ordinary general meetings, **grants** full powers to the holder of an original version, a copy or an extract of the minutes of these deliberations to accomplish all legal formalities of publication in due form.