

## ADDENDUM TO THE TEXT OF THE RESOLUTIONS

Dear Shareholders,

Please take note of the following amendments to the eleventh, twelfth and fourteenth resolutions to be proposed at our June 6, 2017 Combined Shareholders' Meeting, which are amended and restated in their entirety as follows:

### **TEXT OF RESOLUTIONS**

#### **ELEVENTH RESOLUTION**

*Authorization to be given to the Board of Directors to grant share subscription or purchase options of the Company in accordance with the provisions of articles L. 255-177 et seq. and following of the French Commercial Code.*

The General Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by Extraordinary General Meetings,

having considered the Board of Directors' report and the Statutory Auditors' report,

**authorizes** the Board of Directors, under articles L. 225-177 to L. 225-185 of the French Commercial Code, to grant on one or more occasions, for the benefit of employees or managers of the Company and of companies or economic interest groups associated with the Company under the conditions defined in article L. 225-180-I of the aforementioned Code (the “**Beneficiaries**”), options giving the right to subscribe to or purchase ordinary shares (referred to hereafter as the “**Options**”), it being specified that (i) the total number of Options allocated under this resolution may not give an entitlement to purchase or subscribe for more than 2,000,000 ordinary shares with a par value of €0.08 each, (ii) this number shall be deducted from the overall ceiling provided by the fifteenth resolution below, and (iii) the total number of shares which might be subscribed to upon the exercise of the options allocated and not exercised may never be higher than one third of the share capital,

**resolves** that this authorization entails the express waiver by shareholders, in favor of the Beneficiaries of the Options, of their preferential subscription rights to the shares which would be issued upon exercise of the Options, and shall be implemented under the terms and conditions of applicable laws and regulations in effect at the time of the grant of the purchase or subscription Options, as applicable,

**resolves** that, to the extent that the Company's shares, with each one represented by one “American Depositary Share” (hereafter “**ADS**”), are admitted for trading on the NASDAQ Global Market in the USA, the Board of Directors shall set the purchase or subscription unit price of the shares to which the Options give entitlement by reference to the equivalent in euros of the closing price in US dollars of an ADS the day preceding the Board of Directors' decision to grant the Options; it being specified that when an Option allows its Beneficiary to buy shares previously purchased by the Company, its exercise price, without prejudice to the foregoing and in accordance with the applicable legal provisions, may also not be less than 80% of the average price paid by the Company for all of the shares that it may previously have purchased,

**recalls** that the price set for the subscription or purchase of the shares to which the Options give entitlement may not be amended during the term of the Options. However, should the Company carry out one of the

transactions described by article L. 225-181 of the French Commercial Code, it must take the necessary measures to protect the interests of the Beneficiaries of the Options in accordance with the terms stipulated in article L. 228-99 of the French Commercial Code. In the event that new equity securities or securities giving access to the capital and in the event of a merger or demerger of the Company, the Board of Directors may suspend, where appropriate, the exercise of the Options,

**resolves** that, in the event that it should be necessary to make the adjustment provided by article L. 228-99 paragraph 3 of the French Commercial Code, the adjustment would be made by applying the method stipulated in article R. 228-91 of the French Commercial Code, it being specified that the value of the preferential subscription right and the value of the share before the detachment of the preferential subscription right would, where necessary, be determined by the Board of Directors in accordance with the subscription, exchange or sales price used for the last transaction involving the Company's capital (capital increase, contribution of securities, sale of shares, etc.) during the six (6) months preceding the meeting of the aforementioned Board of Directors, or, in the event that no such transaction had been carried out during this period, in accordance with any other financial parameter that might appear relevant to the Board of Directors (and which shall be approved by the Company's Statutory Auditors),

**sets** the period of validity of the Options at ten (10) years from their allocation, it being specified however that this period may be reduced by the Board of Directors for Beneficiaries who are residents of a particular country where this is necessary in order to comply with the laws of that country,

**gives** all powers to the Board of Directors to implement this authorization within the limits set above and, in particular, to:

- decide on the identity of the Beneficiaries of Options to purchase or subscribe to shares and the number of options to allocate to each of them;
- set the purchase and/or subscription price of the shares to which the Options give entitlement within the limits set above, it being specified that the subscription price per share must be greater than the par value of the share;
- ensure that the number of stock options granted by the Board of Directors is set in such a way that the total number of outstanding and unexercised stock options may not give an entitlement to subscribe for a number of shares exceeding one third of the share capital;
- agree the terms and conditions of the stock option or purchase plan and set the conditions under which the Options will be granted, including in particular the Option exercise schedule which may vary according to the holders; it being specified that these conditions may include clauses prohibiting the immediate resale of all or part of the shares issued when the options are exercised, within the legal limits;
- purchase Company shares required, where applicable, for the transfer of any shares to which the stock purchase options give entitlement;
- perform, either by itself, or by means of an agent, any acts and formalities for the purpose of finalizing capital increases that may be made by virtue of the authorization in this resolution;
- charge, should it deem necessary, the fees related to capital increases to the amount of the premiums derived from these increases and take from this amount the sums necessary to bring the legal reserves to one tenth of the new amount of share capital after each increase;

- amend the Bylaws as a consequence and, generally, take all required actions.

The Board of Directors shall notify the Ordinary General Shareholders' Meeting of transactions carried out under this resolution.

This authorization, which is granted for a period of thirty-eight (38) months from the date of this Meeting, terminates any prior authorization having the same purpose.

#### **TWELFTH RESOLUTION**

*Delegation to be granted to the Board of Directors to issue and allocate employee warrants for the benefit of employees and managers of the Company, or of a company in which the Company holds at least 75% of capital or voting rights.*

The General Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by Extraordinary General Meetings,

having considered the Board of Directors' report and the Statutory Auditors' report,

noting that the Company fulfills all of the conditions required to issue employee warrants (referred to hereafter as “**BSPCE**”) in accordance with the conditions stipulated in article 163 bis G of the French General Tax Code,

**delegates** to the Board of Directors its authority to issue and allocate free of charge a maximum number of 2,000,000 BSPCEs, it being specified that this number shall be deducted from the overall ceiling provided by the fifteenth resolution below,

**resolves** to waive, for these BSPCEs, the shareholders' preferential subscription rights, with the aforementioned BSPCEs only able to be allocated to the following category of beneficiaries: employees and corporate officers subject to the employee tax regime (Chairman, Chief Executive Officer, Deputy Chief Executive Officer or member of the Board of Directors according to the conditions provided for in law) of the Company or of a company in which the Company holds at least 75% of the capital or voting rights, who are employed on the date of allocation of the BSPCEs (the “**Beneficiaries**”),

**resolves**, in accordance with the provisions of paragraph III of article 163 bis G of the French General Tax Code, to delegate the decision to issue and allocate BSPCEs and the task of agreeing the list of Beneficiaries and number of BSPCEs allocated to each Beneficiary thus designated to the Board of Directors,

**resolves** that the terms and conditions for exercising BSPCEs shall be decided by the Board of Directors,

**authorizes** as a consequence the Board of Directors within the limits of the foregoing and in accordance with the foregoing conditions, to issue and allocate BSPCEs, on one or more occasions to each Beneficiary,

**resolves** to delegate to the Board of Directors the task of setting, for each Beneficiary, the BSPCE exercise schedule, it being specified that these must be exercised no later than ten (10) years from their issuance and that the BSPCEs not exercised at the expiry of this ten (10) year period shall automatically lapse,

**resolves** that this delegation shall end and that the BSPCEs not yet allocated by the Board of Directors shall automatically lapse on the date on which the conditions stipulated in article 163 bis G of the French General Tax Code cease to be met,

**resolves** that each BSPCEs will allow subscription of, within the conditions of article 163 bis G II of the French General Tax Code and the conditions defined below, one ordinary share with a par value of €0.08, at a subscription price determined by the Board of Directors on the BSPCE allocation date and which must be at least equal to the highest of the two following values:

- (a) the equivalent in Euros of the closing price in US dollars of an ADS the day preceding the Board of Directors' decision to allocate the BSPCEs; and
- (b) if one or more capital increases were carried out less than six months before the decision of the Board of Directors to allocate the BSPCEs in question, the subscription price of an ordinary share of the Company used in the context of the most recent of these capital increases as calculated on the date of allocation of each BSPCE; it being specified that, in order to determine the subscription price of an ordinary share on the exercise of a BSPCE in accordance with this paragraph (b), the Board of Directors shall not take into account capital increases arising from the exercise of founder share warrants, share warrants or stock options or the allocation of free shares,

**resolves** that the ordinary shares thus subscribed must be fully paid up at the time of their subscription, either by cash or through offsetting with liquid, due and payable receivables,

**resolves** that the new shares delivered to the Beneficiary upon the exercise of their BSPCEs shall be subject to all legal provisions and shall carry dividend rights from the first day of the financial year in which they are issued,

**resolves** that, in accordance with article 163 bis G-II of the French General Tax Code, the BSPCEs shall be unassignable. They shall be issued in registered form and held in an administered account,

**resolves** to issue a maximum of 2,000,000 ordinary shares to which the BSPCEs issued shall grant entitlement,

**states** that pursuant to the provisions of articles L. 228-91 and L. 225-132 of the French Commercial Code, this decision entails shareholders waiving, in favor of BSPCE holders, their preferential subscription rights in respect of the ordinary shares to which the BSPCEs grant entitlement,

**recalls** that pursuant to article L. 228-98 of the French Commercial Code:

- in the event of a capital reduction prompted by losses through a reduction in the number of shares, the rights of BSPCE holders in terms of the number of shares to be received upon exercise of the BSPCEs shall, as a consequence, be reduced as if these holders had been shareholders from the date of issuance of the BSPCEs;
- in the event of a capital reduction prompted by losses from a reduction in the par value of the shares, the subscription price of the shares to which the BSPCEs grant entitlement shall remain unchanged, with the issue premium being increased by the amount of the reduction in the par value,

**resolves** further that:

- in the event of a capital reduction not prompted by losses from a reduction in the par value of the shares, the subscription price of the shares to which the BSPCEs grant entitlement shall be reduced proportionally;
- in the event of a capital reduction not prompted by losses from a reduction in the number of shares, the BSPCE holders, if they exercise their BSPCEs, may request that their shares be repurchased under the same conditions as if they had been shareholders at the time that the Company repurchased its own shares,

**resolves**, as stipulated in article L. 228-98 of the French Commercial Code, that the Company is authorized, without having to request the authorization of the BSPCE holders, to modify their form and corporate purpose,

**recalls** that pursuant to the provisions of article L. 228-98 of the French Commercial Code, the Company may neither amend the rules for distributing its profits, nor redeem its capital or create preference shares involving such a modification or redemption unless so authorized by the contract of issuance or in the circumstances stipulated in article L. 228-103 of the French Commercial Code and subject to making the provisions necessary to maintain the rights of the holders of securities giving access to the capital according to the conditions defined in article L. 228-99 of the French Commercial Code,

**resolves** that, in the event that it should be necessary to make the adjustment provided by article L. 228-99 paragraph 3 of the French Commercial Code, the adjustment would be made by applying the method stipulated in article R. 228-91 of the French Commercial Code, it being specified that the value of the preferential subscription right and the value of the share before the detachment of the preferential subscription right would, where necessary, be determined by the Board of Directors in accordance with the subscription, exchange or sales price used for the last transaction involving the Company's capital (capital increase, contribution of securities, sale of shares, etc.) during the six (6) months preceding the meeting of the aforementioned Board of Directors, or, in the event that no such transaction had been carried out during this period, in accordance with any other financial parameter that might appear relevant to the Board of Directors (and which shall be approved by the Company's Statutory Auditors),

**authorizes** the Company to impose on the BSPCE holders the repurchase or redemption of their rights as stipulated in article L. 228-102 of the French Commercial Code,

**resolves** to give all powers to the Board of Directors to implement this resolution and, in particular, in order to:

- issue and allocate BSPCEs and to decide the conditions for their exercise and the final terms and conditions of the BSPCEs, including the exercise schedule, in accordance with the provisions of this resolution and within the limits set by this resolution;
- report the number of ordinary shares issued following the exercise of BSPCEs, carry out the formalities following the corresponding capital increases and make the relevant amendments to the Bylaws;
- take all measures to ensure that BSPCE holders are protected in the event of a financial transaction involving the Company in accordance with the legal and regulatory provisions in effect;

- generally, take any measure and perform any formality appropriate to this issuance.

This delegation, which is granted for a period of eighteen (18) months from the date of this Meeting, terminates any prior delegation having the same purpose.

#### **FOURTEENTH RESOLUTION**

*Delegation of authority to be granted to the Board of Directors for the purpose of issuing share warrants in favor of a category of persons meeting specified characteristics.*

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by Extraordinary General Meetings, having considered the Board of Directors' report and the Statutory Auditors' report,

**delegates** to the Board of Directors its authority to issue a maximum number of 2,000,000 ordinary share purchase warrants (“**BSAs** ”), it being specified that this number be deducted from the overall ceiling provided by the fifteenth resolution below,

**resolves** that each BSA shall give entitlement to subscribe to one ordinary share of the Company with a par value of €0.08, representing a capital increase of a maximum par amount of €160,000,

**resolves** that the issue price of a BSA shall be determined by the Board of Directors on the date the BSA is issued in accordance with its characteristics and shall be at least equal to 5% of the volume-weighted average price of the last five (5) trading sessions on the NASDAQ Global Market preceding the date of allocation of the aforementioned BSA by the Board,

**resolves** to waive, for these BSAs, the shareholders' preferential subscription rights, with the aforementioned BSAs only able to be allocated to the following category of beneficiaries: Directors of the Company or of one of its subsidiaries according to the date of allocation of the BSAs, who are not employees or managers of the Company or of one of its subsidiaries, independent members of any committee that the Board of Directors of the Company has established or will establish, as well as any natural or legal person related to the Company or to one of its subsidiaries by means of a consultancy agreement (the “**Beneficiaries**”),

**resolves**, in accordance with the provisions of article L. 225-138-I of the French Commercial Code, to delegate to the Board of Directors the task of agreeing the list of Beneficiaries and number of BSAs allocated to each Beneficiary designated as such,

**authorizes** as a consequence the Board of Directors within the limits of the foregoing, to issue and allocate BSAs, on one or more occasions to each Beneficiary,

**resolves** to delegate to the Board of Directors the task of setting, for each Beneficiary, the terms and conditions for exercising BSAs and, in particular, the issue price of BSAs and the BSA exercise schedule, it being specified that these must be exercised no later than ten (10) years from their issuance and that the BSAs not exercised at the expiry of this ten (10) year period shall automatically lapse,

**resolves** that each BSA will allow the subscription of one ordinary share with a par value of €0.08 at an exercise price determined by the Board of Directors on the date of application of the BSAs which must be at least equal to the equivalent in Euros of the closing price in US dollars of an ADS the day preceding the Board of Directors' decision to allocate the BSAs,

**resolves** that the ordinary shares thus subscribed must be fully paid up at the time of their subscription, either by cash or through offsetting with liquid, due and payable receivables,

**resolves** that the new shares delivered to the Beneficiary upon the exercise of their BSAs shall be subject to all legal provisions and shall carry dividend rights from the first day of the financial year in which they are issued,

**resolves** that the BSAs shall be assignable. They shall be issued in registered form and held in an administered account,

**resolves** to issue a maximum of 2,000,000 ordinary shares to which the BSAs issued shall grant entitlement,

**states** that pursuant to the provisions of articles L. 228-91 and L. 225-132 of the French Commercial Code, this decision entails shareholders waiving, in favor of the BSA holders, their preferential subscription rights in respect of the ordinary shares to which the BSAs grant entitlement,

**recalls** that pursuant to article L. 228-98 of the French Commercial Code:

- that in the event of a capital reduction prompted by losses from a reduction in the number of shares, the rights of BSA holders in terms of the number of shares to be received upon exercise of the BSAs shall, as a consequence, be reduced as if these holders had been shareholders from the date of issue of the BSAs;
- that in the event of a capital reduction prompted by losses from a reduction in the par value of the shares, the subscription price of the shares to which the BSAs grant entitlement shall remain unchanged, with the issue premium being increased by the amount of the reduction in the par value,

**resolves** further that:

- in the event of a capital reduction not prompted by losses from a reduction in the par value of the shares, the subscription price of the shares to which the BSAs grant entitlement shall be reduced proportionally;
- in the event of a capital reduction not prompted by losses from a reduction in the number of shares, the BSA holders, if they exercise their BSAs, may request that their shares be repurchased under the same conditions as if they had been shareholders at the time that the company repurchased its own shares,

**resolves**, as stipulated in article L.228-98 of the French Commercial Code, that the Company is authorized, without having to request the authorization of the BSA holders, to modify their form and corporate purpose,

**recalls** that pursuant to the provisions of article L. 228-98 of the French Commercial Code, the Company may neither amend the rules for distributing its profits, nor redeem its capital or create preference shares involving such a modification or redemption unless so authorized by the contract of issuance or in the circumstances stipulated in article L. 228-103 of the French Commercial Code and subject to making the provisions

necessary to maintain the rights of the holders of securities giving access to the capital according to the conditions defined in article L. 228-99 of the French Commercial Code,

**resolves** that, in the event that it should be necessary to make the adjustment provided by article L. 228-99 paragraph 3 of the French Commercial Code, the adjustment would be made by applying the method stipulated in article R. 228-91 of the French Commercial Code, it being specified that the value of the preferential subscription right and the value of the share before the detachment of the preferential subscription right would, where necessary, be determined by the Board of Directors in accordance with the subscription, exchange or sales price used for the last transaction involving the Company's capital (capital increase, contribution of securities, sale of shares, etc.) during the six (6) months preceding the meeting of the aforementioned Board of Directors, or, in the event that no such transaction had been carried out during this period, in accordance with any other financial parameter that might appear relevant to the Board of Directors (and which shall be approved by the Company's Statutory Auditors),

**authorizes** the Company to impose on the holders of BSAs the repurchase or redemption of their rights as stipulated in article 228-102 of the French Commercial Code,

**resolves** to give all powers to the Board of Directors to implement this resolution and, in particular, in order to:

- set the issue price of the BSAs and of the shares to which they give entitlement in fulfillment of the terms of this resolution;
- issue and allocate BSAs and to decide the conditions for their exercise and the final terms and conditions of the BSAs, including the exercise schedule, in accordance with the provisions of this resolution and within the limits set by this resolution;
- receive subscriptions for BSAs and the related payments;
- report the number of ordinary shares issued following the exercise of BSAs, carry out the formalities following the corresponding capital increases and make the relevant amendments to the Bylaws;
- take all measures to ensure that BSA holders are protected in the event of a financial transaction involving the Company and in accordance with the legal and regulatory provisions in effect;
- generally, take any measures and perform any formality appropriate to this issuance.

This delegation, which is granted for a period of eighteen (18) months from the date of this Meeting, terminates any prior delegation having the same purpose.

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It is recalled that the initial notice of meeting including the text of the resolutions initially approved by the Board of Directors was published in the BALO on May 1, 2017, Bulletin No. 52. It is hereby specified that no modification has been made to the agenda and that a notice of amendment will be published in the BALO as per French law requirements.