

TALEND

French limited company with share capital of 2,487,219.44 euros
Registered office: 9 rue Pagès, 92150 Suresnes
Company registry number: 484 175 252 Registered in Nanterre

BOARD OF DIRECTORS' REPORT

TO THE COMBINED GENERAL MEETING OF JUNE 30, 2020

Ladies and Gentlemen,

We have called you to a Combined General Meeting to discuss the following agenda:

Within the authority of the Ordinary Shareholders' Meeting:

1. Ratification of the provisional appointment of Ms. Elizabeth Fetter as Director;
2. Ratification of the provisional appointment of Ms. Christal Bemont as Director;
3. Approval, on an advisory basis, of the compensation of our named executive officers;
4. Approval of the annual financial statements for the year ended December 31, 2019;
5. Allocation of earnings for the year ended December 31, 2019;
6. Approval of the consolidated financial statements prepared in accordance with IFRS for the year ended December 31, 2019;
7. Approval of an indemnification agreement entered into with Ms. Elizabeth Fetter (agreement referred to in Articles L. 225-38 et seq. of the French Commercial Code);
8. Approval of an indemnification agreement entered into with Ms. Christal Bemont (agreement referred to in Articles L. 225-38 et seq. of the French Commercial Code);
9. Approval of a separation and release agreement entered into with Mr. Michael Tuchen (agreement referred to in Articles L. 225-38 et seq. of the French Commercial Code);
10. Setting of the amount of Directors' compensation allocated to the Board of Directors;
11. Ratification of the appointment of KPMG LLP as the Company's independent registered public accountant for the year ending December 31, 2020 with respect to the Company's financial statements prepared in accordance with generally accepted accounting principles in the United States for SEC reporting purposes;
12. Ratification of the transfer of the Company's headquarters pursuant to Article L. 225-36 of the French Commercial Code;

Within the authority of the Extraordinary Shareholders' Meeting:

13. Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares or other securities convertible to equity in the Company and maintaining shareholders' pre-emptive rights;
14. Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares or other securities convertible to equity in the Company, with disapplication of shareholders' pre-emptive rights, by way of a public offering excluding those referred to in Article L. 411-2 (1) of the French Monetary and Financial Code;
15. Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares or other securities convertible to equity in the Company, with cancellation of shareholders' pre-emptive rights, by way of an offering referred to in Article L. 411-2(1) of the French Monetary and Financial Code;
16. Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares in the Company, with cancellation of shareholders' pre-emptive rights, for the benefit of a first category of persons meeting certain characteristics;
17. Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares in the Company, with cancellation of shareholders' pre-emptive rights, for the benefit of a second category of persons meeting certain characteristics;
18. Delegation of authority to the Board of Directors to increase the number of securities that may be issued in connection with a capital increase carried out pursuant to the authority delegated under items 13 to 15 above, with or without shareholders' pre-emptive rights;
19. Setting of overall limits on the amount of issuance made pursuant to the authority delegated under items 13 to 18 above;
20. Delegation of authority to the Board of Directors to increase the share capital by capitalization of premiums, reserves, profits or other sums that may be capitalized;
21. Delegation of authority to the Board of Directors to grant existing and/or newly issued free shares of the Company to all or certain employees and/or all or certain corporate officers of the Company or companies in the group, in accordance with the provisions of Article L. 225-197-1 et seq. of the French Commercial Code;
22. Delegation of authority to the Board of Directors to issue share warrants, with cancellation of shareholders' pre-emptive rights, for the benefit of a category of persons meeting certain characteristics;
23. Delegation of authority to the Board of Directors to grant Company stock options, in accordance with the provisions of Articles L. 225-177 et seq. of the French Commercial Code, to all or certain employees and/or all or certain corporate officers of the Company or companies in the group, in accordance with the provisions of Article L. 225-180 et seq. of the French Commercial Code;
24. Setting of overall limits on the amount of issuance made pursuant to the authority delegated under items 21, 22 and 23 above;

25. Delegation of authority to the Board of Directors of the Company to increase the share capital by issuing Company shares to participants in a company savings plan established in accordance with Articles L. 3332-1 et seq. of the French Labor Code; and
26. Amendment of the Bylaws in accordance with certain provisions of Act No. 2019-744 of July 19, 2019 and Act No. 2019-486 of May 22, 2019.

1. RATIFICATION OF THE PROVISIONAL APPOINTMENTS OF MS. ELIZABETH FETTER AND MS. CHRISTAL BEMONT AS DIRECTORS (FIRST AND SECOND RESOLUTIONS)

For your information, at its meeting of January 2, 2020, the Board of Directors co-opted Ms. Elizabeth Fetter as the new Director replacing Mr. John Brennan, who had resigned, for the remainder of his term of office, i.e. until the conclusion of the annual ordinary general meeting called to approve the financial statements for the year ending December 31, 2021. We believe that Ms. Fetter is perfectly qualified to serve on the Board, on account of her having more than 25 years' experience in private and listed companies, notably as Chief Executive Officer and Director.

Furthermore, at its meeting of January 8, 2020, the Board of Directors co-opted Ms. Christal Bemont as Company Director, replacing Ms. Nanci Caldwell for the remainder of the latter's term of office, i.e. until the conclusion of the annual ordinary general meeting called to approve the financial statements for the year ending December 31, 2020. We believe that Ms. Bemont is qualified to serve on the Board on account of her 25 years' experience in various companies in the fast-growing new technology sector, where she held a variety of roles, and in view of her background in global business development.

We kindly ask you to vote in favor of the ratification of these provisional appointments, in accordance with the provisions of Article L. 225-24 of the French Commercial Code, and to ratify any issue of share warrants and payment of Directors' fees to them as decided by the Board of Directors subsequent to their appointment.

2. ADVISORY OPINION ON THE COMPENSATION PAID BY THE COMPANY TO NAMED EXECUTIVE OFFICERS (THIRD RESOLUTION)

We would like to remind you that in the United States, the *Dodd-Frank Act of 2010* allows shareholders to approve, on an advisory basis, the compensation of our *named executive officers*, in accordance with Section 14A of the *Securities Exchange Act*. This proposal, known as the "say-on-pay" proposal, gives our shareholders an opportunity to express their views on the overall compensation of our executives and the Company's philosophy, policy and practices in this area. The vote on compensation is advisory and so will not be binding on the Company, the Compensation Committee or the Board of Directors. However, this vote will serve to inform the Company of investors' views on the compensation of our executives, which the Compensation Committee may take into account when determining executive compensation for the remainder of the current fiscal year and beyond.

At the Combined General Meeting of June 25, 2019, you resolved that this consultation should take place each year, in accordance with standard industry practice.

Accordingly, we ask our shareholders under the third resolution to kindly vote in favor of the elements of compensation paid by the Company to the "*named executive officers*". This information is set out in

the Company's *Proxy Statement* for the 2020 Annual Ordinary General Meeting, in accordance with the disclosure requirements laid down by the U.S. *Securities and Exchange Commission*, including the "Compensation Discussion and Analysis", the compensation tables and the description of said compensation.

3. APPROVAL OF THE SEPARATE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2019 – ALLOCATION OF EARNINGS – REVIEW OF REGULATED AGREEMENTS (FOURTH TO NINTH RESOLUTIONS)

In order to approve the separate and consolidated financial statements for the year ended December 31, 2019, we invite you to refer to the Board of Directors' reports and statutory auditors' reports on the annual and consolidated financial statements, made available to you in accordance with the legal and regulatory conditions.

With regard to regulated agreements, please read the statutory auditors' special report made available to you in accordance with the legal and regulatory conditions. In particular, we put to your vote the ratification of three agreements entered into between the Company and its Directors Ms. Elizabeth Fetter, Ms. Christal Bemont and Mr. Michael Tuchen. These agreements were previously reviewed and approved by the Board of Directors, in accordance with the legal and regulatory conditions, at its meetings of January 2 and 8, 2020.

Lastly, we invite you to refer to the management report containing the business review for the year to date.

4. SETTING OF THE AMOUNT OF COMPENSATION ALLOCATED TO THE BOARD OF DIRECTORS (TENTH RESOLUTION)

We propose that you set the overall amount of compensation allocated to the Board at 1,500,000 euros for fiscal year 2020 and for subsequent fiscal years, until a further decision of the ordinary general meeting of the shareholders.

5. RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANT FOR THE YEAR ENDING DECEMBER 31, 2020, TO REVIEW THE COMPANY'S FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES IN THE UNITED STATES (ELEVENTH RESOLUTION)

We wish to remind you that as of January 1, 2019, the Company changed its status from "Foreign Private Issuer" ("FPI") to "Domestic Issuer" with the Securities and Exchange Commission ("SEC"). As a result, the Company is now subject to new legal, financial and reporting requirements and standards.

In particular, and under current SEC rules applicable to Domestic Issuers, we are required, concurrently with the IFRS financial statements required under French regulations, to prepare our financial statements in accordance with U.S. GAAP (Generally Accepted Accounting Principles), and to make a certain number of our policies conform to corporate governance practices applicable to U.S. domestic issuers.

On that basis, the Company, in order to comply with the applicable U.S. regulations, wished to appoint KPMG LLP as independent auditors in charge of the review and certification of the Company's accounts prepared under U.S. GAAP standards for the year ending December 31, 2020. A letter of commitment detailing the terms and conditions of the engagement of KPMG LLP was reviewed and approved by the Company's Audit Committee and signed by the Company on March 17, 2020.

We hereby remind you, for all intents and purposes, that under applicable French regulations, the Company's principal statutory auditors are and will remain the companies KPMG SA and VACHON et ASSOCIES, respectively appointed and re-elected for a term of six fiscal years, i.e. until the annual general meeting approving the financial statements for the fiscal year ending December 31, 2023.

Accordingly, we submit for your approval a resolution ratifying the appointment of KPMG LLP as independent auditors in charge of the review and certification of the Company's financial statements prepared under U.S. GAAP only, for the year ending December 31, 2020, with the companies KPMG SA and VACHON et ASSOCIES remaining as the Company's principal statutory auditors.

6. RATIFICATION OF THE TRANSFER OF THE COMPANY'S HEADQUARTERS PURSUANT TO ARTICLE L.225-36 OF THE FRENCH COMMERCIAL CODE (TWELFTH RESOLUTION)

We submit for your approval a resolution intended to ratify the transfer of the Company's headquarters.

In view of the increase in staff in recent years, it has become necessary to transfer the Company's headquarters to more suitable premises with the capacity to accommodate all personnel. Thus, pursuant to Article 4 of the Company's Bylaws, the Board of Directors resolved, at its meeting of April 10, 2020, to transfer the Company's headquarters from 9 rue Pagès, 92150 Suresnes, France to 5/7 rue Salomon de Rothschild, 92150 Suresnes, France, and ratified the commercial lease agreement signed on March 2, 2020 with Monceau Investissements Immobiliers, the effective date of which is April 1, 2020.

In view of the circumstances linked to Covid-19 and in particular the restriction of movement introduced by Decree No. 2020-260 of March 16, 2020 regulating movement as part of the fight against the spread of the Covid-19 virus, which led to the suspension of ongoing building projects, the Company was forced to postpone the date of its move until the lifting of the lockdown measures. The lessor therefore proposed that the Company sign an amendment postponing the effective date of the lease until June 1, 2020. Thus, although formalized, in practice the transfer of the headquarters remains subject to the lifting of lockdown measures allowing work to resume on-site and eventual entry into the premises. Accordingly, since the amendment of the Bylaws entails certain publicity measures in the United States and France, the Board of Directors deferred its decision on the amendment of Article 4 of the Bylaws to a later date, so as not to create confusion in the minds of third parties.

Therefore, pursuant to Article L. 225-36 of the French Commercial Code, we ask you to ratify the transfer of the Company's headquarters to 5/7 rue Salomon de Rothschild, 92150 Suresnes.

7. DELEGATION OF FINANCIAL AUTHORITY TO THE BOARD OF DIRECTORS (THIRTEENTH RESOLUTION TO NINETEENTH RESOLUTION)

We submit for your approval various resolutions aimed at providing the Board of Directors with the appropriate financial authority in view of applicable legislation and financial market practice.

These authorizations and delegated authorities, linked to the Company's organizational and strategic requirements, would in particular allow the Board to issue the shares or securities best suited to the market conditions in order to finance its future development, by way of private placement or public offering or even issuance with pre-emptive rights. The aim of proposals 13 to 16, 19 and 20 is to enable us rapidly to raise the funds necessary to achieve our strategic objectives, including external growth.

Under the terms of the nineteenth resolution, we ask you to resolve in particular that:

- the aggregate maximum nominal amount of capital increases that may be made pursuant to the delegated authority shall not exceed **524,000** euros;
- the aggregate maximum nominal amount of debt securities that may be issued pursuant to the delegated authority shall be set at **200,000,000** euros (or the equivalent amount, at the date of issue, in a foreign currency or in a currency unit established by reference to several currencies at the discretion of the Board of Directors),

it being further specified that:

- these limits would not apply to the delegation of authority which you are asked to grant to the Board of Directors with a view to increasing the capital by capitalization of premiums, reserves, profits or similar (twentieth resolution),
- all such delegated authority would be granted for a period of twenty-six (26) months, except for the delegated authority referred to in items 16 and 17, which would be granted for a period of eighteen (18) months,
- the Board of Directors may not, unless otherwise authorized by the general meeting of shareholders, give effect to resolutions 14 to 18 in the event of a public tender offer being filed by a third party, and this until the end of the offer period.

If necessary, please read the reports prepared by the statutory auditors on this authorization and delegated authority.

We propose to review each authorization or delegated authority below.

7.1. Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares and/or other securities and maintaining shareholders' pre-emptive rights
(THIRTEENTH RESOLUTION)

We ask that you delegate authority to the Board to decide to issue ordinary shares of the Company and any equity securities convertible to other equity securities or eligible for the allotment of debt securities, and/or securities convertible to future equity securities or those of any company that directly or indirectly holds more than one half of its share capital or in which it may directly or indirectly hold more than one half of the share capital.

The securities thus issued may consist of debt securities, be associated with the issuance of such securities, or permit the issuance of same as intermediate securities.

By delegating this authority, we ask you to:

- resolve that the shareholders **shall enjoy, in proportion to the number of shares they hold, a preemptive right** to subscribe for the ordinary shares or securities that, where applicable, will be issued pursuant to this authority,
- confer on the Board the power to grant shareholders the right to subscribe, on an optional basis, for a number of shares or securities greater than that they would be able to subscribe for as of right, in proportion to the rights they hold and, in any event, within the limits of their request,
- set at 480,000 euros (or the equivalent amount in the event of issuance in another currency) the maximum nominal amount of capital increases that may be made, immediately or in the future, pursuant to this resolution,
- resolve that the total nominal amount of debt securities convertible to equity that may thus be issued may not exceed 200 million euros (or the equivalent amount in the event of issuance in another currency), it being specified that:
 - (i) where appropriate, this amount would be increased by any above-par redemption premium,
 - (ii) this amount would count towards the overall limit referred to above,
 - (iii) this limit would not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92, third paragraph, of the French Commercial Code, whose issuance would be decided or authorized by the Board of Directors under the conditions provided for in Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company in accordance with the provisions of Article L. 228-36-A of the French Commercial Code,
- resolves that if the applications do not take up the entire issue, the Board of Directors may exercise one of the following options in the order of its choice:
 - (i) limit the issue to the amount of subscriptions received, provided that these equate to at least three-quarters of the original issue,
 - (ii) freely allot some or all of the unsubscribed securities issued to the persons of its choice, and
 - (iii) offer to the public, on the French or international market, some or all of the unsubscribed securities issued,
- resolve that the Company's share warrants may be issued by way of subscription offer or bonus issue to the holders of existing shares,
- resolve that in the event of a bonus issue of warrants, the Board will have the power to decide whether the fractional rights granted are negotiable and whether the corresponding securities will be sold.

The decision to issue securities convertible to equity in the Company would require shareholders to waive their pre-emptive right in respect of the shares to which the securities issued, immediately and/or in the future, entitle them, in favor of the holders of those securities;

The Board shall have all powers, with the option of sub-delegation under the statutory conditions, to give effect to this authority, under the conditions provided for by law and the Bylaws, particularly for the purpose of resolving upon the capital increase and the amount thereof and determining the dates, terms and conditions of each issue, and form and features of the shares or securities to be issued.

We also ask you to resolve that the Board may, on its own initiative and if it deems it appropriate, (i) charge the costs, disbursements and fees occasioned by capital increases carried out pursuant to this authority, to the amount of premiums relating to such transactions and deduct, from the amount of such premiums, the amounts necessary to increase the legal reserve to one-tenth of the new share capital after each transaction; (ii) decide whether to admit the shares and securities thus issued to trading on the Nasdaq Global Market in the United States or on any other market on which the Company's shares would then be listed.

7.2 Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares and/or other securities, with cancelation of shareholders' pre-emptive rights, by way of a public offering excluding those referred to in Article L. 411-2(1) of the French Monetary and Financial Code (FOURTEENTH RESOLUTION)

We ask you to vote on the merits of delegating to the Board the authority to decide, by way of a public offering other than those referred to in Article L. 411-2(1) of the French Monetary and Financial Code (i.e. **a public offering not exclusively addressed to a limited circle of investors** acting on their own account or to qualified investors), whether to issue, with cancelation of shareholders' pre-emptive rights:

- (i) ordinary shares of the Company;
- (ii) equity securities convertible to other equity securities of the Company or eligible for the allotment of the Company's debt securities;
- (iii) other securities (including in particular all debt securities) convertible to the Company's equity securities;
- (iv) other securities (including in particular all debt securities) convertible to the equity securities of any company that holds, directly or indirectly, more than half of the share capital of the Company or in which the Company holds, directly or indirectly, more than half of the share capital;

which may be subscribed for either in cash or by offsetting debts.

Under this authority, the securities thus issued may consist of debt securities, be associated with the issuance of such securities or allow them to be issued as intermediate securities. The shareholders' pre-emptive rights in respect of ordinary shares or securities issued pursuant to this authority would be canceled.

In addition, you would be asked to give the Board of Directors the power to grant a priority right to shareholders, for some or all of the issues, to subscribe for such shares during the period and on the

terms set by the Board in accordance with the provisions of Article L. 225-135 of the French Commercial Code. This priority right would not lead to the creation of negotiable rights, but could be exercised, either as of right or on an optional basis, if the Company's shares were admitted to trading on a regulated market, as defined in the French Commercial Code.

We also ask you to:

- recognize that the decision to issue securities convertible to equity in the Company would mean that shareholders waive their pre-emptive rights in respect of the shares to which the securities issued, immediately and/or in the future, entitle them, in favor of the holders of such securities,
- resolve that the public offering may be combined, in the context of one or more issues carried out simultaneously, with an offering referred to in Article L. 411-2 (1) of the French Monetary and Financial Code; that is to say, addressed to a limited circle of investors;
- resolve to set the maximum nominal amount of capital increases that may be made pursuant to this authority at 480,000 euros, it being specified that this amount will be deducted from the limit stipulated above;
- resolve to set the maximum nominal amount of debt securities that may be issued pursuant to this authority at 200 million euros, it being specified that this amount will be increased, where appropriate, by any above-par redemption premium, deducted from the overall limit referred to above;
- resolve that, if the subscriptions received do not take up the entire issue, the Board of Directors may limit the issue to the amount of subscriptions received, provided that they equate to at least three-quarters of the original issue amount; freely allot some or all of the unsubscribed securities to the persons of its choice; and offer to the public, in France or abroad, some or all of the unsubscribed securities.

We also ask you to resolve that the issue price of the shares shall be set by the Board of Directors and shall be at least equal to the volume-weighted average share price on the last trading day prior to the pricing of the issue, less a maximum discount of 5%, where appropriate, for as long as the Company's shares (whether in the form of American Depositary Shares or otherwise) are admitted to trading on the Nasdaq Global Market in the United States. If, when using this authority, the Company's shares are admitted to trading on a regulated market as defined in the French Commercial Code, the price will be set in accordance with the provisions of Articles L. 225-136 (1) and R. 225-119 of the French Commercial Code.

In order to give effect to said authority, we ask you to grant the Board, with the option of sub-delegation, all powers to decide upon the capital increase and determine the securities to be issued, the amount of the capital increase, the issue price and the amount of the premium, and to set the conditions of each issue and define the form and features of the shares or securities convertible to equity to be issued, with or without premium, the date from which they will have dividend rights, whether retroactive or otherwise, the share payment method and, where applicable, the conditions for exercising the rights of exchange, conversion, redemption or allotment of any other type of shares or securities convertible to equity;

We also ask you to resolve that the Board may, on its own initiative and if it deems it appropriate, (i) charge the costs, disbursements and fees occasioned by capital increases carried out pursuant to this authority, to the amount of premiums relating to such transactions and deduct, from the amount of such premiums, the amounts necessary to increase the legal reserve to one-tenth of the new share capital after each transaction; (ii) decide whether to admit the shares and securities thus issued to trading on the Nasdaq Global Market in the United States or on any other market on which the Company's shares would then be listed.

7.3. Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares and/or other securities, with cancellation of shareholders' pre-emptive rights, by way of a public offering referred to in Article L. 411-2 (1) of the French Monetary and Financial Code (FIFTEENTH RESOLUTION)

We ask you to vote on the merits of delegating to the Board the authority to decide, by way of a public offering referred to in Article L. 411-2 (1) of the French Monetary and Financial Code **exclusively addressed to a limited circle of investors** acting on their own account or to qualified investors, whether to issue, **with cancellation of shareholders' pre-emptive rights**:

- (i) ordinary shares of the Company;
- (ii) equity securities convertible to other equity securities of the Company or eligible for the allotment of the Company's debt securities;
- (iii) other securities (including in particular all debt securities) convertible to the Company's equity securities;
- (iv) other securities (including in particular all debt securities) convertible to the equity securities of any company that holds, directly or indirectly, more than half of the share capital of the Company or in which the Company holds, directly or indirectly, more than half of the share capital;

which may be subscribed for either in cash or by offsetting debts.

By delegating this authority, we ask you to:

- resolve that the securities thus issued may consist of debt securities, be associated with the issuance of such securities or allow them to be issued as intermediate securities,
- resolve to cancel shareholders' pre-emptive rights in respect of ordinary shares or securities issued pursuant to this authority,
- recognize that the decision to issue securities convertible to equity in the Company means that shareholders waive their pre-emptive rights in respect of the shares to which the securities issued, immediately and/or in the future, entitle them, in favor of the holders of such securities,
- resolve that the total nominal amount of capital increases that may be made, immediately or in the future, pursuant to this delegation may not exceed 480,000 euros, or in any event may not exceed the limits prescribed by the regulations applicable as at the issue date (by way of illustration, as at the date of this general meeting, the issuance of equity securities in connection with an offering referred to in Article L. 411-2 (1) of the French Monetary and Financial Code is limited to 20% of the Company's share capital each year, said limit being evaluated as at the

date of the Board's decision to use this authority),

- resolve to set the maximum nominal amount of debt securities that may be issued pursuant to this authority at 200 million euros, it being specified that this amount will be increased, where appropriate, by any above-par redemption premium, deducted from the overall limit referred to above,
- resolve that, if the subscriptions received do not take up the entire issue, the Board of Directors may limit the issue to the amount of subscriptions received, provided that they equate to at least three-quarters of the original issue amount; freely allot some or all of the unsubscribed securities to the persons of its choice; and offer to the public, in France or abroad, some or all of the unsubscribed securities;

We also ask you to resolve that the issue price of the shares shall be set by the Board of Directors and shall be at least equal to the volume-weighted average share price on the last trading day prior to the pricing of the issue, less a maximum discount of 5%, where appropriate, for as long as the Company's shares (whether in the form of American Depositary Shares or otherwise) are admitted to trading on the Nasdaq Global Market in the United States. If, when using this authority, the Company's shares are admitted to trading on a regulated market as defined in the French Commercial Code, the price will be set in accordance with the provisions of Articles L. 225-136 (1) and R. 225-119 of the French Commercial Code.

In order to give effect to said authority, we ask you to grant the Board, with the option of sub-delegation, all powers to decide upon the capital increase and determine the securities to be issued, the amount of the capital increase, the issue price and the amount of the premium, and to set the conditions of each issue and define the form and features of the shares or securities convertible to equity to be issued, with or without premium, the date from which they will have dividend rights, whether retroactive or otherwise, the share payment method and, where applicable, the conditions for exercising the rights of exchange, conversion, redemption or allotment of any other type of shares or securities convertible to equity;

Lastly, we ask you to note that this is a delegation of authority for a capital increase without pre-emptive rights, conducted by way of a public offering referred to in Article L. 411-2 (1) of the French Monetary and Financial Code, and does not have the same purpose as the fourteenth resolution of this general meeting, and that consequently this authority does not render ineffective said fourteenth resolution of this general meeting, the validity and duration of which are not affected by this delegation of authority.

7.4 Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares in the Company, with cancelation of shareholders' pre-emptive rights, for the benefit of a first category of persons meeting certain characteristics (SIXTEENTH AND SEVENTEENTH RESOLUTIONS)

The purpose of these proposed delegations of authority is to allow the Company to issue ordinary shares in connection with an international savings plan and to reserve subscription for (i) any trust, investment fund, company or other legal entity to be created, in France or abroad, and (ii) employees of the Company and related companies, in France and abroad, as defined in Article L. 225-180 of the French Commercial Code.

The total nominal amount of capital increases that may be made pursuant to the sixteenth and seventeenth resolutions may not exceed 44,000 euros, it being specified that this amount will count towards the maximum overall limit provided for in the nineteenth resolution.

The share issue price would be determined by the Board of Directors as at the date of the decision to issue the shares. For each offer period, as defined in the relevant international savings plan (the “Offer Period”), it would not be less than the euro equivalent of eighty-five per cent (85%) of the lowest closing price in U.S. dollars of a Company ADS on the NASDAQ Global Market on the first day of the relevant offer period and on the last day of said period (or, as the case may be, of any other dates during said period as may be determined by the Board of Directors in accordance with the international savings plan), as published in the Wall Street Journal or any other source that the Company’s Board of Directors deems reliable.

The Board of Directors would have all powers, with the option of sub-delegation, to give effect to this authority and, in particular, to determine the list of beneficiaries meeting the aforementioned criteria and benefiting from the cancelation of shareholders’ pre-emptive rights, the number of shares to be subscribed for by each beneficiary, and the amount of the capital increases carried out pursuant to this authority, and to set the subscription prices, dates, subscription periods, terms and conditions of subscription, payment, delivery and interest rights of the shares, in addition to any other terms and conditions, subject to the legal and regulatory limits at the time of payment of the shares;

The authority would be granted for a period of eighteen (18) months from the date of this general meeting.

7.5 Delegation of authority to the Board of Directors to increase the number of securities to be issued in connection with a capital increase with or without shareholders’ pre-emptive rights
(EIGHTEENTH RESOLUTION)

The purpose of this resolution is to enable the Board of Directors to propose an overallotment option for any issuance carried out pursuant to the thirteenth, fourteenth and fifteenth resolutions. Any capital increase carried out under this authority would be at the same price and capped at 15% of the original issue.

The nominal amount of any capital increase decided upon pursuant to this authority would count towards the overall limit provided for in the nineteenth resolution, plus, where applicable, the additional amount of shares or securities to be issued in order to preserve, in accordance with the law and contractual provisions, if any, the rights of holders of securities and other rights convertible to equity.

8. DELEGATION OF AUTHORITY GRANTED TO THE BOARD TO INCREASE THE SHARE CAPITAL BY CAPITALIZATION OF PREMIUMS, RESERVES, PROFITS OR ANY OTHER AMOUNTS THAT MAY BE CAPITALIZED (TWENTIETH RESOLUTION)

We propose that you delegate to the Board, with the option of sub-delegation under the statutory conditions, the authority to decide upon one or more capital increases by capitalization of premiums, reserves, profits or other amounts that may be capitalized in accordance with the law and Bylaws, in the

form of the bonus allotment of new shares, an increase in the par value of existing shares or a combination of both of these methods, said shares conferring the same rights as existing shares subject to the date from which they carry dividend rights.

We ask you to resolve that the total nominal amount of the capital increases likely to be carried out immediately and/or in the future may not exceed 150,000 euros, plus, where applicable, the additional amount of shares to be issued to preserve, in accordance with applicable legal or regulatory provisions and contractual provisions, if any, the rights of holders of securities and other rights convertible to shares, it being specified that this limit is set independently.

In accordance with the provisions of Article L. 225-130 of the French Commercial Code, in the event that the Board uses this authority, fractional rights shall not be negotiable and the corresponding securities shall be sold, the proceeds of the sale being allocated to the rights holders within the regulatory timeframe.

9. RENEWAL OF THE AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO PROCEED WITH A BONUS SHARE ALLOTMENT (TWENTY-FIRST RESOLUTION)

We propose to you, in accordance with the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code, to authorize your Board of Directors to carry out, on one or more occasions, the bonus allotment of existing shares or new shares issued by the Company, for the benefit of the Company's salaried employees, or certain categories thereof, and/or its corporate officers who meet the conditions laid down in Article L. 225-197-1-II of the French Commercial Code, as well as for the benefit of the salaried employees of companies or economic interest groups in which the Company holds, directly or indirectly, at least 10% of the share capital or voting rights as at the share allotment date.

We ask you to set the total number of shares that may be allotted free of charge by the Board of Directors pursuant to this authorization at 2,300,000 shares, with a par value of 0.08 euro each, it being specified that at no time may the total number of shares allotted free of charge by the Board exceed the overall limit of 10% of the Company's share capital existing as at the date of the decision to allot the shares, and that said number will count towards the overall limit provided for in the twenty-fourth resolution.

The allotted shares will vest, subject to fulfilment of any conditions or criteria set by the Board, at the end of a period of at least one (1) year (the "Vesting Period") and the beneficiaries of such shares shall, where applicable, retain them for a period set by the Board (the "Lock-up Period") which, combined with the Vesting Period, may not be less than two (2) years.

We also ask you to resolve that:

- by way of derogation from the foregoing, the shares will vest before the end of the Vesting Period in the event of the beneficiary's invalidity, corresponding to the classification in the second or third categories of invalidity provided for by Article L. 341-4 of the French Social Security Code.
- the allotted shares will be freely transferable in the event of a request made by the heirs of a deceased beneficiary or in the event of the beneficiary's invalidity corresponding to his or her classification in the aforementioned categories of the French Social Security Code,

- the duration of the Vesting Period and the Lock-up Period will be set by the Board of Directors subject to the aforementioned limits.

For your information, in accordance with the provisions of Article L. 225-197-1 of the French Commercial Code, when the allotted shares are still to be issued, this authorization automatically entails, in favor of the beneficiaries of the bonus share allotment, **the waiver by shareholders of their preemptive right to subscribe for the new shares issued**, the corresponding capital increase being definitively carried out by the mere fact of the final allotment of the shares to the beneficiaries.

We should point out that if necessary, this decision entails a waiver by shareholders, in favor of the holders of the free shares, of their share of the reserves, profits or premiums which, where applicable, will be used in the event of the issuance of new shares at the end of the Vesting Period, for the execution of which all powers are delegated to the Board of Directors.

We ask you to delegate all powers to the Board of Directors to:

- note the existence of sufficient reserves and, for each allotment, transfer to an unavailable reserve account the amounts necessary for payment of the new shares to be allotted,
- identify the beneficiaries of each allotment and the number of shares that may be allotted free of charge to each one,
- determine the conditions and, where appropriate, the criteria for each share allotment,

where applicable:

- decide, at the appropriate time, the capital increase(s) resulting from the issuance of any new shares allotted free of charge,
- purchase the necessary shares for delivery of any existing shares allotted free of charge,
- take all appropriate measures to ensure that the beneficiaries comply with the obligation to retain shares,
- and generally do whatever may be necessary to give effect to this authorization in accordance with applicable legislation.

10. RENEWAL OF THE DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARE WARRANTS TO A CATEGORY OF PERSONS WITH SPECIFIC CHARACTERISTICS (TWENTY-SECOND RESOLUTION)

We propose that you delegate to your Board of Directors the authority to issue a maximum of 2,300,000 ordinary share warrants (“BSAs ”), each giving the right to subscribe for an ordinary share of the Company with a par value of 0.08 euro, representing a capital increase of a maximum nominal amount of 160,000 euros, it being specified that the number of shares will be deducted from the overall limit referred to in the twenty-fourth resolution below.

The issue price of a share warrant would be determined by the Board of Directors on the warrant issue date, depending on the features of the warrant, and would be at least equal to 5% of the average volume-weighted average price of the five (5) previous trading sessions on the NASDAQ Global Market prior to the date of allotment of said warrant by the Board.

We request that you cancel shareholders' pre-emptive rights to subscribe for said share warrants, which may only be allotted to the following category of beneficiaries:

- directors of the Company or any of its subsidiaries in office as at the date of allotment of the share warrants, provided that they are not employees or executives of the Company or any of its subsidiaries,
- independent members of any committee that the Board of Directors of the Company has established or may establish,
- any natural or legal person bound to the Company or any of its subsidiaries by a consultant contract (the "**Beneficiaries**"),

In accordance with the provisions of Article L. 225-138-I of the French Commercial Code, we ask you to delegate to the Board of Directors the task of preparing the list of Beneficiaries and the proportion of share warrants allotted to each Beneficiary thus designated, and to authorize the Board of Directors, subject to the aforementioned limits, to issue and allot share warrants accordingly, on one or more occasions for each Beneficiary.

We also ask you to delegate to the Board of Directors the task of establishing, for each Beneficiary, the terms and conditions for exercising the share warrants and, in particular, the issue price of the share warrants and the timing of the exercise of the share warrants, it being specified that these must be exercised within ten (10) years of issue and that share warrants that have not been exercised at the end of this period of ten (10) years will automatically become null and void.

We ask you to resolve that each share warrant will allow one ordinary share with a par value of 0.08 euro to be subscribed for at an exercise price determined by the Board of Directors on the date of allotment of the share warrants; said price shall be at least equal to the euro equivalent of the selling price in U.S. dollars of an ADS of the Company at the close of the NASDAQ Global Market on the day preceding that of the Board's decision to allot the share warrants.

We also ask you to resolve that the ordinary shares thus subscribed for must be fully paid up upon subscription, either by payment in cash, or by offsetting with liquid and payable claims, and that the new shares delivered to the Beneficiary upon exercising the share warrants will be subject to all the provisions of the Bylaws and will carry entitlement to dividends from the first day of the fiscal year in which they are issued.

Share warrants shall be transferable, issued in registered form and recorded by book entry.

We therefore ask you to resolve to issue a maximum of 2,300,000 ordinary shares, which may be subscribed for by exercising the share warrants issued.

In accordance with the provisions of Articles L. 228-91 and L. 225-132 of the French Commercial Code, this decision would entail, in favor of the holders of share warrants, a waiver by shareholders of their pre-emptive right to subscribe for the ordinary shares to which the share warrants grant entitlement.

Lastly, we request that you give all powers to the Board of Directors to give effect to said authority, and in particular to:

- set the issue price of the share warrants and the shares to which they grant entitlement, in accordance with the terms of this resolution,
- issue and allot the share warrants and determine the conditions of exercise and the final terms of the share warrants, including the timing of the exercise of the warrants, in accordance with the provisions of this resolution and within the limits set out in this resolution;
- collect subscriptions for share warrants and related payments,
- record the number of ordinary shares issued as a result of the exercise of the share warrants, complete the formalities resulting from the corresponding capital increases, and amend the Bylaws accordingly;
- take all measures to protect the holders of share warrants in the event of a financial transaction involving the Company, in accordance with the applicable legal and regulatory provisions; and
- in general, take all measures and complete all formalities appropriate to this issuance.

11. DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE STOCK OPTIONS
(TWENTY-THIRD RESOLUTION)

We ask you to authorize your 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 the employees or executives of the Company and of the companies and economic interest groups related to the Company under the conditions defined in Article L. 225-180-I of said Code, options conferring the right to subscribe for or purchase ordinary shares, it being specified that (i) the total number of options granted under said authorization may not confer the right to purchase or subscribe for more than 2,000,000 ordinary shares with a par value of 0.08 euro each, (ii) this number would count towards the overall limit provided for in the twenty-fourth resolution, and (iii) the total number of shares that may be subscribed for upon exercising the options granted and not yet exercised may at no time exceed one third of the share capital.

This authorization entails, in favor of the option beneficiaries, the express waiver by shareholders of their pre-emptive right to subscribe for the shares issued as and when the options are exercised; this authorization shall be implemented under the conditions and in the manner provided for by applicable law and regulations as at the date of the stock option grant.

The purchase or subscription price per share that may be issued pursuant to this resolution would be set by the Board of Directors in accordance with the provisions of Article L. 225-177 of the French Commercial Code and would be equal to the euro equivalent of at least 95% of the closing price of the Company's ordinary shares admitted to trading on the NASDAQ Global Market in the United States of America (whether in the form of an American Depositary Share or otherwise) on the last trading day

preceding the grant date; where an option allows its beneficiary to purchase shares previously acquired by the Company, its exercise price – without prejudice to the foregoing and in accordance with the applicable provisions – may not be less than 80% of the average price paid by the Company for all shares previously acquired by it.

We propose that you set the period of validity of the options at ten (10) years from the grant date. However, said period may be reduced by the Board of Directors for beneficiaries residing in a given country to the extent necessary to comply with the laws of that country.

Lastly, we request that you grant all powers to the Board of Directors to give effect to this authorization subject to the aforementioned limits, and in particular to:

- identify the beneficiaries of the stock options and the number of options to be granted to each one;
- set the purchase and/or subscription price of the shares to which the options grant entitlement, subject to the aforementioned legal limits, it being specified that the subscription price per share shall be higher than the par value per 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 stock options outstanding and not yet exercised does not entitle holders to subscribe for a number of shares exceeding one third of the share capital;
- define the terms and conditions of the stock option plan and determine the conditions under which the options will be granted, including, in particular, the timing of the exercise of the options granted, which may vary according to the holders; such conditions may include clauses prohibiting the immediate resale of some or all of the shares issued upon the options being exercised, subject to the statutory limits;
- where applicable, acquire shares of the Company necessary for the potential transfer of shares to which the stock options grant entitlement;
- complete, either directly or through an agent, any formalities required to finalize capital increases carried out pursuant to the authorization conferred by this resolution;
- deduct, as it sees fit, the costs of capital increases from the amount of related premiums, and to draw from this amount the sums required to take the legal reserve to one tenth of the new share capital following each increase;
- amend the Bylaws accordingly and generally do whatever is necessary.

12. OVERALL LIMITS ON THE AMOUNT OF ISSUANCE PURSUANT TO THE TWENTY-FIRST, TWENTY-SECOND AND TWENTY-THIRD RESOLUTIONS (TWENTY-FOURTH RESOLUTION)

We invite you to resolve that the sum of (i) the shares allotted free of charge pursuant to the twenty-first resolution, (ii) the shares that may be issued upon exercise of the share warrants allotted pursuant to the

twenty-second resolution, and (iii) the shares that may be purchased or subscribed for following the exercise of the options granted under the twenty-third resolution, may not exceed 2,300,000 shares with a par value of 0.08 euro each, it being specified that the additional amount of shares to be issued in order to preserve, in accordance with the applicable contractual provisions, the rights of securities holders and other rights convertible to shares will be added to this limit.

13. RENEWAL OF THE AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY ISSUING COMPANY SHARES TO EMPLOYEES PARTICIPATING IN A COMPANY SAVINGS PLAN ESTABLISHED PURSUANT TO ARTICLES L. 3332-1 ET SEQ. OF THE FRENCH LABOR CODE (TWENTY-FIFTH RESOLUTION)

The Company may set up a company savings plan established pursuant to Articles L.3332-1 et seq. of the French Labor Code.

In order to allow a degree of flexibility, we propose that you approve the resolution for the delegation of authority to the Board of Directors to implement such a plan.

Since the subscription price of the shares that would be issued under this plan is not set as of today's date, this report will not disclose the impact of the proposed issuance on the position of holders of shares and securities convertible to equity and on shareholders' equity per share of the Company. We wish to remind you, however, that should it make use of the aforementioned authority, the Board of Directors will prepare an additional report disclosing the impact of the issuance authorized by it on the position of holders of shares and securities convertible to equity and on shareholders' equity per share of the Company, assessed on the basis of interim accounts dated less than six months prior to the date of the Board of Directors' meeting making use of said authority.

The statutory auditors' report on the authorization requested, made available to you in accordance with the legal and regulatory conditions, will be read out to you.

We ask you, in accordance with the provisions of Article L. 225-129-6 of the French Commercial Code and Articles L. 3332-1 et seq. of the French Labor Code, to delegate authority to the Board of Directors to increase the share capital, on one or more occasions, on its own initiative, by issuing ordinary shares reserved, directly or through a company mutual fund, for members of a savings plan as provided for in Articles L. 3332-1 et seq. of the French Labor Code, which would be open to employees of the Company and of companies related to it as defined in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code, and who also meet any criteria laid down by the Board of Directors (hereinafter the "**Group Employees**").

Accordingly, we ask you to cancel the pre-emptive right granted to shareholders under Article L. 225-132 of the French Commercial Code and to reserve the subscription of said shares for Group Employees, other shareholders waiving their right to receive any free shares by way of a discount or employer contribution issued on the basis of this resolution.

This authority would be granted for a period of eighteen (18) months from the date of this general meeting, which represents the period of validity of this authority.

The total nominal amount of capital increases that may be made pursuant to this resolution should not

exceed 44,000 euros, it being specified that this maximum amount will be supplemented, where appropriate, by the additional amount of shares to be issued in order to preserve, in accordance with legal or regulatory provisions and any contractual provisions, the rights of holders of securities and other rights convertible to shares.

The issue price for one share would be determined by the Board in the manner provided for in Article L. 3332-20 of the French Labor Code; however if, when this authority is used, the shares of the Company are admitted to trading on a regulated market as defined in the French Commercial Code, the price would be set in accordance with the provisions of Article L. 3332-19 of the French Labor Code.

14. AMENDMENT OF THE COMPANY’S BYLAWS IN ACCORDANCE WITH CERTAIN PROVISIONS OF ACT NO. 2019-744 OF JULY 19, 2019 AND ACT NO. 2019-486 OF MAY 22, 2019 (TWENTY-SIXTH RESOLUTION)

a) Amendments to the Bylaws in accordance with Act No. 2019-744 of July 19, 2019:

Pursuant to Article L. 225-37 of the French Commercial Code, as amended by Act No. 2019-744 of July 19, 2019, the Bylaws may provide that decisions within the remit of the Board of Directors as provided for in Article L. 225-24, in the final paragraph of Article L. 225-35, in the second paragraph of Article L. 225-36 and in Article L. 225-103-I, as well as decisions to transfer the headquarters within the same French department, may be taken by written consultation of the directors.

Therefore, to take account of this flexibility, we propose that the Bylaws should include the possibility for the Board of Directors to take certain decisions by written consultation, and accordingly add the following paragraph at the end of paragraph 15 of the Bylaws, the other Bylaws remaining unchanged:

“Decisions falling within the remit of the Board of Directors under Article L. 225-37 of the French Commercial Code may be taken by written consultation of the directors.”

Moreover, Articles L. 225-96 and L. 225-98 of the French Commercial Code, as amended by Article 16 of Act No. 2019-744 of July 19, 2019, now provide that the majority required for the adoption of decisions of the general meeting shall be determined henceforth solely on the basis of votes cast by the shareholders present or represented; abstentions, as well as blank or spoiled votes, are thus no longer counted as negative votes, but are excluded from the count.

We therefore propose that you amend paragraphs 11 and 12 of Article 20 of the Bylaws to take account of these new methods of counting votes, as follows:

“Resolutions of the Ordinary General Meeting are carried by a majority of the votes cast by the shareholders present or represented.

Resolutions of the Extraordinary General Meeting are carried by a two-thirds majority of the votes cast by the shareholders present or represented.”

b) Amendments to the Bylaws in accordance with Article 185 of Act No. 2019-486 of May 22, 2019:

We propose that you amend Article 17 of the Bylaws to reflect the new wording of Article L.225-45, at

the end of which the expression “directors’ fees” has been deleted.

Accordingly, the first and second paragraphs of Article 17 would be amended as follows:

“The General Meeting may allocate a fixed annual amount to directors in consideration of their work. The General Meeting will determine this amount without being bound by previous decisions.

The Board of Directors shall freely distribute among its members the overall amount allocated to directors.”

* * *

In view of this, we ask you to vote on the resolutions submitted to you by your Board of Directors.

The Board of Directors