



NOTICE OF MEETING

2021

COMBINED SHAREHOLDERS' MEETING

MAY 27, 2021 AT 3 P.M. behind closed doors

1, route de Versailles – 78470 Saint-Rémy-lès-Chevreuse

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TABLE OF CONTENTS

AGENDA	02
PARTICIPATING IN THE SHAREHOLDERS' MEETING	03
BRIEF OVERVIEW ON THE SITUATION AND THE ACTIVITY IN 2020	07
CONSOLIDATED FINANCIAL STATEMENTS	12
DRAFT RESOLUTIONS	14
REQUEST FOR DOCUMENTS	29

€ **396** M

IN CONSOLIDATED REVENUE IN 2019

147

ORDERS IN PROGRESS⁽¹⁾ AS AT DECEMBER 31, 2019

553

EMPLOYEES AT END-DECEMBER 2019

(1) Excluding LNG as fuel.

IMPORTANT NOTICE concerning the participation of the Combined Shareholders' Meeting dated May 27, 2021

In accordance with French Ordinance no. 2020-321 of March 25, 2020, article 4, concerning the adaptation of the rules for gathering and the proceedings of meetings and governing bodies of private legal persons and entities deprived of legal personality due to the Covid-19 pandemic as modified by ordinance n° 2020-1497 of December 2, 2020 and extended by decree n° 2021-255 of March 9, 2021 and taking into account the measures to restrict movement and regrouping of persons taken within the framework of the state of health emergency (in particular Decree No. 2020-1310 of October 29, 2020 prescribing the general measures necessary to deal with the Covid-19 epidemic), applicable on the date of publication of this notice and making obstacle to the physical presence of its members at the Shareholders' Meeting, the Board of Directors decided that this Shareholders' Meeting would be held exceptionally **without the physical presence of its shareholders**. Thus, no admission card will be issued.

We draw the attention of shareholders to the fact that, as described in this notice, the procedures for exercising their rights within the framework of this Shareholders' Meeting have been adapted from the usual procedures, so as to take into account the circumstances of a Shareholders' Meeting behind closed doors.

The methods for remote participation in the Shareholders' Meeting are specified hereafter.

To facilitate your remote participation, this Shareholders' Meeting will be webcast live and a recorded version will be available on the Company's website: www.gtt.fr in the Finance section. It will not be possible to participate by videoconference or teleconference.

The Shareholders' Meeting being held behind closed doors, no new resolution may be placed on the agenda.

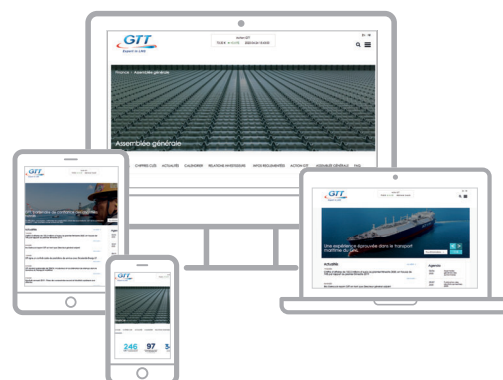
You will have the opportunity to ask questions in relation to the agenda of the Shareholders' Meeting, beforehand but also, in order to promote shareholder dialogue, during the Meeting, by attaching a copy of your certificate of registration:

- at the address information-financiere@gtt.fr until the end of the second working day preceding the date of the Meeting, (ie May 25, 2021 at midnight, Paris time); the questions and the answers to them will be published on the website of the Company;
- in addition to the legal regime for written questions, to the address gtt-assemblee-generale-2021@gtt.fr, on the day of the Meeting from 2 p.m. and until the opening of the meeting exchanges, in order to allow answers to be provided during the meeting under the conditions described in the section "Questions on the day of the Meeting".

In view of the exceptional system put in place for the holding of this Shareholders' Meeting (behind the doors), we draw the attention of shareholders to the fact that the methods of organisation of the Shareholders' Meeting are likely to change depending on the sanitary, legislative and regulatory requirements, shareholders are invited to regularly consult the section dedicated to the Shareholders' Meeting on the Company's website (www.gtt.fr).



FOR MORE INFORMATION
www.gtt.fr/fr/finance/assemblee-generale



AGENDA

Ladies and Gentlemen,

The Company's shareholders are advised that a Combined Shareholders' Meeting will be held on **May 27, 2021 at 3p.m. behind closed doors**, without the physical participation of the shareholders, in order to deliberate on the agenda indicated below:

RESOLUTIONS THAT FALL WITHIN THE AUTHORITY OF THE **ORDINARY** SHAREHOLDERS' MEETING:

1. Approval of the annual financial statements for the financial year ended December 31, 2020;
2. Approval of the consolidated financial statements for the financial year ended December 31, 2020;
3. Appropriation of net income for the financial year ended December 31, 2020;
4. Approval of the related-party agreements subject to the provisions of Article L. 225-38 of the French Commercial Code;
5. Ratification of the co-option of Sandra Roche-Vu Quang as director;
6. Renewal of the term of office of Sandra Roche-Vu Quang as director;
7. Renewal of the term of office of Andrew Jamieson as director;
8. Approval of the information relating to the compensation of the Chairman and Chief Executive Officer and the members of the Board of Directors mentioned in Article L. 22-10-9, I. of the French Commercial Code included in the report on corporate governance;
9. Approval of the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid during the 2020 financial year or allocated in respect of the same year to Philippe Berterottière, Chairman and Chief Executive Officer;
10. Approval of the policy on compensation of the Chairman and Chief Executive Officer for the 2021 financial year;
11. Approval of the compensation policy for the members of the Board of Directors for the 2021 financial year;
12. Determination of the amount of the total annual compensation of directors;
13. Authorisation to be granted to the Board of Directors to carry out transactions on the Company's shares.

RESOLUTIONS FALLING WITHIN THE AUTHORITY OF THE **EXTRAORDINARY** SHAREHOLDERS' MEETING

14. Authorisation to be given to the Board of Directors for a period of 24 months to reduce the share capital by cancelling treasury shares;
15. Delegation of authority to be given to the Board of Directors for a period of 26 months to decide on the issue with preferential subscription rights of shares and/or securities giving access to the capital of the Company or its subsidiaries and/ or securities giving entitlement to the allocation of debt securities;
16. Delegation of authority to be given to the Board of Directors for a period of 26 months to decide on the issue with cancellation of the preferential subscription rights of shares and/or securities giving access to the share capital of the Company or its subsidiaries and/ or securities giving entitlement to the allocation of debt securities, by public offer other than those mentioned in Article L. 411-2 1 of the French Monetary and Financial Code;
17. Delegation of authority to be given to the Board of Directors for a period of 26 months to decide on the issue with cancellation of the preferential subscription rights of shares and/or securities giving access to the Company's share capital and/or securities granting entitlement to the allocation of debt securities, by private placement referred to in Article L. 411-2 1 of the French Monetary and Financial Code;
18. Delegation of authority to be granted for a period of 26 months to the Board of Directors to increase the number of shares to be issued in the event of the issuance of ordinary shares and/or securities giving access to the share capital of the Company, any subsidiary and/ or any other company with maintenance or cancellation of preferential subscription rights;
19. Delegation of authority to be granted to the Board of Directors for a period of 26 months to issue shares and/or securities giving access to the share capital without preferential subscription rights in consideration for contributions in kind relating to shares and/or securities giving access to the share capital;
20. Delegation of authority to be given to the Board of Directors for a period of 26 months to decide to increase the share capital by incorporation of premiums, reserves, profits or other items;
21. Delegation of authority to be given to the Board of Directors for a period of 26 months to decide on the issue, with cancellation of preferential subscription rights, of shares or securities giving access to the capital reserved for members of savings plans;
22. Overall limit on authorisations for issuing shares and securities giving access to the share capital;
23. Powers for formalities.

PARTICIPATING IN THE SHAREHOLDERS' MEETING



WARNING

Within the framework of ordinance n° 2020-321 of March 25, 2020 concerning the adaptation of the rules for gathering and the proceedings of meetings and governing bodies of private legal persons and entities deprived of legal personality due to the Covid-19 pandemic amended by Ordinance No. 2020-1497 of December 2, 2020 and extended by Decree No. 2021-255 of March 9, 2021, taking into account the measures restricting the movement and grouping of people and with the constant concern to ensure, as far as possible, the security and protection of all stakeholders (including those of investors) at the Shareholders' Meeting, this meeting will be held without the physical presence of the shareholders.

Shareholders are invited to regularly consult the section dedicated to the Shareholders' Meeting of the Company's website (www.gtt.fr).

Under these conditions and in accordance with the aforementioned ordinance and decree n° 2020-418 of April 10, 2020, you are invited, to exercise your rights, to:

- favor the use of electronic means;
- express your choices before the meeting regarding the resolutions that are proposed to you, thanks to:
 - "postal voting",
 - the appointment of a proxy who will vote "pre-Meeting",
 - in "power to the President of the Shareholders' Meeting",only options now available due to the circumstances mentioned above.

FORMALITIES TO BE PERFORMED TO PARTICIPATE IN THE MEETING

All shareholders have the right to participate in the Shareholders' Meeting regardless of the number of shares held.

Shareholders wishing to participate in the Shareholders' Meeting will have to prove ownership of their shares on the second working

day preceding the Shareholders' Meeting **at midnight** Paris time (i.e. **May 25, 2021, at midnight** Paris time) by the account registration of their shares in their name in accordance with the conditions provided for in Article R. 22-10-28 of the French Commercial Code.

MODES OF PARTICIPATION IN THE MEETING

In view of the exceptional holding of the Shareholders' Meeting behind closed doors, shareholders have the option of participating in this Shareholders' Meeting by voting by post or being represented by giving a proxy to the Chairman of the Shareholders' Meeting or any other person, by post or by Internet via Votaccess. In the latter case, it is specified that the proxy will not be able to represent the shareholder physically at the meeting.

In the event of a Proxy given to the Chairman of the Meeting, the latter will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors and a vote against the adoption of all other draft resolutions.

In accordance with the provisions of ordinance n° 2020-321 of March 25, 2020 authorising the holding of the Shareholders' Meeting without the presence of shareholders or other persons entitled to attend, no admission card may be sent shareholders who request it.

1 Registered shareholder:

- **either return the proxy form to the Chairman of the Meeting**, which will be sent to him with the convocation, to the following address: BNP PARIBAS Securities Services – CTO Assemblées Générales – Grands Moulins de Pantin – 9 rue du Débarcadère – 93761 Pantin Cedex, which should be received at the latest 3 days before the Shareholders' Meeting, i.e. **May 24, 2021**. Revocations of mandates given to the Chairman of the Meeting, expressed in paper form, must be received within the same deadlines;
- **either return the single proxy voting form with indication of the proxy** given in application of Articles L. 225-106 and L. 22-10-39 of the French Commercial Code, which will be sent to him with the notice to attend, to the following address: BNP PARIBAS Securities Services – CTO General Assemblies – Grands Moulins de Pantin – 9 rue du Débarcadère – 93761 Pantin Cedex which must be received at the latest 4 days before the Shareholders' Meeting is held, i.e. on May 23, 2021;

PARTICIPATING IN THE SHAREHOLDERS' MEETING

Modes of participation in the meeting

- **either transmit his voting instructions, and appoint or revoke a proxy by Internet before the Shareholders' Meeting**, on the VOTACCESS website, under the conditions described below:

Holder of pure or administered registered shares who wish to vote by Internet will access the VOTACCESS website via the Planetshares website, the address of which is as follows: <https://planetshares.bnpparibas.com>.

The holder of pure registered shares must connect to the Planetshares website with his usual access codes.

The holder of administered registered shares will have to connect to the Planetshares website using his identification number, which can be found at the top right of his paper voting form. If the shareholder is no longer in possession of his username and / or password, he must reset it directly online by following the instructions on the screen.

After logging in, the registered shareholder must follow the instructions given on the screen in order to access the VOTACCESS website and vote, or appoint or revoke a proxy.

To be validly taken into account, appointments or revocations of mandates given to a third party and expressed electronically must be received no later than the fourth day preceding the date of the meeting, *i.e.* May 23, 2021.

To be validly taken into account, appointments or revocations of mandates given to the Chairman of the Meeting and expressed electronically must be received no later than the day before the Meeting at 3 p.m. (Paris time).

2 Bearer shareholder:

- request the proxy form to the intermediary who manages his securities as from the date of convocation of the Shareholders' Meeting. The proxy form must be accompanied by a participation certificate issued by the financial intermediary and sent to: BNP PARIBAS Securities Services – CTO Assemblées Générales – Grands Moulins de Pantin – 9 rue du Débarcadère -93761 Pantin Cedex.

To be taken into account, proxy forms must be received by the issuer or the Shareholders' Meetings department of BNP Paribas Securities Services, **at the latest three days** before the Shareholders' Meeting, *i.e.* **May 24, 2021**;

- if the authorized intermediary who manages his securities account is connected to the VOTACCESS website, the shareholder must identify himself on the Internet portal of his account-keeping establishment with his usual access codes. He must then click on the icon which appears on the line corresponding to his actions and follow the instructions given on the screen in order to access the VOTACCESS website and vote or appoint or revoke a proxy;
- if the shareholder's account-keeping establishment is not connected to the VOTACCESS website, in accordance with the provisions of Article R. 225-79 and R. 22-10-24 of the Commercial Code, notification of the appointment and revocation of a proxy can also be done electronically, in the following ways:
 - the shareholder must send an email to the address: paris.bp2s.france.cts.mandats@bnpparibas.com,
 - this email must contain the following information: name of the issuer concerned, date of the Shareholders' Meeting, last name, first name, address, principal's bank details as well as last name, first name and if possible the address of the authorized proxy,

- the shareholder must ask his financial intermediary who manages his securities account to send a written confirmation to the following address: BNP PARIBAS Securities Services – CTO Assemblées Générales – Grands Moulins de Pantin – 9 rue du Débarcadère -93761 Pantin Cedex.

To be validly taken into account, appointments or revocations of mandates given to a third party and expressed electronically must be received no later than the fourth day preceding the date of the meeting, *i.e.* May 23, 2021.

To be validly taken into account, appointments or revocations of mandates given to the Chairman of the Meeting and expressed electronically must be received no later than the day before the Meeting at 3 p.m. (Paris time).

In application of the provisions of article 6 of decree n° 2020-418 of April 10, concerning the adaptation of the rules for gathering and the proceedings of meetings and governing bodies of private legal persons and entities deprived of legal personality due to the Covid-19 pandemic the proxy must send his instructions for the exercise of the mandates at his disposal, to BNP Paribas Securities Services by electronic message to the following address: paris.bp2s.france.cts.mandats@bnpparibas.com in the form of the form mentioned in Article L. 225-76 of the French Commercial Code **no later than 4 calendar days before the date of the Shareholders' Meeting, i.e. May 23, 2021** (midnight Paris time).

In accordance with article 7 of decree n° 2020-418 of April 10, 2020 and by derogation from Article R. 22-10-28 III of the French Commercial Code, when the shareholder has already expressed his vote at a distance or sent a proxy (or requested his admission card or certificate of participation to attend the Shareholders' Meeting if new regulatory measures were to modify the health restrictions in force), he may choose another mode of participation provided that his instruction in this regard reaches the Company no later than the third day preceding the date of the Meeting, with the exception of the mandate with indication of the proxy who must reach the Company **at the latest the fourth day preceding the date of the Shareholders' Meeting**. If applicable, the previous instructions received will then be revoked.

The VOTACCESS website will be open from May 7, 2021.

The possibility to vote online before the Shareholders' Meeting will end the day before the meeting, *i.e.* **May 26, 2021 at 3 p.m. Paris time**.

However, in order to avoid any possible congestion on the VOTACCESS website, shareholders are advised not to wait until the day before the Meeting to vote.

The shareholder can at any time sell all or part of his shares:

- if the transfer of ownership occurs **before May 25, 2021 at midnight**, Paris time, the vote expressed by correspondence or the proxy, possibly accompanied by a certificate of participation, will be invalidated or modified accordingly, depending on the case. To this end, the authorized intermediary mentioned in Article L. 211-3 of the Monetary and Financial Code notifies the transfer of ownership to BNP Paribas Securities Services and transmits the necessary information to it;
- if the transfer of ownership is carried out **after May 25, 2021 at midnight**, Paris time, whatever the means used, it will not be notified by the authorized intermediary mentioned in Article L. 211-3 of the Monetary Code and financial or taken into consideration by the Company, notwithstanding any agreement to the contrary.



WRITTEN QUESTIONS

Every shareholder has the right to ask written questions to the Company, from the day when the document proposed to the Shareholders' Meeting are made available to shareholders. These written questions should be sent to the Chairman of the Board at the Company's registered office (1, route de Versailles – 78470 Saint-Rémy-lès-Chevreuse), by registered letter with acknowledgement of receipt or the following email address: information-financiere@gtt.fr by the second business day prior to the date of the Shareholders' Meeting (i.e. **May 25, 2021 at midnight** (Paris time)).

The letter should be accompanied by a certificate of registration.

A single response may be given to these questions as long as they present the same content or relate to the same subject. All of these questions and the answers to them will be published on the Company's website.



REQUESTS FOR REGISTRATION OF ITEMS ON THE AGENDA OR FOR A DRAFT RESOLUTION

Requests for inclusion of points or draft resolutions on the agenda of the Shareholders' Meeting by shareholders fulfilling the conditions provided for in Articles L. 225-105 and R. 225-71 to R. 225-73 of the French Commercial Code, must be sent to the Company's registered office (1, route de Versailles -78470 Saint-Rémy-lès-Chevreuse) by registered letter with acknowledgment of receipt or to the following email address: information-financiere@gtt.fr, **within twenty calendar days of the publication of this notice** and must be received by the Company no later than twenty-five calendar days before the date of the Shareholders' Meeting, i.e. no later than May 2, 2021. These requests must be accompanied by an account registration certificate. It is also recalled that the examination by the Shareholders' Meeting of the points or draft resolutions that will be presented is subject to transmission by the interested parties, on the second working day preceding the Shareholders' Meeting (i.e. May 25, 2021 at zero Paris time at the latest), a new certificate justifying the registration of their securities under the same conditions as those indicated above.

The points and the text of the draft resolutions for which the registration has been requested by the shareholders will be published on the Company's website at the following address: www.gtt.fr without delay.

This notice will be followed by a notice of meeting setting out any changes made to the agenda following requests for the inclusion of draft resolutions presented by shareholders and / or the Social and Economic Committee.



QUESTIONS ON THE DAY OF THE MEETING

In addition to the legal regime for written questions described above, on the day of the Shareholders' Meeting, shareholders will have the opportunity to ask questions electronically, via the e-mail address dedicated to this occasion: gtt-assemblee-generale-2021@gtt.fr, by communicating their name, first name and account registration certificate. This faculty, which is not governed by a legal framework, will be exercisable from May 27, 2021, at 2:00 p.m. and until the start of the discussion session. Questions asked on the day of the event will be answered and grouped together by a moderator. As with a face-to-face Meeting, the Company will do its best to answer as many questions as possible, in order of arrival, within the time limit. Answers to questions asked during the meeting will not be published on the Company's website.

PARTICIPATING IN THE SHAREHOLDERS' MEETING

How to fill the proxy form?



DOCUMENTS MADE AVAILABLE TO THE SHAREHOLDERS

In accordance with the legal and statutory requirements, all documents that must be made available to the shareholders will be available at the Company registered office (1 route de Versailles – 78470 Saint-Rémy-lès-Chevreuse). Documents provided in Articles R. 225-81 and R. 225-83 of the French Commercial Code can also be sent to the shareholders, by asking BNP Paribas Securities Services, CTO Assemblées générales, Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex, from the publication of the Convening Notice or 15 days prior the Shareholders' Meeting according to the document and up to and including the fifth day before the Shareholders' Meeting.

In accordance with the provisions of ordinance n° 2020-321 of March 25, 2020, the communication of an information or a document will be validly carried out by electronic message, provided that the shareholder indicates in his request the electronic address at which it can be done. Shareholders are therefore encouraged to provide their email address when making any requests.

Documents related to the Shareholders' Meeting, as provided in Article R. 22-10-23 of the French Commercial Code, are made available to the shareholders on the Company website www.gtt.fr from the 21st day before the Shareholders' Meeting.

The Board of Directors

HOW TO FILL THE PROXY FORM?

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form.

JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / **I WISH TO ATTEND THE SHAREHOLDER'S MEETING** and request an admission card: date and sign at the bottom of the form.

GAZTRANSPORT & TECHNIGAZ (GTT)
 S.A. au capital de 370 783,57 €
 Siège Social :
 1, route de Versailles
 78470 Saint-Rémy-lès-Chevreuse
 662 001 403 R.C.S. VERSAILLES

ASSEMBLÉE GÉNÉRALE MIXTE
 Convoquée à huis clos le 27 Mai 2021, à 15h

CADRE RÉSERVÉ À LA SOCIÉTÉ
 Identifiant - Account
 Nombre d'actions / Number of shares
 Nominatif Registered / Porteur Bearer
 Vote Simple / Single vote
 Vote double / Double vote
 Nombre de voix - Number of voting rights

YOU HOLD BEARER SHARES:
 you must have a certificate of participation drawn up by your account manager who will attach it to this form.

THE AGM BEING HELD BEHIND CLOSED DOORS, please do not check this box.

JE VOTE PAR CORRESPONDANCE (à l'usage des actionnaires qui ne peuvent pas assister à l'Assemblée Générale) - **See reverse (2)**
 Je vote **OUI** à tous les projets de résolutions ou le Directoire ou la Gérance, à l'EXCEPTION des cas "Non" ou "Abstention".
 I vote **Yes** to all draft resolutions of the Board of Directors, **EXCEPT** those indicated by the cases "Non" or "Abstention".

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE (à l'usage des actionnaires qui ne peuvent pas assister à l'Assemblée Générale) - **See reverse (3)**
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING

JE DONNE POUVOIR À : Cf. au verso (4)
HEREBY APPOINT : pour me représenter à l'Assemblée Générale - **See reverse (4)**
 M. Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
 Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement émetteur et ne peuvent être effectuées à l'aide de ce formulaire). Cf. au verso (1)
 Surname, first name, address of the shareholder (Change regarding this information have to be notified to the issuer and cannot be made using this proxy form). See reverse (1)

MAIL IN VOTE:
 blacken the box and follow the instructions.

TO GIVE YOUR PROXY TO THE CHAIRMAN OF THE SHAREHOLDERS' MEETING,
 blacken here.

TO GIVE YOUR PROXY TO A PERSON REPRESENTING YOU
 blacken here and write the name and details of the person

You must complete this section, regardless of your selection (DATE AND SIGNATURE)

Date & Signature

à / to BNP Paribas Securities Services, CTO, Service Assemblées, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex
 24 Mai 2021
 * Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire) - If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative).

BRIEF OVERVIEW ON THE SITUATION AND THE ACTIVITY IN 2020

BUSINESS ACTIVITY

In 2020, GTT demonstrated its ability to cover the entire liquefied gas transport and storage value chain, with a significant number of orders for LNG carriers, along with emblematic orders for Very Large Ethane Carriers (VLECs), FSUs, FSRUs and onshore storage.

LNG carrier orders remain at high levels

In 2020, GTT's business activity was marked by multiple successes, particularly in the field of LNG carriers. In addition to the 12 LNG carriers booked during the first half of the year, a further 29 orders were booked in the second half of 2020. These 41 LNG carriers will be delivered between 2022 and 2025.

Noteworthy among these orders are those for two medium-capacity LNG carriers by the ship-owner "K" LINE for the Chinese market, and 15 ice-breaker LNG carriers following the signature in late June 2020 of a Technical Assistance and Licensing Agreement (TALA) with the Russian shipyard Zvezda Shipbuilding Complex (Zvezda).

New orders for 4 latest-generation VLECs

In September 2020, GTT's membrane technology was selected to design 4 Very Large Ethane Carriers (VLEC – 98,000 m³) built by Korean shipbuilders Hyundai Heavy Industries (HHI) and Samsung Heavy Industries (SHI). This follows on from an order for 6 ethane carriers a year earlier.

Designed for multi-gas use, *i.e.* to transport ethane as well as several types of gas such as propylene, LPG and ethylene, these vessels will also be "LNG-ready", offering the possibility of containing LNG in the future without the need to convert the ship's tanks.

A year also marked by order diversification throughout the LNG chain:

- in early June 2020, GTT received an order from the Korean shipyard Daewoo Shipbuilding & Marine Engineering (DSME) to equip a storage and regasification unit (FSRU) on behalf of Japanese ship-owner Mitsui OSK Lines Ltd. (MOL). This FSRU with a capacity of 263,000 m³ will be positioned in Wilhelmshaven, Germany;
- in June 2020, GTT received an order from China Huanqiu Contracting & Engineering Co. Ltd. (HQC) for the design of two LNG membrane storage tanks equipped with GST® technology developed by GTT. Each with a capacity of 220,000 m³, they will be the largest onshore storage tanks in China. They will be located in the southern industrial zone of the port of Tianjin in China;

- at the end of June 2020, GTT received an order from the Korean shipyard Daewoo Shipbuilding & Marine Engineering (DSME) to design tanks for two floating LNG storage units (FSUs), the largest units ever built (361,600 m³), on behalf of the Russian company GTLK. These two FSUs will contribute to the Yamal and Arctic LNG 2 projects of Russian LNG producer Novatek;
- at the end of June 2020, GTT also received an order from China Petroleum Engineering and Construction Corp. North China Company (CPECCNC), for the design of a membrane onshore LNG storage tank that will incorporate GTT's GST® technology. With a capacity of 29,000 m³, this tank is intended for the Heijian LNG Peak shaving project, located in the Chinese province of Hebei.

Contract with the US Department of Defense

In September 2020, the United States Department of Defense awarded GTT North America a contract for the Red Hill bulk fuel storage facility, a military fuel storage base near Honolulu, Hawaii. This agreement aims at developing a solution to upgrade the existing tanks to double wall containment.

Four new service provision contracts with ship-owners

The Group offers ship-owners framework agreements that include a wide range of services relating to the operation and maintenance of ships equipped with GTT systems.

- in February 2020, GTT signed a service and support contract with the CMA CGM Group for the commissioning, operation and maintenance of its future giant LNG propelled container ships equipped with GTT membrane containment technologies. The GTT service provides training for the crews of the CMA CGM fleet through the provision of the G-Sim® training simulator, specially adapted to replicate the LNG operations of CMA CGM vessels;
- in March 2020, GTT announced the signing of a framework service provision agreement between its subsidiary GTT North America and the shipowner Excelerate Energy. GTT will assist Excelerate Technical Management – ETM with the maintenance and operation of 9 FSRUs equipped with NO96 technology. This agreement provides on-site technical assistance to GTT teams during inspections, maintenance, repairs, operations and engineering, as well as access to the HEARS® emergency hotline;
- in July 2020, GTT signed a framework service provision agreement with the Norwegian shipowner Knutsen OAS Shipping AS. This new contract covers a fleet of 17 vessels by 2022 (12 currently in

BRIEF OVERVIEW ON THE SITUATION AND THE ACTIVITY

Technology development

service and 5 under construction), all equipped with Mark III Flex or NO96 technologies, developed by GTT. GTT will assist Knutsen with the maintenance and operation of the vessels. Knutsen will also benefit from access to the HEARS® emergency hotline;

- at the end of July 2020, GTT announced the signing of a new framework service provision contract with Fleet Management, based in Hong Kong, for the construction monitoring, maintenance and operation of vessels under management. Fleet Management is currently supervising the construction of latest-generation, high-capacity VLECs in Korea.

TECHNOLOGY DEVELOPMENT

In early 2021, GTT received approval in principle from the classification societies Bureau Veritas and DNV GL for the application of its NO96 containment system on the tanks of large-capacity container ships. With these approvals, GTT technology for LNG tanks on large-capacity container ships is entering a new phase.

On February 15, 2021, GTT has obtained two Approvals in Principle (AiP) from Bureau Veritas. The first Approval is related to the "NH3

Ready" classification of Mark III membrane tanks. The second Approval relates to the higher design pressure of "1 barg" in LNG as fuel applications, such as large container vessels. These Approvals demonstrate GTT's ability to offer ship-owners a flexible and future-proof solution enabling them to secure their investment with regard to changes in the supply chain and environmental regulation.

TARGETED ACQUISITIONS

GTT made three acquisitions in 2020:

- Marorka in February 2020. This company, based in Iceland and specialised in Smart Shipping, designs operational reporting and energy performance improvement systems aimed at reducing the environmental footprint of vessels. This company is a good fit with Ascenz, a Singaporean company acquired in 2018;
- OSE Engineering in July 2020. Based in France, this company specialises in artificial intelligence applied to transport. This acquisition complements the Group's expertise in modelling complex systems, optimising engineering processes;
- Areva H2Gen, renamed Elogen, in October 2020. This company, French leader in PEM electrolysis, specialises in the design and assembly of electrolyzers for the production of green hydrogen. Elogen uses Proton Exchange Membrane (PEM) technology. It is the only company to manufacture electrolysis units in France.
The green-hydrogen market today is expanding fast, notably driven by major energy companies who seek to provide to consumers carbon-free solutions, and by numerous national

government development plans, as well as a European plan announced in July 2020.

This acquisition enables GTT to enrich its technological portfolio with an expertise in green hydrogen, a crucial component of the energy mix for the next decades. The Elogen acquisition confirms GTT's commitment to continue to develop advanced technologies for better energy efficiency. It fully matches GTT's development strategy, which is based on growth drivers that allow it to leverage its mastery of technological development, its expertise in gas handling procedures and its knowledge of energy production and transportation players.

In 2021, Elogen targets revenues of 6 million euros in 2021 and a negative EBITDA.

Elogen ambitions to reach a break-even point in terms of EBITDA by 2025 at the latest and to market more than 400 MW per year of electrolysis capacity by the end of the decade;

- financed by GTT's available cash, these acquisitions represent an amount of 8 million euros.

ESG POLICY: NET ZERO AMBITION BY 2025

In 2020, GTT embarked on a structured approach to define its ambitions with regard to decarbonization, for both its own scope of emissions and the maritime transport value chain through its new product and service offerings.

On its own scope, GTT has defined a Net Zero ambition by 2025, in which the Group will reduce its GHG emissions (approximately 5,000 tonnes of CO₂eq in 2019) in accordance with the 1.5°C trajectory of the Science-Based Targets Initiative (SBTi) framework. A detailed set of actions to be implemented within three years has already been identified to reduce emissions and integrated in

the business plan. These actions combine improvements in energy efficiency, switching to low-carbon energy sources, fleet conversion and changes in business travel practices.

Regarding the maritime energy transport value chain, it is GTT's ambition to help its customers and industry players achieve the IMO's objective of halving GHG emissions from international maritime transport by 2050 (currently around 900 million tonnes of CO₂eq). In addition, the acquisition of Elogen contributes to GTT's diversification into low-carbon energy vectors.



ORDER BOOK

Since January 1, 2020, GTT's order book excluding LNG as fuel numbered **133 units** at that date, and it changed as follows:

ORDERS	
41	LNG carriers including 2 mid-size carriers
4	ethane carriers
1	FSRU
2	FSUs
3	onshore storage tanks, including one small
DELIVERIES	
32	LNG carriers
1	ethane carrier
3	FSRUs
1	FLNG

At December 31, 2020, the order book, excluding LNG as fuel, stood at **147 units**, of which:

ORDER BOOK	
122	LNG carriers
9	ethane carriers
4	FSRUs
2	FSU
1	FLNG
3	GBS
6	onshore storage tanks

Regarding LNG as fuel, including the deliveries of a bunker vessel and four ultra large container ships for CMA CGM, at December 31, 2020, the number of vessels in the order book stood at **14 units**.

CHANGES IN 2020 CONSOLIDATED REVENUE

<i>In thousands of euros</i>	2019	2020	Change
Revenue	288,224	396,374	+37.5%
Of which new builds	273,353	381,677	+39.6%
From services	14,871	14,697	-1.2%

Consolidated revenue stood at 396.4 million euros in 2020, compared with 288.2 million euros in 2019, an increase of 37.5% over the period:

- revenue from new construction amounted to 381.7 million euros, up sharply by 39.6% over the previous year, benefiting in particular from the flow of orders booked in 2018 and 2019. Royalties from LNG and ethane carriers increased by 47.2% to 340.0 million euros, whereas FSRU royalties decreased by 4.3%

to 24.2 million euros. Revenue from FLNG, onshore storage, GBS and LNG as fuel totalled 17.5 million euros, up 2.4% thanks to an increase in GBS revenue to 2.9 million euros, whereas revenue from LNG as fuel were virtually stable at 9.6 million euros;

- revenue from services declined slightly by 1.2% compared with 2019, reflecting a strong decrease in maintenance and work on vessels in operation during the Covid crisis. Note however the growth in supplier approval services and engineering studies.

ANALYSIS OF THE 2020 CONSOLIDATED INCOME STATEMENT

<i>In thousands of euros; earnings per share in euros</i>	2019	2020	Change
Revenue	288,224	396,374	+37.5%
Operating income before depreciation of fixed assets (EBITDA ⁽¹⁾)	174,318	242,656	+39.2%
EBITDA margin (on revenue,%)	60.5%	61.2%	
Operating income (EBIT)	170,033	236,314	+39.0%
EBIT margin (on revenue,%)	59.0%	59.6%	
Net income	143,353	198,862	+38.7%
Net margin (on revenue,%)	49.7%	50.2%	
Net earnings per share ⁽²⁾ (in euros)	3.87	5.36	

(1) EBITDA is EBIT, to which depreciation of fixed assets and asset impairment as shown by impairment tests linked to said fixed assets are added, according to IFRS.

(2) Net income per share was calculated on the basis of the weighted average number of shares outstanding, i.e. 37,069,480 shares at December 31, 2019 and 37,071,013 shares at December 31, 2020.

In 2020, Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) amounted to 242.7 million euros, up 39.2% compared with 2019. This change is explained mainly by the 26% increase in costs of sales, external expenses and personnel expenses related to the high level of orders for the main activity

and the intensification of research and development projects and patent activity, as well as software development projects.

Net profit for the 2020 financial year amounted to 198.9 million euros, an increase of 38.7% over the previous year.

OTHER 2020 CONSOLIDATED FINANCIAL DATA

<i>In thousands of euros</i>	2019	2020	Change
Capital expenditures (including acquisitions)	(9,021)	(21,780)	+41.4%
Dividends paid	(121,980)	(157,569)	+29.2%
Cash position	169,016	141,744	-16.1%

At December 31, 2020, GTT had a positive net cash position of 141.7 million euros, down 16.1%. Against a backdrop of increased activity, this decrease is mainly explained by the increase in dividends paid, growth in capital expenditures and increase in working capital requirements.

2020 DIVIDEND

On February 18, 2021, the Board of Directors, after closing the financial statements, decided to propose the distribution of a dividend of 4.29 euros per share for the 2020 financial year. Payable in cash, this dividend will be submitted to the approval of the Shareholders' Meeting to be held on May 27, 2021. As an interim dividend of 2.50 euros per share was already paid on November 5, 2020 (in accordance with the decision of the Board

of Directors on July 29, 2020), the payment in cash of the balance of the dividend, amounting to 1.79 euro per share, will take place on June 3, 2021 (ex-dividend date: June 1, 2021). This proposed dividend corresponds to a distribution rate of 80% of consolidated net income.

In addition, an interim dividend for 2021 should be paid in November 2021.

OUTLOOK

After three years marked by numerous commercial successes, the order book for the main activity is at a high level (147 units). In contrast to the two previous years, most of the orders for 2020 are for an extended time horizon that gives GTT visibility through 2025. These orders will not generate significant additional revenue in 2021.

The order book at December 31, 2020 corresponds to revenue of 640 million euros over the period 2021 to 2025⁽¹⁾, broken down according to shipbuilding schedules as follows⁽²⁾: 267 million euros in 2021, 213 million euros in 2022, 108 million euros in 2023, 39 million euros in 2024 and 13 million euros in 2025.

In addition, as previously announced, to sustain growth and prepare for the future, the Group has continued its research and development, patent registration⁽³⁾ and IT development efforts, which have resulted in increases in staff numbers and related costs.

On the basis of these items, the Group announced the following targets for 2021:

- a 2021 consolidated revenue target within a range of 285 million euros to 315 million euros;
- a 2021 consolidated EBITDA⁽⁴⁾ target within a range of 150 million euros to 170 million euros;
- the payment of a dividend for 2021 corresponding to a payout rate of at least 80% of consolidated net income⁽⁵⁾.

DECISION OF THE KOREAN COMPETITION AUTHORITY

In November 2020, the Korea Fair Trade Commission (KFTC) issued a corrective order against GTT for anti-competition practices since 2016, and requested that GTT allow Korean shipyards, upon their request, to perform some or all of the technical assistance services currently included in the technology licence. The KFTC also imposed an administrative fine of approximately 9.5 million euros.

GTT challenged this decision and appealed to the Seoul High Court on December 31, 2020. Simultaneously with the appeal, GTT moved to stay the KFTC's decision.

On January 6, 2021, the Seoul High Court ruled in favour of GTT. The High Court's decision is currently under review by the Korean Supreme Court, following the appeal filed by the KFTC on January 14, 2021.

COVID-19

Health of GTT employees and their families

No severe cases have been reported and GTT continues to strictly apply the recommendations of the health authorities and to update them regularly as the situation evolves.

How the Group operates

Head office: Teleworking is encouraged for all employees, in particular for those at risk or close to a person at risk. Certain exceptions are allowed depending on professional or personal constraints.

Subsidiaries and seconded employees: same policy as the registered office, subject to local directives.

Main risks

For GTT, the main risk of the coronavirus epidemic consists of possible delays to the timetable for the construction of vessels, which may lead to a shift in the recognition of revenue from one financial year to another.

The risks related to the impact of the epidemic on the worldwide economy, and particularly on the market for LNG, are currently difficult to assess. The Group nevertheless reiterates that the LNG market is mainly based on long-term prospects and financing.

GTT's main activities are therefore functioning normally, despite a particularly difficult environment. The Group closely monitors any changes that could affect the markets in which it operates.

(1) Royalties from main activity, i.e. excluding LNG fuel and services, under IFRS 15.

(2) Subject to significant postponements or cancellations of orders.

(3) GTT, the leading French mid-sized company in terms of the number of patents published by the INPI in 2019.

(4) EBITDA corresponds to EBIT plus depreciation, amortisation and impairment of assets and impairment tests related to those assets under IFRS.

(5) Subject to approval by the Shareholders' Meeting and the distributable net income in the corporate financial statements of GTT SA.

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED INCOME STATEMENT

<i>In thousands of euros</i>	December 31, 2019	December 31, 2020
Revenue from operating activities	288,224	396,374
Costs of sales	(7,102)	(8,703)
External expenses	(53,924)	(68,472)
Personnel expenses	(51,623)	(64,885)
Tax and duties	(5,128)	(6,390)
Depreciations, amortisations and provisions	(4,348)	(16,801)
Other operating income and expenses	4,209	5,684
Impairment following value tests	(276)	(494)
Operating profit	170,033	236,314
Financial income	124	(203)
Profit before tax	170,157	236,111
Income tax	(26,804)	(37,249)
Net income	143,353	198,862
Net income Group share	143,377	198,878
Net earnings of non-controlling interests	(25)	(16)
Basic earnings per share (in euros)	3.87	5.36
Diluted earnings per share (in euros)	3.85	5.34
Average number of shares	37,069,480	37,071,013
Number of diluted shares	37,197,480	37,226,434

CONSOLIDATED BALANCE SHEET

<i>In thousands of euros</i>	December 31, 2019 ⁽¹⁾	December 31, 2020
Intangible assets	2,757	4,891
Goodwill	4,291	15,365
Property, plant and equipment	20,198	29,170
Non-current financial assets	5,084	4,833
Deferred tax assets	3,031	3,485
Non-current assets	35,360	57,744
Inventories	10,854	10,653
Customers	83,392	103,822
Current tax receivable	41,771	41,633
Other current assets	8,496	9,215
Current financial assets	16	43
Cash and cash equivalents	169,016	141,744
Current assets	313,545	307,110
TOTAL ASSETS	348,905	364,854
Share capital	371	371
Share premium	2,932	2,932
Treasury shares	(11)	(110)
Reserves	55,614	42,253
Net income	143,377	198,878
Total equity – Group share	202,284	244,324
Total equity – share attributable to non-controlling interests	(3)	(7)
Total equity	202,280	244,317
Non-current provisions	5,001	15,167
Financial liabilities – non-current part	2,089	5,229
Deferred tax liabilities	120	100
Non-current liabilities	7,210	20,496
Current provisions	1,583	4,170
Suppliers	16,791	18,160
Current tax debts	6,192	3,044
Current financial liabilities	16	856
Other current liabilities	114,832	73,813
Current liabilities	139,414	100,042
TOTAL EQUITY AND LIABILITIES	348,905	364,854

(1) In 2020, it was decided that the deferred income and invoices to be prepared that were recorded as construction for each ship in a series progressed would henceforth be offset within the same series to show only a net position in assets or liabilities. The 2019 financial statements have been restated accordingly.

DRAFT RESOLUTIONS

RESOLUTIONS THAT FALL WITHIN THE AUTHORITY OF THE **ORDINARY** SHAREHOLDERS' MEETING

First resolution

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

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, and having reviewed the Board of Directors' reports, as well as the reports of the Statutory Auditors, approves the statement of assets and liabilities and the annual financial statements, *i.e.*, the balance sheet, the income statement and the notes thereto, at December 31, 2020, as they are presented, together with the transactions reflected in these financial statements or described in these reports, showing a profit of 200.8 million euros. In application of Article 223 *quater* of the French General Tax Code, the Shareholders' Meeting notes that no expense or charge was incurred relating to Article 39-4 of said Code.

Second resolution

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

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, and having reviewed the Board of Directors' management report, as well as the reports of the Statutory Auditors, approves the consolidated financial statements of the Company for the financial year ended December 31, 2020, as they are presented, together with the transactions reflected or summarised in these reports, showing net income of 198.9 million euros.

Third resolution

(Appropriation of net income for the financial year ended December 31, 2020)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after having ascertained that the corporate financial statements for the financial year ending December 31, 2020 show a profit of 200,837,716.85 euros, decides to allocate the 2020 profit as follows:

Profit for the financial year	€200,837,716.85
Other reserves	-
Retained earnings	(€92,696,075)
Distributable profits	€108,141,641.85
Allocation	-
Dividend⁽¹⁾	€66,368,241.70
Retained earnings	€41,773,400.15

(1) The total amount of the above distribution is calculated based on the number of shares giving entitlement to a dividend on December 31, 2020, namely 37,077,230 shares and may vary if the number of shares giving entitlement to dividends changes between January 1, 2021 and the ex-dividend date, notably depending on the number of treasury shares, and definitive allocations of free shares (if the beneficiary is entitled to them in accordance with the provisions of the plans concerned).

Consequently, the distributed dividend is fixed at 4.29 euros per share for each of the 37,077,230 shares entitled to a dividend. An interim dividend payment of 2.50 euros per share was paid on November 5, 2020. The balance to be paid, representing 1.79 euro, will be paid on June 3, 2021, with an ex-dividend date of June 1, 2021. It should be noted that, when these dividends are paid, if the Company holds any treasury shares, the amounts corresponding to unpaid dividends for the number of these shares will be assigned to retained earnings.

In accordance with the requirements of Article 243 bis of the French General Tax Code, shareholders are informed that, under the conditions defined by current law and regulations, this gross dividend will be subject to a single fixed-rate withholding tax paid at an overall rate of 30% (*i.e.* 12.8% for income tax and 17.2% for social contributions), unless they opt for the progressive income tax scale, which would, in this case, apply to all revenue from capital received in 2020. If the option for the progressive scale is taken, it will entitle the beneficiary to the 40% proportional rebate stipulated in point 2 of Paragraph 3 of Article 158 of the French General Tax Code, *i.e.* 1.716 euros per share. This regime is applicable to natural persons that are resident in France for tax purposes.

The Shareholders' Meeting decides that the unpaid amount of the dividend attributable to treasury shares as of the payment date will be allocated to Retained earnings. It notes that the Company, in respect of the past three financial years, carried out the following dividend distributions.

It notes that the Company, in respect of the past three financial years, carried out the following dividend distributions:

In euros	Financial year ended December 31,		
	2019	2018	2017
Total dividend pay-out	120,576,836	115,579,898	98,572,329
Net dividend per share	3.25	3.12	2.66

Fourth resolution

(Approval of the related-party agreements subject to the provisions of Articles L. 225-38 et seq. of the French Commercial Code)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the special report of the Statutory Auditors on agreements subject to the provisions of Articles L. 225-38 and L. 225-40-1 of the French Commercial Code, approves this report in all its provisions as well as the new agreement mentioned therein and acknowledges the agreements entered into and previously approved by the Shareholders' Meeting which continued during the past financial year.

Fifth resolution**(Ratification of the co-option of Sandra Roche-Vu Quang as director)**

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report, ratifies the co-option by the Board of Directors of Sandra Roche-Vu Quang as director, in replacement of Ana Busto, who resigned, for the remainder of her term of office, *i.e.* until the end of this Shareholders' Meeting.

Sixth resolution**(Renewal of the term of office of Sandra Roche-Vu Quang as director)**

The Shareholders' Meeting, noting that Sandra Roche-Vu Quang's term of office has ended, and acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after reviewing the management report of the Board of Directors, renews the term of office of Sandra Roche-Vu Quang for a term of four years, *i.e.* until the end of the Shareholders' Meeting to be held in 2025 to approve the financial statements for financial year 2024.

Seventh resolution**(Renewal of the term of office of Andrew Jamieson as director)**

The Shareholders' Meeting, noting that Andrew Jamieson's term of office has ended, and acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after having read the report of the Board of Directors, renews the term of office as director of Andrew Jamieson for a term of four years, *i.e.*, until the end of the Shareholders' Meeting held in 2025 to approve the financial statements for 2024.

Eighth resolution**(Approval of the information relating to the compensation of the Chairman and Chief Executive Officer and the members of the Board of Directors mentioned in Article L. 22-10-9, I. of the French Commercial Code included in the corporate governance report)**

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after having read the report from the Board of Directors on corporate governance covered by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 I of the French Commercial Code, the information regarding compensation of the Chairman and Chief Executive Officer and members of the Board of Directors in Article L. 22-10-9 I. of the French Commercial Code, as presented in the Board of Directors' report on corporate governance shown in chapter 4 of the 2020 Universal Registration Document, sections 4.2.1.1 and 4.2.1.2.

Ninth resolution**(Approval of the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid during the 2020 financial year or allocated in respect of the same year to Philippe Berterottière, Chairman and Chief Executive Officer)**

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having read the Board of Directors' report on corporate governance covered by Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 II. of the French Commercial Code, the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid during the 2020 financial year or allocated in respect of the same financial year to Philippe Berterottière, Chairman and Chief Executive Officer, as presented in the report on corporate governance shown in chapter 4 of the 2020 Universal Registration Document, section 4.2.1.2.3.

Tenth resolution**(Approval of the policy on compensation of the Chairman and Chief Executive Officer for the 2021 financial year)**

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after having read the Board of Directors' report on corporate governance covered by 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 policy on the compensation of the Chairman and Chief Executive Officer of the Company established by the Board of Directors for the 2021 financial year, as presented in sections 4.2.2.1 and 4.2.2.3 of the Company's Universal Registration Document.

Eleventh resolution**(Approval of the compensation policy for the members of the Board of Directors for the 2021 financial year)**

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after having read the Board of Directors' report on corporate governance covered by 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 policy on compensation of members of the Board of Directors established by the Board of Directors for the 2021 financial year, as presented in sections 4.2.2.1 and 4.2.2.2 of the Company's Universal Registration Document.

Twelfth resolution**(Determination of the total amount of the annual compensation of directors)**

The Shareholders' Meeting, acting under the conditions of the quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report, sets the total annual amount of compensation allocated to the Board of Directors for the financial year beginning January 1, 2021 at 600,000 euros.

DRAFT RESOLUTIONS

Resolutions that fall within the authority of the Ordinary Shareholders' Meeting

This amount will be distributed according to the allocation defined by the Board of Directors' Internal Regulations.

This decision and the total annual amount of compensation allocated to the Board of Directors will be maintained for subsequent years until a new decision is adopted by the Shareholders' Meeting.

Thirteenth resolution

(Authorisation to be granted to the Board of Directors to carry out transactions on the Company's shares)

- The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors, authorises the Board of Directors, with the option to sub-delegate as provided for by law, in accordance with the provisions of Articles L. 22-10-62 *et seq.* and Articles L. 225-210 *et seq.* of the French Commercial Code, and European regulation no. 596-2014 of the European Parliament and of the Council of April 16, 2014, to carry out or arrange purchases of shares in the Company according to the conditions and requirements fixed by the applicable legal and regulatory provisions.

This authorisation is intended in particular to enable:

- the implementation of any share purchase option plan of the Company under the provisions of Articles L. 225-177 *et seq.* and L. 22-10-56 *et seq.* of the French Commercial Code, or any similar plan;
- the allocation or sale of shares to employees or corporate officers of the Company or of Group companies under the conditions and in accordance with the procedures allowed by law, notably with respect to Company profit-sharing; or the implementation of any employee savings scheme under the conditions provided for by law, specifically Articles L. 3332-1 *et seq.* of the French Labour Code, the sale of shares previously acquired by the Company pursuant to this resolution or providing for the free allocation of these shares in the form of a top-up of Company securities and/or to replace the discount;
- the delivery of shares upon the exercise of rights attached to securities giving right to repayment, conversion, exchange, presentation of a warrant, or any other means of allocating shares of the Company;
- more generally, to honour the obligations linked to share option programs or other plans for allocation of shares to employees or corporate officers of the Company or those of an associated company;
- the retaining and later delivery of shares (in exchange, payment or other) as part of an acquisition transaction, limited to 5% of the number of shares comprising the share capital;
- the cancellation of all or a part of the shares bought back, subject to authorisation from the Shareholders' Meeting pursuant to the 14th resolution; and
- the stimulation of the secondary market or the liquidity of the shares by an investment services provider acting under a liquidity contract in compliance with the market practice recognized by the Autorité des Marchés Financiers.

This share buyback programme would also be intended to allow the Company to operate for any other authorised purpose or purpose that would be authorised by any applicable laws or regulations in force and to implement any practice that would be allowed by the Autorité des marchés financiers. In such event, the Company would inform its shareholders through a press release.

The acquisition, sale or transfer of shares may be carried out, on one or more occasions, by any means authorised by the legal and regulatory provisions in force, on regulated markets, multilateral trading facilities, systematic internalisers or over-the-counter, including by acquisition or sale of blocks of shares (without limiting the portion of the buyback program that may be carried out by this means), by tender offer or exchange offer, or by use of options or other forward financial instruments or by delivery of shares following the issue of securities giving access to the Company's capital by conversion, exchange, redemption, exercise of a warrant or in any other manner, either directly or indirectly through an investment services provider.

The Board of Directors may use this authorisation at any time, within the limits set by legal and regulatory provisions and those provided for in this resolution (except during a period of tender offer for the Company's shares).

The total number of shares purchased by the Company since the beginning of the buyback program (including those that were the subject of the said buyback) does not exceed 10% of the shares composing the capital of the Company, representing, for illustrative purpose, 3,707,835 based on the capital on December 31, 2020, it being understood that (i) the number of shares acquired for retention and their subsequent presentation in a merger, split or contribution transaction cannot exceed 5% of its share capital; and (ii) when the shares are bought back to improve liquidity under the conditions defined by the general regulations of the Autorité des Marchés Financiers, the number of shares used for calculating the above-specified 10% limit corresponds to the number of shares bought, less the number of shares sold during the period of the authorisation.

The Company cannot directly or indirectly own more than 10% of its share capital.

The maximum unit purchase price may not exceed 120 euros (or the equivalent value of this amount on the same date in any other currency) excluding acquisition costs, this maximum price being applicable only to acquisitions decided on or after the date of this Shareholders' Meeting and not to forward transactions concluded pursuant to an authorisation granted by a previous Shareholders' Meeting and providing for share acquisitions after the date of this Meeting. In the event of a transaction impacting the share capital, in particular a share split or reverse share split or free allocation of shares, or a transaction affecting shareholders' equity, the aforementioned amount will be adjusted to take into account the impact of the value of these transactions on the value of the share.

In accordance with the provisions of Article R. 225-151 of the French Commercial Code, the maximum overall amount of funds which can be allocated to the share buyback program cannot exceed 444,940,200 euros, corresponding to a maximum number of 3,707,835 shares acquired on the basis of the maximum unit price of 120 euros authorised above.

The Shareholders' Meeting gives full powers to the Board of Directors, with the option to sub-delegate under the conditions set by law, to decide upon and carry out the implementation of this share buyback program to determine its terms if necessary, to decide upon the procedures, carry out any adjustments necessary related to capital transactions, to issue trading orders, enter into all agreements, especially for keeping records of purchases and sales of shares, to make any statements to the Autorité des marchés financiers or any other body, to carry out any formalities, and generally, to do everything necessary. This authorisation would be granted for a period of 18 months as from the date of this Shareholders' Meeting. As of this date, it terminates, for the unused portion, the authorisation for the same purpose, granted to the Board of Directors by the Shareholders' Meeting of June 2, 2020 (13th resolution).

RESOLUTIONS THAT FALL WITHIN THE AUTHORITY OF THE **EXTRAORDINARY** SHAREHOLDERS' MEETING

Fourteenth resolution

(Authorisation to be given to the Board of Directors for a period of 24 months to reduce the share capital by cancelling treasury shares)

The Shareholders' Meeting, acting under the quorum and majority conditions required for Extraordinary Shareholders' Meeting,

- (i) after having read the report of the Board of Directors and the report of the Statutory Auditors;
- (ii) subject to the adoption of the thirteenth resolution by this Shareholders' Meeting:
 1. authorizes, in accordance with the provisions of Articles L. 22-10-62 *et seq.* of the French Commercial Code and of Article L. 225-213 of the same Code, the Board of Directors to reduce the share capital, in one or more several times, in the proportions and at the times it decides, by cancelling all or part of the shares acquired by the Company, within the limit, per period of 24 months, of 10% of the share capital as observed at the end of this Shareholders' Meeting,
 2. grants full powers to the Board of Directors, with option of delegation under the conditions set by law, to:
 - carry out this or these cancellations and reductions in capital,
 - set the final amount, set the terms and note the achievement,
 - charge the difference between the book value of the cancelled shares and their nominal amount to all reserves and premiums,
 - make the corresponding modification of the bylaws and, generally, do the necessary, all in accordance with the legal provisions in force when using this authorization,
 3. decides that this authorization is given for a period of 24 months from the date of this Shareholders' Meeting.

On that date, it terminates the authorization for the same purpose granted to the Board of Directors by the Shareholders' Meeting of June 2, 2020 (15th resolution).

Fifteenth resolution

(Delegation of authority to be given to the Board of Directors for a period of 26 months to decide on the issue with preferential subscription rights of shares and/or securities giving access to the share capital of the Company or its subsidiaries and/or securities giving entitlement to the allocation of shares and/or securities giving access to the share capital of the Company or its subsidiaries. debt securities)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-129 to L. 225-129-6 of the French Commercial

Code, Articles L. 228-91 *et seq.*, and Articles L. 22-10-49 *et seq.* of the said Code:

1. delegates to the Board of Directors, with the option of subdelegation under the conditions laid down by law, regulations and the bylaws, its authority to decide the issue, with maintenance of the preferential subscription right, on one or more occasions, in France or abroad, in the proportion and at the times that it shall decide, either in euros or in any other currency or monetary unit established by reference to several currencies, (i) of ordinary shares in the Company, (ii) of securities governed by Articles L. 228-91 *et seq.* of the French Commercial Code, which are equity securities of the Company giving access to other equity securities of the Company, and/or giving entitlement to receive debt securities of the Company, (iii) securities representing a right of debt, whether governed or not by Articles L. 228-91 *et seq.* of the French Commercial Code, giving access to or which may give access to equity securities to be issued by the Company, or that may give access to existing equity securities and/or debt securities of the Company, (iv) securities, which are equity securities of the Company, giving access to equity securities, current or to be issued in future, of companies and/or debt securities of companies, in which the Company will hold directly or indirectly, at the time of issue, more than half of the share capital, or securities that may give access to existing equity securities and/or debt securities of the Company and/or (v) securities which are equity securities of the Company giving access to existing equity securities and/or debt securities of other companies in which the Company will not directly or indirectly hold more than half of the share capital at the time of issue, or that, as the case may be may give access to existing equity securities and/or to debt securities, it being specified that the subscription of shares and other securities may be made either in cash or as consideration for other receivables;
2. resolves to set as follows the limits of the amounts of capital increases authorised in the event of use by the Board of Directors of this delegation of authority:
 - the maximum nominal amount of the Company's capital increases that may be carried out immediately or in the future under this delegation is set at 75,000 euros or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that this amount will be deducted from the overall ceiling on capital increases by the Company provided for in resolution 22 proposed to this Shareholders' Meeting or, any subsequent overall ceiling provided for in any similar resolution that may replace said resolution during the period of validity of this delegation. To this ceiling will be added, where applicable, the nominal amount of any additional shares to be issued, in the event of new financial transactions, in order to preserve, in accordance with the law and, where applicable, contractual provisions, the rights of the holders of securities giving access to the share capital, share subscription or purchase options or free share allocation rights,

DRAFT RESOLUTIONS

Resolutions that fall within the authority of the Extraordinary Shareholders' Meeting

- in the event that debt securities are issued under this delegation of authority, the maximum nominal amount of debt securities that may be issued immediately or in the future under this delegation may not exceed 300,000,000 euros or the equivalent in any other currency or monetary unit established by reference to several currencies on the date of issue, this amount being increased, if applicable, by any redemption premium above par, it being specified that this amount will be deducted from the overall ceiling applicable to the issuance of debt securities provided for in resolution 22 proposed to this Shareholders' Meeting, or, where applicable, against the overall ceiling that may be provided for by any similar resolution that may succeed said resolution during the period of validity of this delegation;
3. if the Board of Directors uses this delegation of authority:
- decides that the issue(s) will be reserved by preference for shareholders who may subscribe on an irreducible basis in proportion to the number of shares then owned by them,
 - acknowledges that the Board of Directors has the option of instituting a subscription right on a reducible basis,
 - acknowledges that any decision to issue securities under this delegation of authority shall automatically entail, for the benefit of the holders of the securities issued giving access to the share capital or potentially giving access to future equity securities to be issued by the Company, the waiver by the Company's shareholders of their preferential subscription rights to the shares to be issued to which these securities will create immediate or future entitlement,
 - notes that any decision to issue, under this delegation of authority, securities referred to in point 1 (iv) above will require, if these securities give access to equity securities to be issued by a company in which the Company holds or will hold, directly or indirectly, more than half of the share capital, approval by the extraordinary shareholders' meeting of the company concerned,
 - decides, in the event of an issue of ordinary shares and/or securities, in accordance with Article L. 225-134 of the French Commercial Code, that subscriptions on an irreducible basis and, where applicable, on a reducible basis have not absorbed the entire issue, the Board of Directors may apply, under the conditions provided for by law and in the order it determines, one or more of the following options:
 - freely distribute all or part of the shares or, in the case of securities giving access to the share capital, those securities whose issue has been approved but which remain unsubscribed,
 - offer to the public all or part of the unsubscribed shares or, in the case of securities giving access to the share capital, unsubscribed securities, on the French or a foreign market,
 - in general, including in the two cases referred to above, limit the issue to the amount of subscriptions, provided that this amounts to at least three-quarters of the increase decided,
 - resolves that the issues of warrants to subscribe for shares in the Company may be carried out by subscription offer, but also by free allocation to the owners of the existing shares, it being specified that the allocation rights forming fractional shares will not be negotiable or transferable and the corresponding securities will be sold;
4. resolves that the Board of Directors shall have full powers, with the option of subdelegation under the conditions set by law and the bylaws, to implement this delegation of authority, in particular to:
- decide on the issue and determine the securities to be issued,
 - decide, in the event of an immediate or future issue of shares, the amount of the capital increase, the issue price and the amount of the premium that may, if applicable, be requested upon issue,
 - determine the dates and terms of the issue, and the nature, number and characteristics of the securities to be created,
 - decide, in addition, in the case of bonds or other debt securities (including securities giving entitlement to the allocation of debt securities referred to in Article L. 228-91 of the French Commercial Code), whether or not they are subordinated, set their interest rate and provide, where appropriate, for mandatory or optional cases of suspension or non-payment of interest, provide for their duration (fixed or indefinite), the possibility of reducing or increasing the par value of the securities and the other terms of issue and amortisation; where applicable, these securities may be accompanied by warrants giving entitlement to the allocation, acquisition or subscription of bonds or other debt securities or provide for the option for the Company to issue debt securities (equivalent or not) in payment of interest whose payment would have been suspended by the Company or take the form of complex bonds as defined by the stock market authorities,
 - modify, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities,
 - determine the method of payment for shares or securities giving access to the share capital to be issued immediately or in the future,
 - set, if applicable, the terms and conditions for exercising the rights attached to the shares or securities and, in particular, to set the date, which may be retroactive, from which the new shares to be issued will carry dividend rights, as well as any other terms and conditions for carrying out the issue,
 - determine the terms and conditions under which the Company may, where applicable, purchase or exchange on the stock market, at any time or during specified periods, the securities issued or to be issued immediately or in the future, with a view to cancelling them or not, in accordance with legal provisions,
 - provide an option to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions,
 - at its sole initiative, charge the costs of the capital increase to the amount of the related premiums and deduct the sums necessary to provision the legal reserve,
 - determine and make any adjustments to take into account the impact of transactions on the Company's share capital and take any other steps to ensure, where applicable, the preservation of the rights of the holders of securities giving access to the share capital (including by cash adjustments) in accordance with law, regulations and any applicable contractual provisions,
 - if appropriate, have the shares or securities to be issued admitted for trading on a regulated market,

- record the completion of each capital increase and amend the bylaws accordingly;
 - in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities necessary for the issuance, listing and financial service of the securities issued under this delegation and the exercise of the rights attached thereto;
5. resolves that the Board of Directors may not, without prior authorisation by the Shareholders' Meeting, make use of its authority under this delegation to hold a tender offer for the Company's securities from the date of filing by a third party until the end of the offer period;
 6. sets at twenty-six months, as from the date of this Meeting, the period of validity of the delegation of authority covered by this resolution.

Sixteenth resolution

(Delegation of authority to be given to the Board of Directors for a period of 26 months to decide on the issue, with cancellation of preferential subscription rights, of shares and/or securities giving access to the share capital of the Company or its subsidiaries, and/or securities giving entitlement to receive debt securities, by public offer other than those stipulated in Article L. 411-2, 1° of the French Monetary and Financial Code)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, 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 to L. 225-129-6 of the French Commercial Code, and provisions of Articles L. 22-10-49, L. 225-135 and L. 22-10-51, L. 225-136, L. 22-10-52, L. 22-10-54 and L. 228-91 *et seq.* of the said Code:

1. delegates to the Board of Directors, with the option of subdelegation under the conditions laid down by law, regulations and the bylaws, its authority to decide on the issue, on one or more occasions, in the proportion and at the times it shall decide in France or abroad, with cancellation of preferential subscription rights, by a public offering other than those mentioned in Article L. 411-2 1 of the French Monetary and Financial Code, either in euros or in any other currency or monetary unit established by reference to several currencies, (i) ordinary shares of the Company, (ii) equity securities governed by Articles L. 228-91 *et seq.* giving access to other equity securities of the Company, and/or giving entitlement to receive debt securities of the Company, (iii) securities representing a debt right, whether governed or not by Articles L. 228-91 *et seq.* of the French Commercial Code, giving access or which may give access to equity securities to be issued by the Company, or giving access to existing equity securities and/or debt securities of the Company, (iv) equity securities of the Company, giving access to existing or future equity or debt securities in companies, in which the Company will hold directly or indirectly, at the time of the issue, more than half of the share capital, or giving access to existing equity and/or debt securities of the Company, and/or (v) equity securities of the Company giving

access to existing and/or future equity or debt securities of other companies in which the Company will not directly or indirectly hold more than half of the share capital at the time of issue, or giving access to existing equity securities and/or debt securities, it being specified that the subscription of shares and other securities may be made either in cash or as consideration for receivables. These securities may in particular be issued as consideration for any securities contributed to the Company, as part of a public offer including an exchange component initiated by the Company in France or abroad, depending on the local rules on securities in compliance with the conditions set out in Article L. 22-10-54 of the French Commercial Code;

This decision automatically entails, in favour of the holders of the securities to potentially be issued by the Group companies, the waiver by the Company's shareholders of their preferential subscription rights to the shares or securities giving access to the Company's share capital to which these securities give entitlement;

2. resolves to set as follows the limits on the amounts of Company shares the Board of Directors may issue under this delegation of authority:
 - the maximum nominal amount of the Company's capital increases that may be carried out immediately or in the future under this delegation is set at 35,000 euros or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that this amount will be deducted from the nominal ceiling on the Company's capital increases without preferential subscription rights provided for in paragraph 2 of resolution 17 proposed to this Shareholders' Meeting, and the overall ceiling applicable to the Company's capital increases provided for in resolution 22 proposed to this Meeting or, if applicable, the overall ceiling provided for in any similar resolution that may succeed this resolution during the period of validity of this delegation,
 - to these ceilings will be added, where applicable, the nominal amount of any Company shares to be issued, in the event of new financial transactions, to preserve, in accordance with law, regulations and any contractual stipulations, the rights of holders of securities giving access to the share capital,
 - in the event that debt securities are issued under this delegation of authority, the maximum nominal amount of debt securities that may be issued immediately or in the future under this delegation may not exceed 300,000,000 euros or the equivalent in any other currency or monetary unit established by reference to several currencies on the date of issue, this amount being increased, if applicable, by any redemption premium above par, it being specified that this amount shall be deducted from the amount of the nominal ceiling for issues of debt securities provided for in paragraph 2 of resolution 17 proposed to this Shareholders' Meeting and the overall ceiling applicable to the issuance of debt securities provided for in resolution 22 proposed to this Shareholders' Meeting or, if applicable, the amount of the overall ceiling provided for by any similar resolution that may succeed said resolution during the period of validity of this delegation;

DRAFT RESOLUTIONS

Resolutions that fall within the authority of the Extraordinary Shareholders' Meeting

3. resolves to cancel the preferential subscription rights of the Company's shareholders to the securities covered by this resolution, while leaving open to the Board of Directors, pursuant to Article L. 22-10-51 first paragraph, the option to grant shareholders, for a period and in accordance with the terms and conditions that it shall set and with law and regulations, a subscription priority period in respect of all or part of any issue, that shall not create negotiable rights, which must be exercised in proportion to the number of shares held by each shareholder and may be supplemented by a subscription on a reducible basis;
4. resolves that if the subscriptions, including, where applicable, those of the shareholders, have not absorbed the entire issue, the Board of Directors may apply, in the order it determines, the one of the following:
 - freely allocate all or part of unsubscribed securities,
 - offer all or part of the unsubscribed shares to the public,
 - limit the amount of the transaction to the amount of subscriptions received, provided that the latter total at least three-quarters of the issue approved;
5. notes that the public offers of shares and/or securities decided under this delegation of authority may be combined, within the framework of the same issue or several issues of shares and/or securities, with the offers referred to in Article L. 411-2 of the French Monetary and Financial Code decided under the delegation of authority in resolution 17 proposed to this Shareholders' Meeting;
6. notes that any decision to issue securities under this delegation of authority shall automatically entail the waiver, in favour of the holders of the securities issued giving access to the share capital, by the Company's shareholders of their preferential subscription rights to any shares issued to which these securities will confer immediate or future entitlement;
7. notes that the decision to issue, under this delegation of authority, the securities referred to in point 1 (iv) above will require, if they give access to future equity securities in a company in which the Company holds or will hold directly or indirectly, at the time of the issue, more than half of the share capital, approval by the Extraordinary Shareholders' Meeting of the company concerned;
8. notes that, in accordance with Article L. 22-10-52 first paragraph of the French Commercial Code:
 - the issue price of the shares issued directly will be at least equal to the minimum required by the regulatory provisions applicable on the date of the issue (currently, the weighted average price of the last three trading sessions on the regulated market of Euronext Paris preceding the start of the public offering less a maximum discount of up to 10%), after, if necessary, correction of this average in the event of a difference between the effective dates;
 - the issue price of the securities giving access to the share capital and the number of shares to which each security may give rise through conversion, redemption or other type of transformation, shall be such that the amount received by the Company immediately, plus any further amount to be received subsequently, shall be for each share derived from these securities, at least equal to the minimum subscription price defined in the previous paragraph;
9. resolves that the Board of Directors shall have full powers, with the option of subdelegation under the conditions set by law and the bylaws, to implement this delegation of authority, in particular to:
 - decide on the issue and determine the securities to be issued,
 - decide, in the event of an immediate and/or future issue of ordinary shares, the amount of the capital increase, the issue price and the amount of the premium that may, if applicable, be requested upon issue,
 - determine the dates and the terms and conditions of the issue, the number and the characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including securities giving entitlement to the allocation of debt securities referred to in Article L. 228-91 of the French Commercial Code), whether or not they are subordinated, set their interest rate and provide, where appropriate, for mandatory or optional cases of suspension or non-payment of interest, provide for their duration (fixed or indefinite), the possibility of reducing or increasing the par value of the securities and the other terms of issue and amortisation; where applicable, these securities may be accompanied by warrants giving entitlement to the allocation, acquisition or subscription of bonds or other debt securities or provide for the option for the Company to issue debt securities (equivalent or not) in payment of interest whose payment would have been suspended by the Company or take the form of complex bonds as defined by the stock market authorities; amend, during the useful life of the securities in question, the terms referred to above, in accordance with applicable formalities,
 - determine the method of payment for shares or securities giving access to the share capital to be issued immediately or in future,
 - set, if applicable, the terms and conditions for exercising the rights attached to the shares or securities giving right to the share capital to be issued and, in particular, to set the date, which may be retroactive, from which the new shares to be issued will carry dividend rights, as well as any other terms and conditions for carrying out the issue,
 - set the terms and conditions under which the Company may, where applicable, purchase or exchange on the stock market, at any time or during specified periods, the securities issued or to be issued immediately or in the future with a view to cancelling them or not, in accordance with legal provisions,
 - provide for the option of suspending the rights attached to the securities issued in accordance with legal and regulatory provisions,
 - in the event of an issue of securities for the purpose of remunerating securities tendered as part of a tender offer with an exchange component (*offre publique d'échange*), draw up the list of securities tendered to the exchange, set the conditions of the issue, the exchange parity and, where applicable, the amount of the cash balance to be paid, without the pricing methods in paragraph 8 of this resolution being applied and determine the terms of the issue in the case of either a public exchange offer, an alternative purchase or exchange offer, or a single offer proposing the purchase or exchange of the securities in question against settlement in securities and cash, or *via* a principal purchase or exchange offer combined with a subsidiary purchase or exchange component, or any other form of tender offer in accordance with applicable law and regulations,

- at its sole discretion to charge the costs of the capital increases to the amount of the related premiums and deduct from this amount the sums necessary for the legal reserve,
 - set and make any adjustments to take into account the impact of transactions on the Company's share capital, and set the terms and conditions under which the rights of holders of securities giving access to the share capital will be preserved (including by way of cash adjustments),
 - record the completion of each capital increase and amend the bylaws accordingly,
 - if applicable, to have the shares or securities to be issued admitted to trading on a regulated market,
 - in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities necessary for the issuance, listing and financial service of the securities issued under this delegation of authority, as well as the exercise of the rights attached thereto;
10. resolves that the Board of Directors may not, without prior authorisation of the Shareholders' Meeting, make use of this authorisation, in the event of a public offer for the Company's securities, from the date on which it is filed, until the end of the offer period;
 11. sets at twenty-six months, as from the date of this Meeting, the period of validity of the delegation of authority covered by this resolution;
 12. duly notes that if the Board of Directors were to use the delegation of authority granted under this resolution, the Board of Directors must report to the next Ordinary Shareholders' Meeting, in accordance with the law and the regulations, on the use made of the authorisations granted under this resolution.

Seventeenth resolution

(Delegation of authority to be given to the Board of Directors for a period of 26 months to decide on the issue with cancellation of the preferential subscription rights of shares and/or securities giving access to the Company's share capital and/or securities granting entitlement to the allocation of debt securities, by private placement referred to in Article L. 411-2, 1° of the French Monetary and Financial Code)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, 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 to L. 225-129-6 of the French Commercial Code, and provisions of Articles L. 22-10-49, L. 225-135 and L. 22-10-51, L. 225-136 and L.22-10-52 and L. 228-91 *et seq.* of the said Code, and of Article L. 411-2, 1° of the French Monetary and Financial Code:

1. delegates to the Board of Directors, with the option of subdelegation under the conditions set by law and the bylaws, its authority to decide on the issue, on one or more occasions, in the proportion and at the times that it will decide, in France or

abroad, with cancellation of preferential subscription rights, by an offer referred to in Article L. 411-2 1 of the French Monetary and Financial Code, either in euros or in any other currency or monetary unit established by reference to several currencies, (i) of the Company's ordinary shares, (ii) of securities governed by Articles L. 228-91 *et seq.* of the French Commercial Code, which are equity securities of the Company giving access to other equity securities of the Company, and/or giving entitlement to the allocation of debt securities of the Company, (iii) of securities representing a right of debt governed or not by Articles L. 228-91 *et seq.* of the French Commercial Code, giving access or which may give access to equity securities to be issued by the Company, or giving access to existing equity securities and/or debt securities of the Company, (iv) equity securities of the Company, giving access to existing or future equity or debt securities issued by companies, in which the Company will directly or indirectly hold more than half of the share capital at the time of issue, and which may also give access to existing equity securities and/or debt securities of the Company and/or (v) equity securities of the Company giving access to existing equity and/or debt securities in other companies in which the Company will not directly or indirectly hold more than half of the share capital at the time of the issue, and which may give access to existing equity securities and/or debt securities, it being specified that the subscription of shares and other securities may be made either in cash or as consideration for receivables.

This decision automatically entails, in favour of the holders of securities that may be issued by Group companies, the waiver by the Company's shareholders of their preferential subscription rights to shares or securities giving access to the share capital in the Company to which these securities give entitlement;

2. resolves to set as follows the limits on the amounts of Company shares the Board of Directors may issue under this delegation of authority:
 - the maximum nominal amount of the Company's capital increases that may be carried out immediately or in the future under this delegation is set at 35,000 euros or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that this amount will be deducted from the nominal ceiling of the Company's capital increases without preferential subscription rights provided for in paragraph 2 of resolution 16 proposed to this Shareholders' Meeting and from the overall ceiling applicable to the Company's capital increases provided for in resolution 22 proposed to this meeting or, where applicable, the overall ceiling provided for by any similar resolution of that could succeed said resolution during the period of validity of this delegation,
 - to these ceilings will be added, where applicable, the nominal amount of any Company shares to be issued, in the event of new financial transactions, to preserve, in accordance with law, regulations and any contractual stipulations, the rights of holders of securities giving access to the share capital,
 - in the event that debt securities are issued under this delegation of authority, the maximum nominal amount of debt securities that may be issued immediately or in the future under this delegation may not exceed 300,000,000 euros or the equivalent in any other currency or monetary unit established by reference to several currencies on the date

DRAFT RESOLUTIONS

Resolutions that fall within the authority of the Extraordinary Shareholders' Meeting

of issue, this amount being increased, if applicable, by any redemption premium above par, it being specified that this amount shall be deducted from the nominal ceiling for issues of debt securities provided for in paragraph 2 of resolution 16 proposed to this Shareholders' Meeting and the overall ceiling applicable to the issuance of debt securities provided for in resolution 22 proposed to this Shareholders' Meeting or, if applicable, the overall ceiling provided for by any similar resolution that may succeed said resolution during the period of validity of this delegation;

3. resolves to cancel the preferential subscription rights of the Company's shareholders to the securities covered by this resolution;
4. notes that the offers referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code decided upon under this delegation of authority may be combined, within the framework of the same issue or several issues of shares and/or securities, with public offers of shares and/or securities decided under the delegation of authority referred to in resolution 16 proposed to this Shareholders' Meeting;
5. notes that if the subscriptions have not absorbed the entire issue, the Board of Directors may apply one of the following options, in the order it determines:
 - freely allocate all or part of unsubscribed securities,
 - limit the amount of the transaction to the amount of subscriptions received, provided that the latter total at least three-quarters of the issue approved;
6. notes that any decision to issue securities under this delegation of authority shall automatically entail the waiver, in favour of the holders of the securities issued giving access to the share capital, by the Company's shareholders of their preferential subscription rights to any shares issued to which these securities will confer immediate or future entitlement;
7. notes that the decision to issue, under this delegation of authority, the securities referred to in point 1 (iv) above will require, if they give access to future equity securities in a company in which the Company holds or will hold directly or indirectly, at the time of the issue, more than half of the share capital, approval by the Extraordinary Shareholders' Meeting of the company concerned;
8. notes that, in accordance with Article L. 22-10-52 first paragraph of the French Commercial Code:
 - the issue price will be at least equal to the minimum stipulated by applicable regulations at the time of the issue (currently, the weighted average price on the Euronext Paris regulated market on the last three trading sessions prior to the start of the public offering less a maximum discount of 10%), after, where applicable, correction of this average in the event of a difference between the effective dates,
 - the issue price of the securities giving access to the share capital and the number of shares to which each security may give rise through conversion, redemption or other type of transformation, shall be such that the amount received by the Company immediately, plus any further amount to be received subsequently, shall be for each share derived from these securities, at least equal to the minimum subscription price defined in the previous paragraph;
9. resolves that the Board of Directors shall have full powers, with the option of subdelegation under the conditions set by law and the bylaws, to implement this delegation of authority, in particular to:
 - decide on the issue and determine the securities to be issued,
 - decide, in the event of an immediate and/or future issue of ordinary shares, the amount of the capital increase, the issue price and the amount of the premium that may, if applicable, be requested upon issue,
 - determine the dates and the terms and conditions of the issue, the number and the characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including securities giving entitlement to the allocation of debt securities referred to in Article L. 228-91 of the French Commercial Code), whether or not they are subordinated, set their interest rate and provide, where appropriate, for mandatory or optional cases of suspension or non-payment of interest, provide for their duration (fixed or indefinite), the possibility of reducing or increasing the par value of the securities and the other terms of issue and amortisation; where applicable, these securities may be accompanied by warrants giving entitlement to the allocation, acquisition or subscription of bonds or other debt securities or provide for the option for the Company to issue debt securities (equivalent or not) in payment of interest whose payment would have been suspended by the Company or take the form of complex bonds as defined by the stock market authorities; amend, during the useful life of the securities in question, the terms referred to above, in accordance with applicable formalities,
 - determine the method of payment for shares or securities giving access to the share capital to be issued immediately or in future,
 - set, if applicable, the terms and conditions for exercising the rights attached to the shares or securities giving right to the share capital to be issued and, in particular, to set the date, which may be retroactive, from which the new shares to be issued will carry dividend rights, as well as any other terms and conditions for carrying out the issue,
 - set the terms and conditions under which the Company may, where applicable, purchase or exchange on the stock market, at any time or during specified periods, the securities issued or to be issued immediately or in the future with a view to cancelling them or not, in accordance with legal provisions,
 - provide for the option of suspending the rights attached to the securities issued in accordance with legal and regulatory provisions,
 - at its sole discretion to charge the costs of the capital increases to the amount of the related premiums and deduct from this amount the sums necessary for the legal reserve,
 - set and make any adjustments to take into account the impact of transactions on the Company's share capital, and set the terms and conditions under which the rights of holders of securities giving access to the share capital will be preserved (including by way of cash adjustments),
 - record the completion of each capital increase and amend the bylaws accordingly,

- if applicable, to have the shares or securities to be issued admitted to trading on a regulated market,
 - in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities necessary for the issuance, listing and financial service of the securities issued under this delegation of authority, as well as the exercise of the rights attached thereto;
10. resolves that the Board of Directors may not, without prior authorisation of the Shareholders' Meeting, make use of this authorisation, in the event of a tender offer for the Company's securities, from the date on which it is filed, until the end of the offer period;
 11. sets at twenty-six months, as from the date of this Meeting, the period of validity of the delegation of authority covered by this resolution;
 12. notes that if the Board of Directors were to use the delegation of authority granted under this resolution, the Board of Directors must report to the next Ordinary Shareholders' Meeting, in accordance with the law and the regulations, on the use made of the authorisations granted under this resolution.

Eighteenth resolution

(Delegation of authority to be granted to the Board of Directors for a period of 26 months to increase the number of shares to be issued in the event of the issuance of ordinary shares and/or securities giving access to the share capital of the Company, any subsidiary and/or any other company with maintenance or cancellation of preferential subscription rights)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 225-129, L. 225-129-2 and L. 225-135-1 of the French Commercial Code:

1. delegates to the Board of Directors, with the option of subdelegation under the conditions laid down by law, the regulations and the bylaws, its authority to decide to increase the number of securities to be issued in the event of an issue with maintenance or cancellation of preferential subscription rights pursuant to resolutions 15, 16 and 17, at the same price as that used for the initial issue, within the periods and limits stipulated by applicable regulations at the time of the issue (currently, within thirty calendar days of the closing date for subscriptions and up to 15% of the initial issue volume), and in particular to grant an over-allocation option in accordance with market practices;
2. resolves that in the event of the issue, immediately and/or in the future, of ordinary shares, the nominal amount of the capital increases of the Company decided by this resolution shall be deducted from the ceiling stipulated in the resolution pursuant to which the initial issue is decided and from the overall ceiling applicable to capital increases provided for in resolution 22 proposed to this Shareholders' Meeting or, if applicable, the overall ceiling provided for by any similar resolution that could succeed said resolution during the period of validity of this delegation;

3. resolves that the Board of Directors may not, without prior authorisation of the Shareholders' Meeting, make use of this authorisation, in the event of a tender offer for the Company's securities, from the date on which it is filed, until the end of the offer period;
4. sets at twenty-six months, as from the date of this meeting, the period of validity of the delegation of authority covered by this resolution.

Nineteenth resolution

(Delegation of authority to be granted to the Board of Directors for a period of 26 months to issue shares and/or securities giving access to the share capital without preferential subscription rights in consideration for contributions in kind relating to shares and/or securities giving access to the share capital)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, 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 Article L. 225-147, and Articles L. 22-10-49 *et seq.*, in particular Article L. 22-10-53 of the said Code:

1. delegates to the Board of Directors, with the option of subdelegation under the conditions laid down by law and the bylaws, its authority to proceed with the issue, on one or more occasions, in the proportions and at the times it sees fit, within the limit of 10% of the share capital, this limit being assessed at any time whatsoever, by applying this percentage to a share capital adjusted according to the transactions affecting it subsequent to this Shareholders' Meeting, *i.e.*, for example, on the basis of the number of shares comprising the Company's share capital at December 31, 2020, a maximum of 3,707,835 Shares, in order to remunerate contributions in kind granted to the Company and consisting of equity securities or securities giving access to the share capital, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable, through the issue, on one or more occasions, of (i) ordinary shares of the Company, and/or (ii) securities, governed or not by Articles L. 228-91 *et seq.* of the French Commercial Code, which are equity securities of the Company giving access to other equity securities of the Company, and/or giving entitlement to the allocation of debt securities of the Company, and/or (iii) debt securities of the Company, governed or not by Articles L. 228-91 *et seq.* of the French Commercial Code, giving access or which may give access to equity securities to be issued by the Company, which may give access to existing equity securities and/or debt securities of the Company, (iv) equity securities of the Company, giving access to equity securities, current or to be issued in future, of companies and/or debt securities of companies, in which the Company will hold directly or indirectly, at the time of issue, more than half of the share capital, or securities that may give access to existing equity securities and/or debt securities of the Company and/or (v) securities which are equity securities of the Company giving access to existing equity securities and/or debt securities of other companies in which the Company will not directly or indirectly hold more than half of the share capital at the time of issue, or that may give access to existing equity securities and/or to debt securities;

DRAFT RESOLUTIONS

Resolutions that fall within the authority of the Extraordinary Shareholders' Meeting

2. resolves that the maximum nominal amount of the Company's capital increases that may be carried out immediately or in the future pursuant to this resolution shall be deducted from the nominal ceiling of the Company's capital increases without preferential subscription rights provided for in paragraphs 2 of resolutions 16 and 17 proposed to this Shareholders' Meeting and from the overall ceiling applicable to the Company's capital increases defined in resolution 22 proposed to this Shareholders' Meeting or, if applicable, the overall ceiling provided for by any similar resolution that may succeed said resolution during the period of validity of this delegation;
3. resolves that, in the event that debt securities are issued under this delegation, the maximum nominal amount of debt securities that may be issued immediately or in the future under this delegation shall be deducted from the nominal ceiling for the issuance of debt securities provided for in paragraph 2 of resolutions 16 and 17 proposed to this Shareholders' Meeting and from the overall ceiling applicable to the issuance of debt securities provided for in resolution 22 proposed to this Shareholders' Meeting or, if applicable, the overall ceiling provided for by any similar resolution that could succeed said resolution during the period of validity of this delegation;
4. cancels the preferential subscription rights of the Company's shareholders to the securities to be potentially issued under this delegation of authority;
5. notes, as necessary, that this delegation entails the waiver by the holders of shares of their preferential subscription rights to the Company's shares to which the securities issued on the basis of this resolution may entitle the holders immediately or in the future;
6. resolves that the Board of Directors shall have full powers, with the option of subdelegation under the conditions laid down by law and the bylaws, to implement this resolution, in particular to:
 - decide the issue remunerating the contributions and determine the securities to be issued, as well as their characteristics, the terms of their subscription and their effective date,
 - approving the list of securities contributed, approve the valuation of the contributions, set the conditions for the issue of the securities remunerating the contributions, and the amount of any balance to be paid,
 - determine the terms and conditions under which the rights of holders of securities giving access to the share capital will be preserved,
 - at its sole discretion to charge the costs of the capital increases to the amount of the related premiums and deduct from this amount the sums necessary for the legal reserve,
 - record the completion of each capital increase and make the corresponding amendments to the bylaws,
 - have the shares or securities to be issued admitted for trading on a regulated market,
 - in general, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued under this delegation and for the exercise of the rights attached thereto;
7. resolves that the Board of Directors may not, without prior authorisation of the Shareholders' Meeting, make use of this authorisation, in the event of a tender offer for the Company's securities, from the date on which it is filed, until the end of the offer period;
8. sets at twenty-six months, as from the date of this Meeting, the period of validity of the delegation of authority covered by this resolution.

Twentieth resolution

(Delegation of authority to be given to the Board of Directors for a period of 26 months to decide to increase the share capital by incorporation of premiums, reserves, profits or other items)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors in accordance with the provisions of Articles L. 22-10-49, L. 225-129 to L. 225-129-6, L. 225-130 and L. 22-10-50 of the French Commercial Code:

1. delegates to the Board of Directors, with the option of subdelegation under the conditions laid down by law, regulations and the bylaws, its authority to decide on the increase of the share capital in one or more instalments, in the proportion and at the times that it decides, by the successive or simultaneous incorporation in the share capital of all or part of the reserves, profits or premiums from the issue, merger, contribution or other kinds, whose capitalisation is permitted by law and the bylaws, by the creation and allocation of shares or by increasing the nominal value of shares or by a combination of these two processes. The maximum nominal amount of the Company's capital increases that may be carried out in this respect may not exceed 75,000 euros or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that this amount will be deducted from the overall ceiling applicable to the capital increases of the Company provided for in resolution 22 proposed to this Shareholders' Meeting or, where applicable, the overall ceiling provided for by any similar resolution that may succeed said resolution during the period of validity of this delegation;
2. if the Board of Directors uses this delegation of authority, delegates to the latter all powers, with the option of subdelegation under the conditions set by law and the bylaws, to implement this delegation, in particular to:
 - set the amount and nature of the sums to be incorporated into the share capital, set the number of new equity securities to be issued and/or the amount by which the par value of existing equity securities will be increased, and set the date, which may be retroactive, from which the new equity securities will carry dividend rights or when the increase in nominal of the existing equity securities will take effect,

- decide, in the event of a distribution of free equity securities:
 - that fractional rights will not be negotiable and that the corresponding equity securities will be sold; the proceeds from the sale will be allocated to the rights holders under the conditions provided for by law and regulations,
 - that the shares that will be allocated under this delegation on the basis of existing shares and those that would benefit from double voting rights will benefit from this right as soon as they are issued,
 - make any adjustments to take into account the impact of transactions on the Company's share capital, and set the terms and conditions under which the rights of holders of securities giving access to the share capital will be preserved, carry out all acts and formalities in order to make the capital increase(s) definitive (including by means of cash adjustments),
 - record the completion of each capital increase and amend the bylaws accordingly,
 - at its sole discretion to charge the costs of the capital increases to the amount of the related premiums and deduct from this amount the sums necessary for the legal reserve,
 - if applicable, to have the shares or securities to be issued admitted to trading on a regulated market,
 - in general, enter into any agreement, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued under this delegation as well as for the exercise of the rights that are attached to it;
3. resolves that the Board of Directors may not, without prior authorisation of the Shareholders' Meeting, make use of this authorisation, in the event of a tender offer for the Company's securities, from the date on which it is filed, until the end of the offer period;
 4. sets at twenty-six months, as from the date of this meeting, the period of validity of the delegation of authority covered by this resolution;
 5. notes that the Board of Directors must report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of the delegation of authority granted under this resolution.

Twenty-first resolution

(Delegation of authority to be given to the Board of Directors for a period of 26 months to decide on the issue, with cancellation of preferential subscription rights, of shares or securities giving access to the share capital reserved for members of savings schemes)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, 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. 3332-1 *et seq.* of the French Labour Code:

1. delegates to the Board of Directors, with the option of subdelegation under the conditions laid down by law, regulations and the bylaws, its authority to decide on an increase in the Company's share capital, on one or more occasions, of a maximum nominal amount of 11,500 euros or the equivalent in any other currency or monetary unit established by reference to several currencies, through the issue of shares or securities giving access to the share capital reserved for members of one

or more employee savings schemes (or any other scheme for which Articles L. 3332-1 *et seq.* of the French Labour Code or any similar law or regulation makes it possible to reserve a capital increase under equivalent conditions) set up within a French or foreign company or group of companies, which are related to it under the conditions of Article L. 225-180 of the French Commercial Code and falling within the scope of consolidation or combination of the Company's financial statements pursuant to Article L. 3344-1 of the French Labour Code; it being specified that this resolution may be used for the purpose of implementing leverage effects, it being specified that the payment of shares and/or securities subscribed may be made either in cash or as consideration for certain, liquid and due receivables held against the Company;

2. resolves that the maximum nominal amount of the capital increase(s) potentially carried out immediately or in the future under this delegation may not exceed the 11,500 euros or the equivalent of this amount on the issue date, it being specified that the maximum nominal amount of the capital increases potentially carried out immediately or in the future under this delegation will be deducted from the applicable overall ceiling on capital increases provided for in resolution 22 proposed to this Shareholders' Meeting or, if applicable, the overall ceiling provided for by any similar resolution that may succeed said resolution during the period of validity of this delegation;
3. resolves that the issue price of the new shares or securities giving access to the share capital shall be determined under the conditions provided for in Articles L. 3332-19 *et seq.* of the French Labour Code and shall be at least equal to 70% of the Reference Price (as defined below) or 60% of the Reference Price when the lock-in period provided for by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labour Code is at least ten years; however, the Shareholders' Meeting expressly authorises the Board of Directors to reduce or cancel the aforementioned discounts (within the legal and regulatory limits), if it deems it appropriate, in particular to take into account, *inter alia*, of legal, accounting, tax and social security rules applicable locally; for the purposes of this paragraph, the Reference Price means the average of the quoted prices of the Company's share on the regulated market of Euronext in Paris during the twenty trading sessions preceding the day of the decision setting the opening date for subscriptions by members of an employee savings plan;
4. authorises the Board of Directors to allocate, free of charge, to the beneficiaries indicated above, in addition to the shares or securities giving access to the share capital to be subscribed in cash, shares or securities giving access to the share capital to be issued or already issued, as a replacement for all or part of the discount in relation to the Reference Price and/or matching contribution, it being understood that the benefit resulting from this allocation may not exceed the legal or regulatory limits applicable under the terms of the Articles L. 3332-10 *et seq.* of the French Labour Code;
5. resolves to cancel, in favour of the beneficiaries indicated above, the shareholders' preferential subscription rights to the shares to be issued and securities giving access to the share capital the issue of which is the subject of this delegation, the said shareholders also waiving, in the event of a free allocation to the above-mentioned beneficiaries of shares to be issued or securities giving access to the share capital, any right to the aforementioned shares or securities giving access to the share capital, including the portion of the reserves, profits or share premiums incorporated into the share capital, in respect of the free allocation of said shares made on the basis of this resolution;

DRAFT RESOLUTIONS

Resolutions that fall within the authority of the Extraordinary Shareholders' Meeting

6. resolves that the Board of Directors shall have full powers to implement this delegation, with the option of subdelegation under the conditions set by law and the bylaws, within the limits and under the conditions specified above to the effect in particular:
- to draw up, under the legal conditions, the list of companies whose beneficiaries indicated above may subscribe to the shares or securities giving access to the capital thus issued and, where applicable, benefit from the free allocation of shares or securities giving access to the capital,
 - to decide that subscriptions may be made directly by the beneficiaries, members of an employee savings scheme, or through company mutual funds or other structures or entities permitted by applicable law or regulations,
 - determine the conditions, in particular regarding length of service, that the beneficiaries of the capital increases must fulfil,
 - set the opening and closing dates for subscriptions,
 - set the amounts of the issues that will be carried out under this authorisation and determine in particular the issue prices, dates, deadlines, terms and conditions of subscription, payment, delivery and enjoyment of the securities (which may be retroactive), the pro-rata allotment rules applicable in the event of oversubscription, as well as the other terms and conditions of the issues, within the legal or regulatory limits in force,
 - in the event of a free allocation of shares or securities giving access to the share capital, set the nature, characteristics and number of shares or securities giving access to the share capital to be issued, the number to be allocated to each beneficiary, and set the dates, deadlines, terms and conditions for the allocation of these shares or securities giving access to the share capital within the legal and regulatory limits in force and, in particular, choose either to substitute all or part of the allocation of these shares or marketable securities giving access to the share capital at the discounts to the Reference Price stipulated above, or to deduct the equivalent value of these shares or securities from the total amount of the matching contribution, or to combine these two possibilities,
 - in the event of the issue of new shares, to deduct, where applicable, from the reserves, profits or issue premiums, the sums necessary for the payment of said shares,
 - record the completion of capital increases up to the amount of shares that will be effectively subscribed,
 - if applicable, charge the costs of the capital increases to the amount of the related premiums and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital resulting from these capital increases,
 - enter into all agreements, carry out directly or indirectly through an agent all transactions and formalities, including carrying out formalities following capital increases and the corresponding amendments to the bylaws,
 - in general, enter into any agreement, in particular for the successful completion of the proposed issues, take all measures and decisions and carry out all formalities necessary for the issuance, listing and financial servicing of the securities issued pursuant to this delegation of authority and the exercise of the rights attached thereto or subsequent to the capital increases carried out;
7. resolves that the Board of Directors may not, without prior authorisation of the Shareholders' Meeting, make use of this authorisation, in the event of a tender offer for the Company's securities, from the date on which a it is filed, until the end of the offer period;
8. sets at twenty-six months, as from the date of this Meeting, the period of validity of the delegation of authority covered by this delegation.

Twenty-second resolution

(Overall limit on authorisations to issue shares and securities giving access to the share capital)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors, resolves to set at 121,500 euros or the equivalent in any other currency or monetary unit established by reference to several currencies, the maximum aggregate nominal amount of share capital increases, immediate and/or in the future, that may be carried out pursuant to the authorisations granted by the resolutions 15 to 21, it being specified that this nominal amount may be increased by the nominal amount of the additional shares to be issued to preserve the rights of the holders of securities giving access to the Company's share capital.

The Shareholders' Meeting also decides to set at 300,000,000 euros or the equivalent in any other currency or monetary unit established by reference to several currencies, the maximum aggregate nominal amount of debt securities issues that may be carried out pursuant to the authorisations granted by resolutions 15 to 21.

Twenty-third resolution

(Powers for carrying out formalities)

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary and Extraordinary Shareholders' Meetings, grants full powers to the bearer of an original, a copy or an excerpt of the minutes of its deliberations to carry out any filing and formalities required by law.

REQUEST FOR DOCUMENTS **GTT**

Technology for a Sustainable World

2021

COMBINED SHAREHOLDERS' MEETING

MAY 27, 2021 AT 3 P.M behind closed doors



**To be returned only to:
BNP Paribas Securities Services**

CTO Assemblées générales
Grands Moulins de Pantin,
9, rue du Débarcadère
93761 Pantin Cedex

I, the undersigned: Mr Miss Mrs

NAME :

SURNAME :

ADDRESS:

.....

The holder of registered share(s),

request that the document and information provided in Articles R. 225-81 et R. 225-83 of the French Commercial Code concerning the combined shareholders meeting to be held on Thursday May 27, 2021.

Signed in, on/...../ 2021

Signature

NOTA: In accordance with Article R. 225-88 (subparagraph 3) of the French Commercial Code, holders of registered shares can request that GTT, by a single request, send the documents provided in Article R. 225-83 of the French Commercial Code for all future meetings of shareholders.





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gtt.fr

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