

## SCHEDULE 1 TO CONVENING NOTICE, AGM 2021

### **Suggested amendments to article 5.5 of the Articles:**

#### **(a) "Size of the authorisation"**

The authorised capital of the Company is set at ~~four~~two million two hundred ~~fifty-eight~~fifty thousand ~~seventy-two~~ Euro ~~and seventy-six cents~~ (EUR ~~458,072.76~~2,250,000.00), represented by up to ~~six~~thirty million ~~one hundred seven thousand six hundred forty~~ (~~6,107,640~~30,000,000) shares, each without nominal value.

#### **(b) Terms of the authorisation**

The Management Board is authorised, during a period starting on 28 ~~April 2017~~June 2021 (i.e., the date of the last extraordinary general shareholders' meeting of the Company having modified the authorised capital) and expiring on the fifth anniversary of such date (the **Period**) (i.e., 28 ~~April 2022~~June 2026), to increase the current share capital by an additional amount corresponding to the authorised capital (thus resulting in a maximum issued share capital of EUR ~~3,020,525~~4,812,452.24), in whole or in part from time to time, (i) by way of issuance of shares in consideration for a payment in cash, (ii) by way of issuance of shares in consideration for a payment in kind and (iii) by way of capitalisation of distributable profits and reserves, including share premium and capital surplus, with or without an issuance of new shares.

Subject to the prior consent matters as set out under Article 15 below, the Management Board is authorised to determine the terms and conditions attaching to any subscription and issuance of shares pursuant to the authority granted under this Article 5.5, including by setting the time and place of the issue or the successive issues of shares, the issue price, with or without a share premium, and the terms and conditions of payment for the shares under any documents and agreements including, without limitation, convertible loans, option agreements or stock option plans.

The Management Board is authorised to (i) during the Period, (a) issue convertible bonds, or any other convertible debt instruments, bonds carrying subscription rights or any other instruments entitling their holders to subscribe for or be allocated with shares, such as, without limitation, warrants (the **Instruments**), and (b) issue shares subject to and effective as of the exercise of the rights attached to the Instruments, until, with respect to both items (a) and (b), the amount of increased share capital that would be reached as a result of the exercise of the rights attached to the Instruments is equal to the authorised share capital, and (ii) issue shares pursuant to the exercise of the rights attached to the Instruments until the amount of increased share capital resulting from such issuance of shares is equal to the authorised share capital, at any time, whether or not during the Period; provided that the Instruments are issued during the Period. The shares to be issued following the exercise of the rights attached to the Instruments may be carried out by a payment in cash, a payment in kind or a capitalisation of distributable profits and reserves, including share premium and capital surplus.

The Management Board is authorised to determine the terms and conditions of the Instruments, including the price, the interest rate, the exercise rate, conversion rate or the exchange rate, and the repayment conditions, and to issue such Instruments.

**(c) Authorisation to cancel or limit the pre-emptive rights**

*The Management Board may, during the Period, cancel or limit the pre-emptive rights of the shareholders set out in the Companies Act, as reflected in Article 5.3, in connection with an issue of new shares and Instruments under the authorisation set out in this Article 5.5.*

**(d) Recording of capital increases in the Articles**

*Article 5 of the Articles shall be amended so as to reflect each increase in share capital pursuant to the use of the authorisation granted to the Management Board under this Article 5 and the Management Board shall take or authorise any person to take any necessary steps for the purpose of the recording of such increase and the consequential amendments to the Articles before a notary."*

**Suggested amendments to article 11.2 of the Articles:**

*"The Management Board must be composed of at least two (2) members, who may not be older than sixty-five (65) years at the time of their respective election or re-election. However, for so long as the Company has a Sole Shareholder or has a share capital of less than EUR 500,000 (five hundred thousand Euros), the Company may be managed by a sole director (the **Sole Director**).*

*The members of the Management Board or the Sole Director, as applicable shall be elected for a term not exceeding ~~four~~three (43) years: and shall be eligible for re-election for a maximum of three (3) consecutive terms."*

*~~The members of the Management Board and the Sole Director shall be eligible for reappointment."~~*

**Suggested amendments to article 11.3 of the Articles:**

*"Where a legal person is appointed as a member of the Management Board (the **Management Board Legal Entity**), the Management Board Legal Entity must designate a natural person as permanent representative (représentant permanent), who may not be older than sixty-five (65) years at the time of his/her appointment and who will represent the Management Board Legal Entity as a member of the Management Board in accordance with articles 442-4 of the Companies Act. The terms of this provision are applicable mutatis mutandis to the Sole Director."*

**Suggested amendments to article 18.2 of the Articles:**

*"The Supervisory Board must be composed of at least three (3) members, who may not be older than seventy (70) years at the time of their respective election or re-election."*

*The members of the Supervisory Board shall be elected for a term not exceeding ~~six~~three (63) years and shall be eligible for ~~re-appointment~~re-election for a maximum of three (3) consecutive terms."*

**Suggested amendments to article 18.3 of the Articles:**

*"Where a legal person is appointed as a member of the Supervisory Board (the **Supervisory Board Legal Entity**), the Supervisory Board Legal Entity must designate a natural person as permanent representative (représentant permanent), who may not be older than seventy (70) years at the time of his/her appointment and who will represent the Supervisory Board Legal Entity as a member of the Supervisory Board in accordance with article 442-14 and 441-3 of the Companies Act."*

**Suggested amendments to article 18.5 of the Articles:**

*"The chairman of the Supervisory Board shall be entitled to an annual fee in a gross amount of one hundred fifty thousand Euro (EUR 150,000) and the deputy chairman of the Supervisory Board shall be entitled to an annual fee in a gross amount of one hundred thousand Euro (EUR 100,000).*

*Each other member of the Supervisory Board shall be entitled to an annual fee in a gross amount of seventy-five thousand Euro (EUR 75,000).*

*The chairman of the audit committee of the Company and the chairman of the nomination and remuneration committee of the Company shall be entitled to an additional annual fee in a gross amount of fifteen thousand Euro (EUR 15,000). The chairman of the corporate governance committee of the Company and of any other committee of the Company that may exist from time to time shall be entitled to an additional annual fee in a gross amount of ten thousand Euro (EUR 10,000).*

*Each other member of the audit committee of the Company, the nomination and remuneration committee of the Company, the corporate governance committee of the Company and any other committee of the Company that may exist from time to time shall be entitled to an additional annual fee in a gross amount of five thousand Euro (EUR 5,000).*

*The annual fee shall be payable (after deduction of all applicable taxes) in a single lump sum within ten (10) days after the end of each financial year.*

*In addition to the annual fee, each member of the Supervisory Board shall be entitled to seven hundred fifty Euro (EUR 750) for each meeting such member attends in person (physically or via phone). The Supervisory Board Members shall further be reimbursed of all reasonable and properly documented costs incurred as part of their mandate and benefit from a market-standard D&O insurance.*

*The General Meeting may resolve upon additional fee arrangements for Supervisory Board members."*