



**Société Anonyme**  
au capital de 134.056.275 Euros  
Siège social : 5, Place Général Gouraud  
51100 REIMS  
348.494.915 R.C.S. REIMS

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**COMBINED GENERAL MEETING OF 3 JUNE 2021**  
Draft resolutions

**RESOLUTIONS UNDER THE COMPETENCE OF THE ANNUAL ORDINARY GENERAL MEETING**

**FIRST RESOLUTION**

Approval of the corporate financial statements for the year ended 31 December 2020

The Annual Ordinary General Meeting, having reviewed the Board of Directors' management report with, appended to it, the corporate governance report, the Statutory Auditors' reports on the corporate statement of financial position, the income statement and the notes of VRANKEN-POMMERY MONOPOLE for the financial year ended 31 December 2020, approves said statement of financial position, corporate financial statements and notes as presented, showing a net profit of €1,532,802.42.

It also approves all measures and operations reflected in these financial statements, or summarised in these reports.

Consequently, it discharges the Board of Directors from its duties.

**SECOND RESOLUTION**

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

The Annual Ordinary General Meeting, having reviewed the Board of Directors' management report and the Statutory Auditors' report on the consolidated statement of financial position, the consolidated income statement and the appendix of the VRANKEN-POMMERY MONOPOLE Group for the financial year ended 31 December 2020, approves said statement of financial position, consolidated financial statements and notes as presented, showing net earnings for the consolidated whole of €323 thousand and a net profit of the consolidated whole Group share of €235 thousand.

It also approves all measures and operations reflected in these financial statements, or summarised in these reports.

**THIRD RESOLUTION**

Allocation of income for the year ended 31 December 2020

The Annual Ordinary General Meeting decides to allocate the net profit for the financial year ended 31 December 2020, amounting to:

	€1,532,802.42
• to which is added previous carry forwards of:	€78,876,810.83

<b>Totalling:</b>	<u>€80,409,613.25</u>
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as follows:

• to the special reserve for works of art:	€50,047.70
• to the carry forward account, amounting to:	€80,359,565.55

Furthermore, and in accordance with the law, the Ordinary Annual General Meeting duly notes that over the last three years, the dividends paid have been as follows:

<i>Financial year</i>	<i>Total dividend</i>	<i>Dividend per share</i>	<i>Amount eligible for tax rebate of 40%(*) (Art. 158-3 of the French General Tax Code)</i>
<b><i>For 2017</i></b>	<b><i>€7,149,668.00</i></b>	<b><i>€0.80</i></b>	<b><i>€0.80</i></b>
<b><i>For 2018</i></b>	<b><i>€7,149,668.00</i></b>	<b><i>€0.80</i></b>	<b><i>€0.80</i></b>
<b><i>For 2019</i></b>	<b><i>-</i></b>	<b><i>-</i></b>	<b><i>-</i></b>

(\*) A 40% tax rebate is available only for dividends distributed to individuals who are tax residents of France.

#### **FOURTH RESOLUTION**

##### **Approval of regulated agreements**

The Annual Ordinary General Meeting duly notes that the Statutory Auditors' report on regulated agreements mentioned in Articles L. 225-38 et seq. of the French Commercial Code has been presented to it, and approves as required the agreements described in it.

#### **FIFTH RESOLUTION**

##### **Approval of non-deductible expenses**

The Annual Ordinary General Meeting, in accordance with Article 223 quater and quinques of the French General Tax Code, approves the amount of charges and expenses not deductible from the Company's taxable income, as defined in Article 39-4 of said Code, (namely €345,956), and the total amount of taxation it represents, (approximately €96,868 at a theoretical corporate tax rate of 28%).

#### **SIXTH RESOLUTION**

##### **Authorisation to be granted to the Board of Directors to purchase, hold or transfer shares in the Company**

The Annual Ordinary General Meeting, having reviewed the Board of Directors' report, decides:

- to end the current share buyback programme approved by the Annual Combined Ordinary and Extraordinary General Meeting of 4 June 2020;
- in accordance with Articles L. 22-10-62 et seq. of the French Commercial Code, European Regulation 596/2014 of 16 April 2014, the European regulations related to it, the French Monetary and Financial Code, the General Rules of the French Financial Markets Authority (AMF) and market practices allowed by the AMF, to authorise the Board of Directors to purchase Company shares on the stock market with the following objectives, in decreasing order of priority:
  - boost the share price or the liquidity of the share (through repurchase or sale), by an investment services provider acting independently under a liquidity contract,
  - purchase shares with a view to retaining them and subsequently using them in exchange or as payment in the context of external growth operations, up to a limit of 5% of the share capital,
  - award these shares to employees and authorised corporate officers of the Company or its Group, award stock options under the provisions of Articles L. 225-179 et seq. of the French Commercial Code, or award bonus shares under the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code, or for their participation in the fruits of the Company's expansion or as part of a shareholding plan or a company savings plan,
  - deliver these shares upon the exercise of rights attached to securities giving right by conversion, exercise, redemption or exchange to the allocation of shares of the Company, in accordance with stock market regulations, or cancel these shares in order, notably, to increase the return on equity and earnings per share and/or to neutralise the dilutive impact on Shareholders of capital increase transactions; this last objective being subject to the exercise by the Board of Directors of the delegation granted to it by the Extraordinary General Meeting of 4 June 2020, to reduce the share capital by cancelling treasury shares, a delegation which is being renewed today,
  - more generally, carry out of any transaction that is, or may in the future be, authorised by the regulations in force, or that is part of a market practice that is, or may in the future be, authorised by the French Financial Markets Authority (AMF);
- that the maximum purchase price per share may not exceed €37.50 (thirty-seven euros and fifty cents) excluding costs, taking into account the changes in the share price;

- *that the Board of Directors may, however, adjust the aforementioned purchase price in the event of a change in the nominal value of the share, a capital increase by incorporation of reserves and allocation of bonus shares, a stock split or reverse stock split, amortisation or reduction of capital, distribution of reserves or other assets and any other transactions affecting shareholders' equity, to take into account the impact of such transactions on the value of the share;*
- *that the number of shares that may be held under this authorisation during the aforementioned period may not exceed 10% of the share capital, i.e. 893,708 shares, subject to legal and regulatory provisions limiting the number of shares that may be held by the Company directly or through a person acting in its own name but on behalf of the Company, with the Ordinary General Meeting duly noting that as consideration for the 53,804 treasury shares held at 22 March 2021, the maximum number of shares that VRANKEN-POMMERY MONOPOLE could acquire is 786,100 shares for a maximum amount of €29,578,750;*
- *that the theoretical maximum amount of funds intended for the completion of this share buyback program is €31,359,563 for 10% of the share capital, without prejudice to the 57,453 treasury shares held as of 31 December 2020;*
- *that the shares might be purchased by any means, in particular in full or in part by market transactions or by purchase of share blocks and, where applicable, by negotiated sale by public offer of purchase or exchange or by using optional mechanisms or derivative instruments and at the times the Board of Directors shall deem appropriate, including during a public offer within the limits set by stock market regulations. The shares acquired under this authorisation may be held, sold or transferred by any means, including by a sale of a block of shares, and at any time, including during a public offer;*
- *to confer, in view of ensuring the execution of this resolution, full powers to the Board of Directors, with the capacity to sub-delegate these powers, in particular to:*
  - *duly carry out the transactions, and determine the terms and conditions thereof,*
  - *negotiate and sign all contracts with any investment service provider of its choice acting in full independence in the framework of a liquidity contract,*
  - *place all orders on or off the market through equity or loan funds,*
  - *adjust the purchase price of the shares to take into account the effect of the aforementioned transactions on the share value,*
  - *conclude all agreements, notably for the purpose of keeping records of share purchases and sales,*
  - *carry out all declarations with the French Financial Markets Authority and other bodies,*
  - *complete all other formalities, and generally, do whatever is necessary;*
- *that this authorisation is given for a period of 18 months as from the present Annual Ordinary General Meeting, i.e. until 2 December 2022.*

*At the end of the period, any shares acquired in the framework of the present share buyback programme that have not been re-sold shall be listed in the Company's corporate financial statements under investment securities.*

*The shares held by the Company shall have no voting rights and the dividends attached to these shares shall be carried forward.*

#### **SEVENTH RESOLUTION**

##### **Reappointment of a Director**

*The Annual Ordinary General Meeting, having noted that the term of office of Mailys Vranken expires at the end of this Meeting,*

*resolves to reappoint her, for a period of three financial years, until the General Meeting called to approve the financial statements for the financial year ending 31 December 2023.*

#### **EIGHTH RESOLUTION**

##### **Reappointment of a Director**

*The Annual Ordinary General Meeting, having noted that the term of office of Michel Foret as Director expires at the end of this Meeting, resolves to reappoint him, for a period of three financial years, until the General Meeting called to approve the financial statements for the financial year ending 31 December 2023.*

#### **NINTH RESOLUTION**

Approval of the information relating to the compensation of the corporate officers mentioned in part I of Article L. 22-10-9 of the French Commercial Code for the 2020 financial year

The Annual Ordinary General Meeting, having reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 of the French Commercial Code, the information referred to in Article L. 22-10-9 I of the French Commercial Code included in said report, namely the total amount of compensation and benefits of any kind paid or allocated by the Company to the Chairman and Chief Executive Officer, the Deputy Chief Executive Officer and the Members of the Board of Directors for the financial year ended 31 December 2020.

#### **TENTH RESOLUTION**

Approval of the components of the compensation paid during or granted for the financial year ended 31 December 2020 to Paul-François Vranken, Chairman and Chief Executive Officer

The Annual Ordinary General Meeting, having reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 of the French Commercial Code, the total amount of compensation, the compensation allocated for his duties as Director and the benefits of any kind paid by the Company during the financial year ended 31 December 2020 or allocated in respect of that financial year to Paul-François Vranken, Chairman and Chief Executive Officer, described in said report.

#### **ELEVENTH RESOLUTION**

Approval of the components of the compensation paid during or granted for the financial year ended 31 December 2020 to Hervé Ladouce, Deputy Chief Executive Officer

The Annual Ordinary General Meeting, having reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 of the French Commercial Code, the total amount of compensation, the compensation allocated for his duties as Director and the benefits of any kind paid by the Company during the financial year ended 31 December 2020 or allocated in respect of that financial year to Hervé Ladouce, Deputy Chief Executive Officer for Coordination of Production and Trading, described in said report.

#### **TWELFTH RESOLUTION**

Approval of the compensation policy for executive corporate officers for the 2021 financial year

The Annual Ordinary General Meeting, having reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-8-II of the French Commercial Code, the compensation policy for executive corporate officers for financial year 2021 as described therein.

#### **THIRTEENTH RESOLUTION**

Approval of the Directors' compensation policy for the 2021 financial year

The Annual Ordinary General Meeting, having reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-8-II of the French Commercial Code, the compensation policy for Directors for the financial year 2021, as described therein.

#### **FOURTEENTH RESOLUTION**

Powers to confer

The Annual Ordinary General Meeting confers full powers on the bearer of an excerpt or copy hereof to carry out all legal formalities.

**RESOLUTIONS UNDER THE COMPETENCE OF THE EXTRAORDINARY GENERAL MEETING**

**FIFTEENTH RESOLUTION**

*Harmonisation of Article 25 of the Articles of Association with current legislation*

*The Extraordinary General Meeting,*

*In order to update the Articles of Association to bring them in line with the regulations in force,*

*Decides to amend Article 25 of the Articles of Association in order to allow shareholders to attend General Meetings electronically as follows:*

**"ARTICLE 25 - CONVENING AND ORGANISATION OF GENERAL MEETINGS**

General Meetings are convened either by the Board of Directors or by the Statutory Auditor(s), or by any person authorised by the laws or regulations for this purpose.

General Meetings are held at the registered office or at any other location indicated in the meeting notice.

General Meetings are convened and deliberate in accordance with applicable laws and regulations. In particular, any Shareholder may, if the Board of Directors so decides, take part in and vote at the Meeting by videoconference or by any other means of telecommunication allowing for their identification under the conditions laid down by applicable law and regulations and shall be deemed present for the purposes of calculating the quorum and any required majority.

In the event that a General Meeting is not able to validly deliberate, where quorum requirements are not met, the second General Meeting and, where applicable, the second prorogued General Meeting, are convened in the same way as the first and the meeting notice recalls the date of the first and reiterates the same agenda."

**SIXTEENTH RESOLUTION**

*Harmonisation of Article 27 of the Articles of Association with current legislation*

*The Extraordinary General Meeting,*

*In order to update the Articles of Association to bring them in line with the regulations in force,*

*Decides to add a fifth point to Article 27 of the Articles of Association to allow Shareholders, upon decision of the Board of Directors, to use the electronic application forms for admissions, proxys or remote voting, as follows:*

**"ARTICLE 27 - ADMISSION TO MEETINGS – POWERS**

1 - Participation in the General Meetings in any form whatsoever is subject to the registration of the shares under the conditions and timeframes stipulated by the regulations in force. The Board of Directors may, if it so chooses, accept the voting forms and proxies that reach the Company after the deadline set by the regulations in force.

2 - The holders of nominative shares have the right to participate in General Meetings and deliberations, whatever the number of shares, upon simple proof of their identity, as long as their shares are fully paid up and registered in an account in their name under the conditions and in the timeframes stipulated by the regulations in force.

3 - Any Shareholder who has the right to attend the General Meetings may be represented there by another Shareholder, by his or her spouse or by a partner with whom he or she has concluded a Civil Solidarity Pact (PACS). The shareholder may also be represented by any other natural person or legal entity of his or her choice. The proxy must contain the indications and information provided for by law. If the principal does not name a proxy, a vote in favour of adoption of the draft resolutions submitted to the Meetings will be issued.

4 - Any Shareholder may vote by mail using a form obtained under the conditions indicated in the meeting notice.

5 - If the Board of Directors so decides when convening the Meeting, Shareholders may use electronic application forms to request admission, a proxy or vote remotely under the conditions laid down by applicable laws and regulations. Accordingly, the electronic signature used must result from the use of a reliable identification process to guarantee that it matches with the voting form to which it is attached. The proxy or the vote thereby expressed before the Meeting by such electronic means, as well as the corresponding acknowledgement of receipt, will be deemed to be non-revocable and enforceable writings under any circumstances, it being specified that in the event of a transfer of securities occurring before the date set by applicable regulations, the Company will invalidate or amend accordingly, as the case may be, the proxy or the vote cast before that date. Shareholders using the electronic voting or proxy form available for this purpose are deemed to be present or represented."

#### **SEVENTEENTH RESOLUTION**

##### **Harmonisation of Article 30 of the Articles of Association with current legislation**

*The Extraordinary General Meeting,*

*In order to update the Articles of Association to bring them in line with the regulations in force,*

*Decides to amend Article 30 of the Articles of Association to allow Shareholders to be convened electronically as follows:*

#### **“ARTICLE 30 – ORDINARY GENERAL MEETINGS**

Ordinary General Meetings shall take all decisions that exceed the powers of the Board of Directors and are not intended to amend the Articles of Association.

Ordinary General Meetings shall be held at least once a year, within six months of the end of the financial year, to approve the financial statements for that financial year, subject to extension of such period by court decision.

In the event that the shares are traded on a regulated market, the Ordinary General Meeting may authorise the Company, for a limited period not exceeding 18 months, to purchase its own shares in order to stabilise the share price. Where applicable, it must set the terms and conditions of the transaction, in particular the maximum purchase price and minimum sale price, the maximum number of shares to be acquired and the period within which the acquisition must be made.

Its deliberations shall be valid, upon the first meeting notice, only if the Shareholders present or represented, or voting by post, or remotely, own at least one-fifth of the shares with voting rights.

No quorum is required for a second meeting.

It shall take decisions by a majority of the votes cast by Shareholders present or represented, or voting by post.

The votes cast do not include votes attached to shares for which the shareholder did not take part in the vote, abstained or cast a blank or invalid vote."

#### **EIGHTEENTH RESOLUTION**

##### **Harmonisation of Article 31 of the Articles of Association with current legislation**

*The Extraordinary General Meeting,*

*In order to update the Articles of Association to bring them in line with the regulations in force,*

*Decides to amend Article 31 of the Articles of Association to allow Shareholders to be convened electronically as follows:*

## **“ARTICLE 31 – EXTRAORDINARY GENERAL MEETINGS**

The Extraordinary General Meeting may amend all the provisions of the Articles of Association and decide, notably, to convert the Company into a Company of another form, whether civil or commercial. It cannot, however, increase the shareholders' commitments, subject to transactions resulting from a regular grouping of shares.

The Extraordinary General Meeting may deliberate validly only if the shareholders present or represented, or voting by mail, or remotely in electronic format, own at least one-quarter (when convened for the first time) or one-fifth (when convened for the second time) of the shares having voting rights. In the absence of said quorum, the second Meeting may be postponed to a date no later than two months after the date on which it had been convened.

Extraordinary General Meetings shall approve resolutions by a two-thirds majority of the votes cast by the Shareholders present or represented. The votes cast do not include votes attached to shares for which the shareholder did not take part in the vote, abstained or cast a blank or invalid vote.

In Extraordinary General Meetings of a constitutive nature, i.e. meetings called to deliberate on the approval of a contribution in kind or the granting of a particular benefit, the contributor or the beneficiary has no voting rights either on his or her own behalf or as a proxy.”

*No other amendments were to the Articles of Association.*

### **NINETEENTH RESOLUTION**

*Delegation of powers to the Board of Directors to increase the share capital, within the limit of 3% of said capital, reserved for Company employees with the removal of preferential subscription rights.*

*The Extraordinary General Meeting, having reviewed the Report of the Board of Directors and the special report of the Statutory Auditors and in accordance with the provisions of Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1 of the French Commercial Code and Articles L. 3332-18 et seq. of the French Labour Code relating to capital increases reserved for employees:*

*1) delegates to the Board of Directors the power to decide, on one or more occasions, pursuant to its own deliberations, in the proportions and at the times it sees fit, on the issue of shares or securities giving access to the Company's share capital, reserved for employees, corporate officers and eligible former employees of the Company and companies, in or outside France, related to it within the meaning of the provisions of Article L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labour Code, which are members of a Company Savings Plan;*

*2) decides to remove, for the benefit of employees, corporate officers and eligible former employees, of the Company and companies, in and outside France, related to it within the meaning of the provisions of Article L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labour Code, which are members of a Company Savings Plan, the preferential subscription rights for shareholders attached to shares or securities giving access to the Company's share capital, it being specified that the subscription of shares or securities giving access to the Company's share capital issued pursuant to this resolution may be carried out through corporate mutual funds, in particular “formula” corporate mutual funds within the meaning of the AMF regulation or any other collective body authorised by said regulation;*

*3) sets at 26 months, as from the date of this General Meeting, the period of validity of this delegation, and notes that this delegation supersedes, for its unused portion, any previous delegation having the same purpose, it being understood that in the event of a public offer for the Company's shares being filed by a third party, the Board of Directors may not, without prior authorisation by the General Meeting, make use of this authorisation for the duration of the term of the offer period;*

*4) decides to set at 3% of the existing share capital as of the date of this General Meeting, the amount of the capital increase that could be carried out accordingly (i.e., as of 31 December 2020, a share capital increase in a nominal amount of €4,021,695 through the issue of 268,113 new shares);*

5) decides that the subscription price may include a discount based on the average of the prices listed on the Euronext Paris market during the twenty trading days preceding the day of the decision setting the opening date of the subscription period, which may not exceed 20% of this average, it being specified that the Board of Directors, or its delegate, should it see fit, is expressly authorised to reduce or cancel the discount, in particular to take into account the legal and tax regimes applicable to the countries in which beneficiaries of the capital increase are residents;

6) decides, in accordance with Article L. 3332-21 of the French Labour Code, that the Board of Directors may decide on the allocation, to the beneficiaries indicated above, of existing or new bonus shares, in respect of the matching contribution that could be paid pursuant to the regulation(s) of the Company Savings Plan(s), and/or in respect of the discount, provided that their counter-value is taken into account, valued at the subscription price, does not exceed the limits provided for in Articles L. 3332-11 and L. 3332-19 of the French Labour Code;

7) decides that the Board of Directors shall have full powers, with the option to sub-delegate, under the conditions laid down by law, to implement this delegation within the limits and under the conditions specified above for the purpose, to:

- set the conditions to be met by eligible employees and former employees in order to subscribe, individually or through a corporate mutual fund, to the securities issued under this delegation,
- draw up the list of companies whose employees may benefit from the issue,
- determine the amount to be issued, the characteristics, where applicable, of the securities giving access to the Company's share capital, the issue price, the dates of the subscription period and the terms of each issue,
- set the period granted to beneficiaries for the delivery of their shares and the terms of payment,
- set the date, even retroactive, on which the new shares will bear rights, charge, where applicable, the costs, duties and fees resulting from such issues to the amount of the share premiums and deduct, where applicable, from the amounts of the share premiums, the sums necessary to bring the legal reserve to the level required by applicable legislation and regulations, and, in the event of the issue of new bonus shares, for the matching contribution and/or discount, to deduct, where applicable, from the reserves, profits or share premiums it so decides, the sums necessary for the delivery of said shares,
- in general, carry out all acts and formalities, make all decisions and enter into all agreements useful or necessary for the successful completion of the issues carried out under this delegation and to record the final completion of the capital increase(s) completed under this delegation and amend the Articles of Association accordingly.

#### **TWENTIETH RESOLUTION**

Delegation of powers to the Board of Directors to decide on and carry out capital increases, by issuing, with preferential subscription rights, shares and/or other securities giving access to the Company's share capital either immediately or in future, within a maximum nominal amount of €240,000,000

The Extraordinary General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, having noted the full payment of the share capital and in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-132, L. 228-91 and L. 228-92 of the French Commercial Code:

1. Delegates to the Board of Directors its authority to decide, on one or more occasions, in the proportions and at the times it deems appropriate, both in France and abroad, to issue Company and any securities of any kind giving access, immediately and/or in future, to Company shares.

2. Decides that the amount of the share capital increases that may be carried out immediately and/or in future under this delegation may not exceed a nominal value of €240,000,000, plus, if applicable, the nominal amount of the additional shares to be issued to preserve, in accordance with the law, the rights of the holders of securities giving right to shares, it being specified that the amount of the capital increases that may be carried out under the twenty-first and twenty-second resolutions of this General Meeting will be deducted from this amount.



3. Further decides that the nominal amount of the debt securities that may be issued under this delegation may not exceed €240,000,000, it being specified that the amount of debt securities likely to be issued in respect of the twenty-first and twenty-second resolutions of this General Meeting, will be deducted from this amount.

4. Decides that the Shareholders may exercise, under the conditions provided for by law, their preferential subscription rights on an irrevocable basis. In addition, the Board of Directors will be able to grant Shareholders the right to subscribe, on a revocable basis, a number of securities greater than the number they could subscribe on an irrevocable basis, in proportion to the subscription rights they hold and, in any event, within the limits of their request.

In the event that the subscriptions on an irrevocable basis, and if applicable, on a revocable basis, have not absorbed the entire issue of shares or securities as described above, the Board may, in accordance with Article L. 225-134 of the French Commercial Code and in the order it deems appropriate, make use of one or both of the following options:

- limit the issue to the amount of subscriptions received, provided that the amount of said issue is at least equal to three-quarters of the decided issue;
- allocate all or part of the unsubscribed shares as it sees fit;
- offer all or part of the unsubscribed shares to the public.

5. Decides that the issue of Company share warrants, pursuant to Articles L. 228-91 et seq. of the French Commercial Code may take place either through a subscription offer under the conditions set out above, or through an allocation of bonus shares to owners of existing shares.

6. Duly notes that, where applicable, this delegation shall act automatically as a waiver by shareholders of their preferential subscription right to shares to which the securities that may be issued under this delegation may create a right, to the benefit of the holders of securities giving access to Company shares.

7. Decides that the issue price of the equity securities that may be issued pursuant to this delegation shall be determined by the Board of Directors and that the amount allocated or to be allocated to the Company for each of the shares issued under this delegation shall be at least equal to the nominal value of the shares on the date of issue of said securities.

8. Decides that the Board of Directors shall have full powers, with the option to sub-delegate to the Chairman and Chief Executive Officer, or to the Chief Executive Officer, as the case may be, under the conditions laid down by law, to implement this delegation, in particular to determine the dates and terms of the issues and the type and characteristics of the securities to be created, determine the prices and conditions of the issues, set the amounts to be issued, set the date, even retroactive, of dividend rights for the securities to be issued, determine the method of payment for the shares or other securities issued and, where applicable, lay down the conditions for their purchase on the stock market, decide the suspension of the exercise of the rights to allocate shares attached to the securities to be issued, during a period that may not exceed three months, set the terms and conditions under which the rights of holders of securities giving access to the share capital will be guaranteed in accordance with legal and regulatory provisions.

In addition, the Board may, where necessary, charge any amount to the share premium(s) and, in particular, the costs resulting from the completion of issues, the costs, rights and fees resulting the issues to the amount of the corresponding premiums and deduct from this amount the sums necessary for the legal reserve and, more generally take all necessary measures and enter into any agreements for the successful completion of the contemplated issues and record the capital increase(s) resulting from any issue carried out under this delegation and amend the Articles of Association accordingly.

In the event of the issue of debt securities, the Board of Directors shall have full powers, in particular to decide whether or not they are subordinated, to set their interest rate, their maturity and the fixed or variable redemption price with or without premium, the terms of amortisation according to market conditions and the conditions under which these securities will give entitlement to Company shares.

10. Decides that this delegation supersedes any previous delegation relating to the immediate and/or future issue of Company shares with preferential subscription rights.

*The delegation thus granted to the Board of Directors is valid as from this General Meeting for the period provided for in Article L. 225-129-2 of the French Commercial Code, i.e. 26 months.*

### **TWENTY-FIRST RESOLUTION**

*Delegation of powers to the Board of Directors to decide on and carry out capital increases, by issuing, with the removal of preferential subscription rights, shares and/or securities giving access to the Company's share capital either immediately or in future, within a maximum nominal amount of €240,000,000*

*The Extraordinary General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, in particular Articles L. 225-129-2, L. 225-135 and L. 225-136 of said Code, and the provisions of Articles L. 228-91 et seq. of said Code:*

- 1. Delegates to the Board of Directors, with the option to sub-delegate, under the conditions laid down by law, its authority to decide to carry out, on one or more occasions, in the proportions and at the times it sees fit, subject to the provisions of the Article L. 233-32 of the French Commercial Code, in and outside France, by way of a public offering, either in euros or in any other currency or a monetary unit established by reference to several currencies, the issue of Company shares (excluding preferred shares), as well as any securities of any kind giving access, by any means, immediately and/or in the future, to the Company's share capital, either new or existing shares, either free or against payment, it being specified that the subscription of these shares or securities may be made either in cash or by offsetting receivables.*
- 2. Decides to set as follows the limits to the amounts authorised for capital increases in the event of Board of Directors' use of this delegation:*
  - the maximum nominal amount of the capital increases that may be carried out immediately and/or in future under this delegation is set at €240,000,000, it being specified that this amount will be deducted from the total amount of the ceiling provided for in the twentieth and twenty-second resolutions of this General Meeting or, where applicable, from the amount of the overall ceiling that may be provided for by a resolution of the same nature that may replace said resolution during the period of validity of this delegation;*
  - to these ceilings will be added, where applicable, the nominal amount of any additional shares to be issued to preserve the rights of holders of securities giving access to the share capital, in accordance with the applicable legal and regulatory provisions and, where applicable, applicable contractual stipulations;*
  - the maximum nominal amount (or its counter-value in euros in the event of an issue in a foreign currency or in a monetary unit established by reference to several currencies) of debt securities giving access to the Company's share capital may not exceed a ceiling of €240,000,000, it being specified that this amount will be deducted from the amount of the overall ceiling provided for in paragraph 3 of the twentieth and twenty-second resolutions of this General Meeting.*
- 3. Decides to set at twenty-six months, starting on the day of this General Meeting, the term of the delegation of authority included in this resolution.*
- 4. Decides to waive the shareholders' preferential subscription rights for the securities covered by this resolution, with the possibility for the Board of Directors to grant shareholders, for a period and under the terms and conditions that it shall determine, in accordance with applicable legal and regulatory provisions, and for all or part of an issue, a priority subscription period that does not give rise to the creation of negotiable rights and which must be exercised in proportion to the number of shares owned by each shareholder, which may be supplemented by a subscription on a revocable basis, it being specified that the securities not subscribed in this manner will be the subject of a public placement in France or abroad.*
- 5. Notes that in the event that the subscriptions, including, where applicable, those of Shareholders have not absorbed the entire issue of shares or securities as defined above, the Board may use in the order it deems appropriate, one of the following options:*
  - limit the issue to the amount of subscriptions, provided that the amount of said issue is at least equal to three-quarters of the decided issue;*
  - allocate all or part of the unsubscribed shares as it sees fit;*

6. Duly notes that this delegation shall act automatically as a waiver by shareholders of their preferential subscription right to shares to which the securities may create a right, to the benefit of the holders of securities giving access to Company shares.

7. Decides that the issue price of the shares or securities giving access to the share capital to be issued under this resolution will be determined in accordance with the provisions of Article L. 225-136 of the French Commercial Code.

8. Decides that the Board of Directors shall have full powers, with the option of to sub-delegate, under the conditions laid down by law, to implement this delegation of authority, in particular to:

- decide on the issue and determine the securities to be issued;
- decide the amount of the issue, the issue price and the amount of the premium, which may, where applicable, be requested at the time of the issue;
- determine the dates and the terms of the issue, the type, number and characteristics of the securities to be created, in particular, in the case of bonds or debt securities, if they are subordinated or not, their interest rate, maturity, redemption price, if they are fixed or variable, with or without a premiums and their amortisation method;
- determine how the new shares or securities giving access, immediately or in future, to the share capital will be paid-up;
- set, where applicable, the terms governing the exercise of rights (or as the case may be, conversion, exchange, redemption rights, including through the delivery of assets in the Company, such as treasury shares or securities already issued by the Company) attached to the shares or securities giving immediate or future access to the capital to be issued and, in particular, the date, even retroactive, on which the new shares will carry rights, as well as all the terms and conditions governing the capital increase;
- set the terms under which the Company will, where necessary, be able to purchase or trade on the stock-market, at any time or during defined timeframes, the securities issued or to be issued in future, with a view to cancelling said securities or not in accordance with legal regulations,
- potentially suspend the rights attached to the issued securities in accordance the legal and regulatory provisions;
- in the event of an issue of securities for the purpose of remunerating securities contributed as part of a public offering with an exchange component carried out in France or abroad, draw up the list of securities tendered in the exchange, set the conditions of the issue, exchange ratio and, where applicable, the amount of the cash balance to be paid and record the number of securities contributed to the exchange;
- to charge, at its sole discretion, the costs resulting from the capital increases to the associated premiums and deduct from this sum the amount necessary for the legal reserve;
- to carry out any adjustments in order to factor in the effect of transactions on the Company's share capital or to protect the rights of holders of securities giving access to the share capital, in accordance with legal and regulatory provisions, and where appropriate, with applicable contractual stipulations;
- to record the completion of each capital increase and amend the Articles of Association accordingly;
- more generally, sign all agreements, in particular to ensure the successful completion of the contemplated issues, take all the necessary steps and complete all formalities required for the issue, listing and financial servicing of the securities issues under this delegation and the rights attached to said securities.

9. Duly notes that this delegation of authority supersedes, from this date, any previous delegation of the same nature.

The delegation thus granted to the Board of Directors is valid as from the date of this General Meeting, for the term provided for in Article L. 225-129-2 of the French Commercial Code, i.e. twenty-six months.

## **TWENTY-SECOND RESOLUTION**

Delegation of powers to the Board of Directors, to increase, by way of a private placement offer, the number of securities or shares to be issued giving access to the share capital, without preferential subscription rights, within a maximum nominal amount of €240,000

The Extraordinary General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, in particular Articles L. 225-129-2, L. 225-135 and L. 225-136 of said Code, and the provisions of Articles L. 228-91 et seq. of said Code:

1. Delegates to the Board of Directors, with the option to sub-delegate, under the conditions laid down by law, its authority to decide to carry out, on one or more occasions, in the proportions and at the times it sees fit, in our outside France, by way of a private placement referred to in Article L. 411-2 of the French Monetary and Financial Code, either in euros or in any other currency or a monetary unit established by reference to several currencies, the issue of Company shares (excluding preferred shares), as well as securities giving access, by any means, immediately and/or in the future, to the Company's share capital, either new or existing shares, either free or against payment, it being specified that the subscription of these shares or securities may be made either in cash or by offsetting receivables.

2. Duly notes that the issues of equity securities that may be carried out pursuant to this delegation may not exceed 20% of the share capital per year, it being specified that this period will start as of the date of each issue carried out under this delegation.

3. Decides to set as follows the limits to the amounts authorised for capital increases in the event of Board of Directors' use of this delegation:

- the maximum nominal amount of the capital increases that may be carried out immediately and/or in future under this delegation is set, without prejudice to point 2. above, at €240,000,000, it being specified that this amount will be deducted from the total amount of the ceiling provided for in paragraph 2 of the twentieth and twenty-first resolutions of this General Meeting or, where applicable, from the amount of the overall ceiling that may be provided for by a resolution of the same nature that may replace said resolution during the period of validity of this delegation;
- to these ceilings will be added, where applicable, the nominal amount of any shares to be issued to preserve the rights of holders of securities giving access to the share capital, in accordance with the applicable legal and regulatory provisions and, where applicable, applicable contractual stipulations;
- the maximum nominal amount (or its counter-value in euros in the event of an issue in a foreign currency or in a monetary unit established by reference to several currencies) of debt securities giving access to the Company's share capital may not exceed a ceiling of €240,000,000, it being specified that this amount will be deducted from the amount of the overall ceiling provided for in paragraph 3 of the twentieth and twenty-first resolutions of this General Meeting.

4. Sets at twenty-six months, starting on the day of this General Meeting, the term of the delegation of authority included in this resolution.

5. Decides to waive the shareholders' preferential subscription rights for the securities covered by this resolution, with the possibility for the Board of Directors, in accordance with paragraph 5 of Article L. 225-135, to grant shareholders, for a period and under the terms and conditions that it shall determine, in accordance with applicable legal and regulatory provisions, and for all or part of an issue, a priority subscription period that does not give rise to the creation of negotiable rights and which must be exercised in proportion to the number of shares owned by each shareholder, which may be supplemented by a subscription on a revocable basis, it being specified that the securities not subscribed in this manner will be the subject of a public placement, referred to in paragraph II of Article 411-2 of the French Monetary and Financial Code, in France or abroad.

6. Duly notes that in the event that the subscriptions, including, where applicable, those of Shareholders, have not absorbed the entire issue, the Board may limit the amount of the transaction to the amount of subscriptions received provided that the amount of said issue is at least equal to three-quarters of the decided issue, or may allocate all or part of the unsubscribed shares as it sees fit.

7. Duly notes that this delegation shall act automatically as a waiver by shareholders of their preferential subscription right to shares to which the securities may create a right, to the benefit of the holders of securities giving access to Company shares.

8. Decides that the issue price of the shares or securities giving access to the share capital to be issued under this resolution will be determined in accordance with the provisions of Article L. 225-136 of the French Commercial Code.

9. Decides that the Board of Directors shall have full powers, with the option of to sub-delegate, under the conditions laid down by law, to implement this delegation of authority, in particular to:

- decide on the issue and determine the securities to be issued;
- decide the amount of the issue, the issue price and the amount of the premium, which may, where applicable, be requested at the time of the issue;
- determine the dates and the terms of the issue, the type, number and characteristics of the securities to be created, in particular, in the case of bonds or debt securities, if they are subordinated or not, their interest rate, maturity, redemption price, if they are fixed or variable, with or without a premiums and their amortisation method;
- determine how the new shares or securities giving access, immediately or in future, to the share capital will be paid-up;
- set, where applicable, the terms governing the exercise of rights (or as the case may be, conversion, exchange, redemption rights, including through the delivery of assets in the Company, such as treasury shares or securities already issued by the Company) attached to the shares or securities giving immediate or future access to the capital to be issued and, in particular, the date, even retroactive, on which the new shares will carry rights, as well as all the terms and conditions governing the capital increase;
- set the terms under which the Company will, where necessary, be able to purchase or trade on the stock-market, at any time or during defined timeframes, the securities issued or to be issued in future, with a view to cancelling said securities or not in accordance with legal regulations,
- potentially suspend the rights attached to the issued securities in accordance the legal and regulatory provisions;
- to charge, at its sole discretion, the costs resulting from the capital increases to the associated premiums and deduct from this sum the amount necessary for the legal reserve;
- to carry out any adjustments in order to factor in the effect of transactions on the Company's share capital or to protect the rights of holders of securities giving access to the share capital, in accordance with legal and regulatory provisions, and where appropriate, with applicable contractual stipulations;
- to record the completion of each capital increase and amend the Articles of Association accordingly;
- more generally, sign all agreements, in particular to ensure the successful completion of the contemplated issues, take all the necessary steps and complete all formalities required for the issue, listing and financial servicing of the securities issues under this delegation and the rights attached to said securities.

10. Duly notes that this delegation of authority supersedes, from this date, any previous delegation of the same nature.

The delegation thus granted to the Board of Directors is valid as from this General Meeting for the period provided for in Article L. 225-129-2 of the French Commercial Code, i.e. 26 months.

### **TWENTY-THIRD RESOLUTION**

**Delegation of powers to the Board of Directors, to increase the number of securities or shares to be issued giving access to the share capital, with or without preferential subscription rights, at the same price as that used for the initial issue within the limit of 15% of the initial issue**

The Extraordinary General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code:

- 1. Delegates to the Board of Directors its authority, with the option to sub-delegate, under the conditions laid down by law, to decide to increase the number of securities to be issued in the event of the issue of shares or securities giving access to the share capital, with or without preferential subscription rights, at the same price as that used for the initial issue, within the timeframes and within the limits provided for by the regulations applicable as of the date of the issue (currently within thirty days of the close of the subscription period and within the limit of 15% of the initial issue), in particular with a view to granting an over-allocation option in accordance with market practices.*
- 2. Decides that the amount of the issues decided by this resolution will be deducted from the amount of the ceiling applicable to the initial issue.*
- 3. Duly notes that this delegation of authority supersedes, from this date, any previous delegation of the same nature.*

*This authorisation is granted for a period of twenty-six months as from the date of this General Meeting.*

#### **TWENTY-FOURTH RESOLUTION**

**Delegation of powers to the Board of Directors to decide on and carry out capital increases, through the incorporation of reserves, retained earnings, share, merger or contribution premiums, within a maximum nominal amount of €240,000,000**

*The Extraordinary General Meeting, having reviewed the Board of Directors' report, delegates its decision-making authority to the Board to increase the share capital, on one or more occasions, within a maximum nominal amount of €240,000,000, by successive or simultaneous incorporation of all or part of reserves, retained earnings, share, merger or contribution premiums, through the creation and allocation of bonus shares or through the increase in the nominal value of shares or through the joint use of these two processes.*

*The Extraordinary General Meeting decides that the fractional rights shall not be negotiable or transferable and that the corresponding shares shall be sold; the sums resulting from the sale will be allocated to the holders of the rights under the conditions and time limits provided for by applicable regulations.*

*The Extraordinary General Meeting grants full powers to the Board, under the conditions laid down by law, in particular to determine the dates and terms of the issues, set the price and conditions of the issues, set the amounts to be issued and, more generally, take all measures to ensure the successful completion of said issue, carry out all acts and formalities for the purpose of completing the corresponding capital increase(s) and amend the Articles of Association accordingly.*

*The delegation is valid as from this General Meeting for the period provided for in Article L. 225-129-2 of the French Commercial Code, i.e. 26 months.*

#### **TWENTY-FIFTH RESOLUTION**

**Powers of the Board of Directors to charge the fees, duties and fees resulting from said capital increases to the payments relating to the aforementioned capital increases, and also to deduct from these sums the additional amount from the legal reserve**

*The Extraordinary General Meeting, pursuant to the approval of the resolutions described above, authorises the Board of Directors to charge the costs, duties and fees resulting from the capital increases referred to in the previous resolutions to the amount of the premiums relating to said increases and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new share capital after each increase.*

#### **TWENTY-SIXTH RESOLUTION**

**Powers of the Board of Directors to carry out the allocation of existing or future free ordinary shares, for the benefit of categories of beneficiaries chosen by the Board of Directors from among the salaried staff or corporate officers of the Company and companies related to it (parent companies or subsidiaries).**

*The Extraordinary General Meeting, having heard the reading of the report of the Board of Directors and the special report of the Statutory Auditors,*

*Authorises the Board of Directors, in accordance with Articles L. 22-10-59, L. 225-197-2 to L. 225-197-5 and L. 225-208 of the French Commercial Code, to allocate existing or new free Company shares, on one or more occasions, to employees and corporate officers that the Board of Directors shall determine from among the salaried staff or corporate officers of the Company and companies related to it (parent companies or subsidiaries), in accordance with the provisions of Articles L. 22-10-59, L. 225-197-2, L. 225-197-3, L. 225-197-4, L. 225-197-5 and L. 225-208 of the French Commercial Code;*

*Duly notes that the total number of bonus shares allocated may not exceed 10% of the share capital as of the date on which the Board of Directors decided their allocation and that no shares may be allocated to beneficiaries that individually hold more than 10% of the share capital, as an allocation of bonus shares may not result in the beneficiaries individually holding more than 10% of the share capital;*

*Decides that the existing shares or shares to be issued, allocated under this authorisation, may not exceed 1% of the share capital as of the day on which the allocation of bonus shares was decided by the Board of Directors;*

*Decides that allocation of bonus shares to their beneficiaries will become definitive at the end of a vesting period, the duration of which shall be set by the Board of Directors, it being specified that the duration may not be less than one year, and that the beneficiaries must hold their shares for a period set by the Board of Directors, with a lock-up that may not be less than one year;*

*Also authorises the Board of Directors, provided that the vesting period for all or part of one or more allocations is at least equal to two years, to reduce or cancel the lock-up period for the shares in question;*

*Duly notes that, in the case of a company whose shares are admitted to trading on a regulated market, at the end of the lock-up period, the shares may not be sold:*

- 1° During the ten trading days preceding and three trading days following the date on which the consolidated financial statements, or the annual financial statements, are made available to the public,*
- 2° During the period between the date on which the Company's corporate bodies become aware of any information which, if made public, could have a significant impact on the Company's share price, and ten trading days after the date on which this information is available to the public;*

*Decides that the bonus shares allocated shall nevertheless become immediately transferable by the beneficiary's heirs, before the end of the vesting period, in the event of the beneficiary's death;*

*Consequently, delegates its authority to the Board of Directors to decide:*

- to purchase or to have a third-party purchase, for the purposes of their allocation, in accordance with Article L. 225-208 of the French Commercial Code, or otherwise cancel treasury shares,*
- to carry out one or more capital increases, by issuing new ordinary shares, through the incorporation of reserves, profits or share premiums, in accordance with Article L. 225-129-2 of the French Commercial Code,*

*within the limit of an overall ceiling of 1% of the Company's share capital as of the date on which the free share allocation was decided by the Board of Directors;*

*Duly notes that, in the event of a decision to allocate bonus shares by way of a capital increase, this delegation of authority shall act automatically as a waiver by shareholders of their rights to bonus shares, issued as a result of the successive capital increases decided by the Board of Directors under this delegation, through the incorporation of reserves, profits or share premiums, and as a waiver to any entitlement to a portion of said reserves, profits or share premiums thereby incorporated to the capital, to the benefit of beneficiaries of the allocation of free ordinary shares, subject to the definitive allocation to the beneficiaries of said shares at the end of the vesting period;*

*Gives full powers to the Board of Directors, with the option of to sub-delegate, under the legal conditions, and which may be assisted by a committee composed of members that it may chose, within the limits set above to:*

- determine the categories of beneficiaries of free share allocations, their identity, from among the employees and corporate officers that the Board of Directors will determine from among those of the Company and companies related to it (parent companies or subsidiaries), as well as the number of shares allocated to each of them,*

- determine whether the bonus shares will be allocated through the allocation of existing shares held by the Company or acquired for this purpose, or through an increase in the Company's share capital with an issue of new shares,
- set the conditions and, where applicable, the criteria for the allocation of shares, in particular the vesting period and the lock-up period required for each beneficiary, under the conditions set out above,
- purchase, have purchased by a third-party or cancel treasury shares, for the purposes of their allocation under the conditions defined above;
- provide for the option to temporarily suspend rights to allocations,
- record the final allocation dates and the dates as from which the shares may freely be sold, taking into account the legal restrictions and those provided for by the General Meeting,
- register the bonus shares to be allocated in a registered account in the name of their holder, mentioning the period during which said shares will be unavailable and the duration of said period, and to end such period, in the event of any case provided for by applicable regulations enabling to cancel such period,
- record the existence of sufficient reserves and, at the time of each allocation, transfer to an unavailable reserves account the amounts required for the payment of the new shares to be allocated and/or their acquisition for allocation purposes,
- determine the effect on the rights of beneficiaries, adjust, if necessary, the number of bonus shares allocated, to preserve the rights of the beneficiaries, pursuant to any transactions in the Company's share capital, more specifically in the event of a change in the nominal value of the share, a capital increase through the incorporation of reserves, the allocation of bonus shares, the issue of new equity securities with preferential subscription rights reserved for Shareholders, split or consolidation of securities, distribution of reserves, share premiums or any other assets, amortisation of capital, change in the allocation of profits through the creation of preferred shares or any other transaction involving the equity capital. It is specified that the shares allocated pursuant to these adjustments would be deemed to be allocated on the same day as the shares initially allocated,
- record, where applicable, the completion of the capital increases carried out pursuant to the authorisation to be given by the Extraordinary General Meeting, carry out all formalities necessary for the issue, amend the Articles of Association accordingly and, more generally, in accordance with applicable the regulations in force, do everything that the implementation of said authorisation requires and carry out all necessary acts and formalities;

Duly notes that, in the event that the Board of Directors were to use this authorisation, it would inform the Ordinary General Meeting each year of the transactions carried out pursuant to the provisions of Articles L. 22-10-59, L. 225-197-2 and L. 225-197-3 of the French Commercial Code, under the conditions provided for in Article L. 225-197-4 of said Code;

And decides that this delegation of authority is given for a period of 38 months as of today.

#### **TWENTY-SEVENTH RESOLUTION**

**Delegation of powers to the Board of Directors to reduce the share capital by cancelling treasury shares held by the Company**

The Extraordinary General Meeting,

Having reviewed the report of the Board of Directors and the report of the Statutory Auditors and in accordance with Articles L. 22-10-62 et seq. of the French Commercial Code, resolves:

- to authorise the Board of Directors to reduce the share capital by cancelling, on one or more occasions, all or part of the shares that the Company holds or may come to hold following a buyback made under Article L. 22-10-62 of the French Commercial Code, within the limit of 10% of the total number of shares, per period of 24 months, by charging the difference between the purchase value of the cancelled shares and their nominal value to the available premiums and reserves, including in part to the legal reserve up to 10% of the cancelled capital;
- to authorise the Board of Directors to record the completion of the capital reduction(s), to amend the Articles of Association accordingly and to carry out all necessary formalities;
- to authorise the Board of Directors to delegate all powers necessary for the implementation of its decisions, in accordance with the legal provisions in force at the time of use of this authorisation;



- *to set the period of validity of this authorisation at 18 months from the date of this Extraordinary General Meeting, i.e. until 2 December 2022, it being specified that these delegations and authorisations replace and cancel any such delegations and authorisations that may have been granted to the Board previously, up to the unused portion of this authorisation.*

#### **TWENTY-EIGHTH RESOLUTION**

##### **Adoption of the status of a company with a mission**

*The Extraordinary General Meeting, having been reminded of the provisions of Article L.210-10 of the Commercial Code,*

*after having taken note of the reasons and the interest for the Company to adopt the status of a company with a mission,*

*decides to adopt the status of a company with a mission.*

#### **TWENTY-NINTH RESOLUTION**

##### **Definition of the Company's Purpose**

*The Extraordinary General Meeting decides to adopt, as a consequence of the adoption of the status of a company with a mission, in accordance with Article 1835 of the Civil Code and Article L.210-10 of the Commercial Code, the following purpose for the Company:*

*"The Company's Purpose consists of :*

*To promote the highest quality of Champagnes and wines produced throughout the world, while mobilising the ecosystem in which the Company operates (its group affiliates, subsidiaries and parent companies, employees, partners, customers, shareholders), for the protection of the environment and biodiversity, the sustainable development and the preservation of the identity of terroirs and the specificity and quality of their products. "*

#### **THIRTIETH RESOLUTION**

##### **Definition of the mission and objectives for the achievement of the Purpose**

*The Extraordinary General Meeting resolves, as a consequence of the adoption of the status of a company with a mission, in accordance with Article L.210-10 of the French Commercial Code and in order to comply with the Purpose adopted in the preceding resolution, to adopt as its mission the pursuit of the following social and environmental objectives (the "Objectives") within the framework of its activity:*

- 1. To be part of a sustainable development strategy,*
- 2. As far as possible, to achieve organic conversion for the in-house vineyards but also for the partner vineyards*
- 3. To limit the impact of its activities and those of the the group affiliates, subsidiaries and parent companies on the environment*
- 4. To limit the use of fossil fuels and promote the use of renewable energies,*
- 5. Treat waste and/or recycle it,*
- 6. Preserve natural areas and biodiversity,*
- 7. Preserve the natural, historical and built heritage,*
- 8. Preserve the strong identity of the terroirs, their human foundation, their ecosystem but also the specificity and the best quality of their products,*
- 9. To propose to the group affiliates, subsidiaries and parent companies, employees, partners, customers and shareholders to adhere to the above-mentioned values by proposing Champagnes and wines produced throughout the world of an outstanding quality but with a limited environmental impact.*

*The implementation of the Objectives will be checked by an independent third party, in accordance with legal provisions. This verification will give rise to an opinion attached to the report of the Mission Committee.*

#### **THIRTY-FIRST RESOLUTION**

##### **Amendment of Article 3 of the Articles of Association to include the Company's purpose and mission**

*The Extraordinary General Meeting decides, as a consequence of the adoption of the preceding resolutions, to*

*update the wording of the corporate purpose and to complete Article 3 of the Articles of Association as follows*

## "ARTICLE 3 - PURPOSE - MISSION

### 3.1 - Object

The purpose of the Company, both in France and abroad, is :

The acquisition of holdings and interests, in any form whatsoever and by any means, in all French and foreign companies, businesses and groups, particularly in the field of wines, champagnes and spirits, as well as all other products or items.

All services provided to these companies, particularly in financial, economic, commercial, technical and administrative matters.

All import, export, representation, commission and brokerage operations relating to the above matters.

Taking out, obtaining, granting and exploiting all patents, licences and trademarks of all kinds.

And, more generally, all movable, real estate, industrial, commercial or financial transactions that may be directly or indirectly related to the above subjects as well as to any other similar or related subjects or any subject that may promote their growth and development

### 3.2 - Purpose - Mission - Objectives

The "Mission" is understood to include the Purpose and the Objectives of the Company as described below.

The Company's Purpose consists of :

To promote the highest quality of Champagnes and wines produced throughout the world, while mobilising the ecosystem in which the Company operates (*the Group affiliates, subsidiaries and parent companies*, employees, partners, customers, shareholders), for the protection of the environment and biodiversity, the sustainable development and the preservation of the identity of the terroirs and the specificity and quality of their products.

In order to respect this Purpose, the Company's mission is to pursue the following objectives (the "Objectives"):

1 To be part of a sustainable development strategy,

2 As far as possible, to achieve organic conversion for both its own vineyards and its partner vineyards,

3 Limit the impact of its activities and those of the Group's *affiliates, subsidiaries and parent companies* on the environment,

4 Limit the use of fossil fuels and promote the use of renewable energies,

5 Treat waste and/or recycle it,

6 Preserve natural areas and biodiversity,

7 Preserve the natural, historical and built heritage,

8 Preserve the strong identity of the terroirs, their human foundation, their ecosystem but also the specificity and the best quality of their products,

9 To propose to the companies of the group, employees, partners, customers and shareholders to adhere to the above values by offering Champagnes and wines produced throughout the world of outstanding quality but with limited environmental impact.

The implementation of the Objectives will be checked by an independent third party, in accordance with legal provisions. This verification will give rise to an opinion attached to the Mission Committee's report. "

## **THIRTY-SECOND RESOLUTION**

### **Rules relating to the Mission Committee and creation of a Title VII and an Article 42**

*The Extraordinary General Assembly,*

*after having taken note that in order to monitor the accomplishment of the mission, the Company must have a dedicated body, namely a Mission Committee, and that it is therefore appropriate that this body and its mission be defined in the Articles of Association,*

*decides to simply approve the terms of an additional title and article, TITLE VII and Article 42, which will read as follows :*

## "TITLE VII - MISSION COMMITTEE

### ARTICLE 42 - MISSION COMMITTEE

In accordance with the provisions of Article L.210-10 of the Commercial Code, in order to monitor the

accomplishment of the Mission defined in Article 3.2, the Board of Directors must appoint a Mission Committee.

#### 42.1 - Appointment of the Members of the Engagement Committee and its Chairman

The Mission Committee shall be composed of at least 4 other Members, with at least one employee of the Company, who may be

- representatives of the ecosystem in which the Company operates: employees, customers, partners, shareholders.
- independent players (experts in Corporate Social Responsibility, Sustainable Development, representatives of associations).
- Members of the Mission Committee may be natural or legal persons.

When a legal entity is appointed as a Member of the Mission Committee, it may appoint a permanent representative.

When the mandate of this permanent representative ceases for any reason, the legal entity Member of the Mission Committee shall be obliged to provide a replacement.

The Mission Committee shall elect from among its members a Chairman who shall be a natural person, failing which the appointment shall be null and void.

#### 42.2 - Term of office - termination of functions

The Members of the Mission Committee are appointed for a renewable term of two (2) years by the Board of Directors, which may dismiss them at any time, without reason and without compensation. The Board of Directors shall also decide on the allocation, if any, of remuneration.

The number of mandates of the Mission Committee Members is not limited.

Members of the Mission Committee shall declare to the Chairman of the Committee and to the Board of Directors any direct or indirect interests that could give rise to a conflict of interest with the Company and/or the Group, its Mission and its Objectives.

The Board of Directors will decide on the scope of this conflict of interest, its compatibility with the envisaged mandate and the possible measures to be put in place to manage this situation.

In the event that a Mission Committee Member ceases to hold office during his or her term of office, for whatever reason, the Board of Directors shall appoint a replacement for the remainder of the term.

The mandate of the Members of the Mission Committee shall end, in particular, in the event of :

- resignation
- death,
- loss of the conditions required for eligibility, in accordance with Article 42.1 "Appointment",
- the occurrence of a conflict of interest, considered incompatible with the function,
- dismissal by decision of the Board of Directors.

#### 42.3 - Tasks - Powers of the Mission Committee

The purpose of the Mission Committee is to monitor and improve the actions implemented to achieve the Company's Mission as defined in Article 3.2 of the Articles of Association.

To this end, the Mission Committee has the following functions :

- to ensure compliance with the Mission and the commitments made by the Company, with regard to the resources granted for their realisation;
- to define the key indicators for monitoring the Company's Mission
- ensure the sincerity of the steps taken to achieve its Objectives;
- to inform and alert the Board of Directors in the event of non-compliance with the Mission;
- interact with the Company's representatives in defining the actions implemented to pursue the Objectives referred to in these Articles of Association;
- to provide input on the strategic reflections of the company by supplying new points of view in relation to the Objectives;
- prepare and draft the annual report provided for in Article L.210-10 of the French Commercial Code, in which the Mission Committee shall report, in particular, on its assessment of the approach taken by the Company, issue an opinion on the actions carried out, make recommendations on areas for progress and suggest new actions. This report will be attached to the management report mentioned in Article L. 232-1 of the Commercial Code.

In order to carry out its missions, the Mission Committee shall carry out any controls and verifications it deems appropriate and shall be provided with any necessary document it deems useful for the purposes of collective progress.

The Mission Committee must consider as strictly confidential all documents, information, results or data of a technical, scientific, commercial, organisational, financial or any other nature that are communicated to it within the framework of the execution of its mandate, or of which it may become aware in the course of its execution, and it undertakes not to communicate them to third parties, except if this is part of its mission.

#### 42.4 - Operation of the Mission Committee

The Members of the Mission Committee shall meet as often as necessary and, at least once every six months, upon convocation (by any means) by the Chairman of the Committee, sent at least eight (8) days before the date of the meeting.

The Chairman of the Mission Committee shall set the agenda, it being specified that any Member may request that one or more items be included on the agenda of the next meeting of the Mission Committee.

Any Member may also request the Chairman to convene a meeting on a specific agenda and, if the Chairman fails to convene the meeting on this agenda within eight (8) days of the request being made to him, the said Member may himself convene the meeting and set the agenda.

The agenda may be amended and/or supplemented at the beginning of each meeting of the Mission Committee if all the Members present expressly agree.

The Members of the Mission Committee may meet without delay if all the Members expressly consent or if all the Members are present physically or at a distance (telephone, video conference, etc.).

The meetings of the Mission Committee shall be held at the registered office or at any other place indicated in the notice of meeting, by any means, including, in particular, by telephone, videoconference or Internet, provided however that the decisions taken are formalised by one or more written documents (minutes, letters, faxes or e-mail exchanges) providing proof of the deliberation.

Members of the Mission Committee may not be represented.

In the event that the Members of the Mission Committee participate in the debates from a distance by videoconference or telecommunication means, these means must transmit at least the voice of the participants and meet the technical characteristics allowing the continuous and simultaneous retransmission of the deliberations.

For the calculation of the quorum and majority, the Members of the Mission Committee who participate in the meetings by videoconference or telecommunication means allowing their identification, the nature and conditions of application of which are in conformity with the regulatory provisions, shall be deemed present.

Any meeting of the Mission Committee shall be validly held if at least half of its members are present.

Each Member of the Mission Committee shall have one vote.

Decisions of the Mission Committee shall be taken by a simple majority of its members. In the event of a tie, the Chairman shall have the casting vote.

Members of the Mission Committee who are not present shall have the possibility to vote by mail or e-mail on a decision included in the agenda of a meeting, and this vote shall be taken into account for the counting of votes.

Decisions of the Mission Committee may also result from individual responses by Members to a written request from the President addressed to each Member by any written means (in particular by e-mail with acknowledgement of receipt). If the Mission Committee's agreement is sought by individual notification, agreement on the measure concerned shall be deemed to have been given if it is expressly given by the majority of Members required for the decision concerned. Failure by a Member to respond to a request by the Chairman to accept this method of consultation within eight (8) days of the said request shall be deemed to constitute a refusal.

At each meeting, an attendance sheet shall be kept and minutes of the deliberations of the Mission Committee shall be drawn up, signed by the Chairman and another Member. Copies or extracts of these minutes shall be validly certified by the Chairman. "

*No other changes shall be made to the Articles of Association.*

### **THIRTY-THIRD RESOLUTION**

#### **Powers to be conferred**

*The Extraordinary General Meeting confers full powers on the bearer of an excerpt or copy hereof to carry out all legal formalities.*

***The Board of Directors***