

**SUPERSONIC IMAGINE**

A French *société anonyme* with a Board of Directors  
and share capital of €2,417,412.10

Registered office: 510, rue René Descartes – Les Jardins de la Duranne Bât E & Bât F  
13857 Aix-en-Provence Cedex 3  
481 581 890 RCS Aix-en-Provence

(the “Company “)

**Agenda**

*Agenda within the authority of the Ordinary Shareholders’ Meeting*

1. Approval of the annual financial statements for the year ended December 31, 2019
2. Approval of the consolidated financial statements for the year ended December 31, 2019
3. Allocation of earnings for the year ended December 31, 2019
4. Recognition of a shareholders' equity position of less than half of the share capital and of the need to decide on the continuation of the Company’s activity
5. Approval of regulated agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code: loan agreement entered into on August 14, 2019 between the Company and Hologic Hub Ltd. and adherence to the “Intercompany Demand Promissory Note” dated May 29, 2015 entered into by Hologic Inc.
6. Ratification in accordance with article L. 225-42 of the French Commercial Code of a regulated agreement referred to in articles L. 225-38 et seq. of the French Commercial Code: first amendment to the loan agreement entered into on November 22, 2019 with Hologic Hub Ltd.
7. Approval of a regulated agreement referred to in Articles L. 225-38 et seq. of the French Commercial Code: second amendment to the loan agreement entered into on February 12, 2019 with Hologic Hub Ltd.
8. Approval of a regulated agreement referred to in Articles L. 225-38 et seq. of the French Commercial Code: third amendment to the loan agreement entered into on March 17, 2020 with Hologic Hub Ltd.
9. Approval of a regulated agreement referred to in Articles L. 225-38 et seq. of the French Commercial Code: sale agreement for the US company SuperSonic Imagine Inc. to Hologic Inc. entered into on December 27, 2019
10. Ratification of the cooptation of Mrs. Patricia Dolan as member of the Board of Directors
11. Ratification of the cooptation of Mr. Michelangelo Stefani as member of the Board of Directors
12. Ratification of the cooptation of Mr. Antoine Bara as member of the Board of Directors
13. Ratification of the provisional appointment of Mr. John LaViola as observer of the Board of Directors
14. Approval of the variable and exceptional components constituting the compensation policy of Mrs. Michèle Lesieur, Chief Executive Officer of the Company, for the year ended December 31, 2019 and of the fixed components constituting the compensation policy of Mrs. Michèle Lesieur, Chief executive Officer of the Company, paid for the period from January 1, 2020 to January 23, 2020
15. Approval of the fixed, variable and exceptional components constituting the overall compensation and benefits of any kind paid or allocated to Mrs. Michèle Lesieur, Chief Executive Officer of the Company during or in respect of the year ended December 31, 2019 and paid in respect of the period from January 1, 2020 to January 23, 2020
16. Approval of the fixed, variable and exceptional components constituting the overall compensation and benefits of any kind paid or allocated to Mr. Michael Brock, Chairman of the Company’s Board of Directors during or in respect of the year ended December 31, 2019
17. Approval of the information regarding the compensation of Company’s corporate officers referred to in Article L. 225-37-3 of the French Commercial Code for the financial year 2019, pursuant to Article L. 225-100 II. of the French Commercial Code
18. Approval of the compensation policy for the new Chief Executive Officer of the Company
19. Approval of the compensation policy for the Chairman of the Board of Directors of the Company
20. Approval of the compensation policy for the members of the Board of the Directors of the Company

21. Approval of the settlement agreement entered into on January 29, 2020 between the Company and Mrs. Michèle Lesieur
22. Authorization to be granted to the Board of Directors to purchase the Company's treasury shares in accordance with Article L. 225-209 of the French Commercial Code

*Agenda within the authority of the Extraordinary Shareholders' Meeting*

23. Authorization granted to the Board of Directors to reduce the share capital by cancelling shares previously repurchased under the authorization to buy back treasury shares
24. Decision to be taken regarding the continuation of the activity of the Company pursuant to Article L. 225-248 of the French Commercial Code
25. Harmonization of the by-laws with the legal and regulatory provisions in force - Article 12 of the Company's by-laws
26. Harmonization of the by-laws with the legal and regulatory provisions in force - Article 13 of the Company's by-laws
27. Harmonization of the by-laws with the legal and regulatory provisions in force - Article 8 of the Company's by-laws
28. Harmonization of the by-laws with the legal and regulatory provisions in force - Article 15 of the Company's by-laws
29. Harmonization of the by-laws with the legal and regulatory provisions in force - Article 19 of the Company's by-laws
30. Delegation to the Board of Directors for the purpose of amending the by-laws to comply with legal and regulatory provisions
31. Powers to carry out formalities

**WITHIN THE COMPETENCE OF THE ORDINARY SHAREHOLDERS' MEETING**

**FIRST RESOLUTION**

*(Approval of the annual financial statements for the year ended December 31, 2019)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, after having reviewed the report of the Board of Directors on the draft resolutions, the management report of the Board of Directors, the report on the Company's corporate governance, the report of the Statutory Auditors on the annual financial statements for the year ended December 31, 2019 and the annual financial statements,

**approves**, as presented, the annual financial statements for the year ended December 31, 2019, showing a net loss of (18,046,485.85) euros, including the balance sheet, income statement and notes, as well as the transactions reflected in these financial statements and summarized in these reports,

**approves**, pursuant to Article 223 *quater* of the French General Tax Code, the amount of expenses and charges not deductible from profits subject to corporate income tax within the meaning of Article 39.4 of the French General Tax Code, which amounts to 28,701 euros at December 31, 2019, it being specified that no tax was borne by the Company due to these expenses in view of the loss for the year.

**SECOND RESOLUTION**

*(Approval of the consolidated financial statements for the year ended December 31, 2019)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, after having reviewed the report of the Board of Directors on the draft resolutions, the management report of the Board of Directors, the report on the Company's corporate governance, the report of the Statutory Auditors on the consolidated financial statements for the year ended December 31, 2019 and the Company's annual consolidated financial statements,

**approves**, as presented, the consolidated financial statements for the year ended December 31, 2019 prepared in accordance with provisions of Articles L. 233-20 et seq. of the French Commercial Code, showing a net loss for

the consolidated group of (22,507,589.38) euros, including the balance sheet, income statement and notes as well as the transactions reflected in these financial statements and summarized in these reports.

### **THIRD RESOLUTION**

*(Allocation of earnings for the year ended December 31, 2019)*

The Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, after having reviewed the report of the Board of Directors on the draft resolutions, the management report of the Board of Directors, the report on the Company's corporate governance, the report of the Statutory Auditors on the annual financial statements for the year ended December 31, 2019 and the annual financial statements,

**notes** that the accounts closed on December 31, 2019 and approved by this Shareholders' Meeting show a net loss of (18,046,485.85) euros,

**decides**, on the proposal of the Board of Directors to allocate the loss for the financial year amounting to (18,046,485.85) euros, in full to the "*retained earnings*" account, which will be increased from an amount of 0 euro to an amount, after allocation, of (18,046,485.85) euros.

In accordance with provisions of Article 243 bis of the French General Tax Code, it is recalled that no dividend was distributed in respect of the three previous financial years.

### **FOURTH RESOLUTION**

*(Recognition of a shareholders' equity position of less than half of the share capital and of the need to decide on the continuation of the Company's activity)*

The Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, after having reviewed the report of the Board of Directors on the draft resolutions, the management report of the Board of Directors, the report of the Statutory Auditors on the annual financial statements for the year ended December 31, 2019 and the annual financial statements,

**notes**, for all intents and purposes, that the financial statements for the year ended December 31, 2019, approved by this Shareholders' Meeting, show negative shareholders' equity in the amount of (9,103,639.71) euros,

**notes** that the Company's shareholders' equity has fallen below half of the share capital, which means that, pursuant to Article L. 225-248 of the French Commercial Code, the Board of Directors is required to call an extraordinary general meeting within four (4) months of the approval of the accounts in order to decide whether or not to proceed with the early dissolution of the Company,

**approves** the decision of the Board of Directors, in the interest of simplifying formalities and reducing costs, to convene the two meetings, ordinary and extraordinary, on the same day.

### **FIFTH RESOLUTION**

*(Approval of regulated agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code: loan agreement entered into on August 14, 2019 between the Company and Hologic Hub Ltd. and adherence to the "Intercompany Demand Promissory Note" dated May 29, 2015 entered into by Hologic Inc.)*

The Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, after having reviewed, the report of the Board of Directors on the draft resolutions and the special report prepared by the Statutory Auditors on the agreements referred to in Article L. 225-38 of the French Commercial Code,

**approves**, in accordance with provisions of Articles L. 225-38 et seq. of the French Commercial Code and deliberating on the special report prepared by the Statutory Auditors on the agreements referred to in Article L. 225-38 of the French Commercial Code:

- the conclusion, on August 14, 2019, of a loan agreement in English entitled "Loan Agreement" with Hologic Hub Ltd, a shareholder holding more than 10% of the Company's capital, and

- the adherence by the Company, in connection with the conclusion of the Loan Agreement in its capacity as a subsidiary of Hologic Hub Ltd, to an “Intercompany Demand Promissory Note” dated May 29, 2015 entered into by Hologic Inc., the parent company of the Hologic group, and its subsidiaries in connection with a “Credit and Guaranty Agreement” dated May 29, 2015 (and subsequently amended) between Hologic, Inc., Hologic GGO 4 Ltd and Bank of America, N.A.,

**notes** that these agreements have been authorized in advance by the Board of Directors in accordance with provisions of Articles L. 225-38 et seq. of the French Commercial Code and have been published on the Company's website in accordance with the provisions of Article L. 225-40-2 of the French Commercial Code,

**acknowledges** that, in accordance with provisions of Article L. 225-40 of the French Commercial Code, Hologic Hub Ltd, an interested shareholder, did not take part in the vote, it being specified that the shares it holds are consequently not taken into account for the calculation of the majority.

#### **SIXTH RESOLUTION**

*(Ratification in accordance with article L. 225-42 of the French Commercial Code of a regulated agreement referred to in articles L. 225-38 et seq. of the French Commercial Code: first amendment to the loan agreement entered into on November 22, 2019 with Hologic Hub Ltd.)*

The Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, after having reviewed the report of the Board of Directors on the draft resolutions, the special report prepared by the Statutory Auditors on the agreements referred to in Article L. 225-38 of the French Commercial Code and the special report prepared by the Statutory Auditors in accordance with Article L. 225-42 of the French Commercial Code,

**notes**, on the basis of the special report prepared by the Statutory Auditors relating to the agreements referred to in Article L. 225-42 of the French Commercial Code (included in the special report prepared by the Statutory Auditors on the agreements referred to in Article L. 225-38 of the French Commercial Code), that the conclusion of this amendment was not previously authorized by the Board of Directors in accordance with the provisions of Articles L. 225-38 et seq. of the French Commercial Code,

**ratify**, in accordance with the provisions of Article L. 225-42 of the French Commercial Code, deliberating on the special report prepared by the Statutory Auditors in accordance with Article L. 225-42 of the French Commercial Code, included in the special report prepared by the Statutory Auditors relating to the agreements referred to in Article L. 225-38 of the French Commercial Code, the conclusion, on November 22, 2019, of the first amendment to the loan agreement in English entitled "Loan Agreement" initially entered into on August 14, 2019 with Hologic Hub Ltd, a shareholder holding more than 10% of the Company's share capital,

**notes** that the information relating to this amendment has been published on the Company's website in accordance with the provisions of Article L. 225-40-2 of the French Commercial Code,

**acknowledges** that, in accordance with the provisions of Article L. 225-40 of the French Commercial Code, Hologic Hub Ltd, an interested shareholder, did not take part in the vote, it being specified that the shares it holds are consequently not taken into account for the calculation of the majority.

#### **SEVENTH RESOLUTION**

*(Approval of a regulated agreement referred to in Articles L. 225-38 et seq. of the French Commercial Code: second amendment to the loan agreement entered on February 12, 2020 with Hologic Hub Ltd.)*

The Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, after having reviewed the report of the Board of Directors on the draft resolutions and the special report prepared by the Statutory Auditors on the agreements referred to in Article L. 225-38 of the French Commercial Code,

**approves**, in accordance with the provisions of Articles L. 225-38 et seq. of the French Commercial Code and deliberating on the special report prepared by the Statutory Auditors on the agreements referred to in Article L. 225-38 of the French Commercial Code, the conclusion, on February 12, 2020, of the second amendment to the loan agreement in English entitled “Loan Agreement” initially entered into on August 14, 2019 with Hologic Hub Ltd, a shareholder holding more than 10% of the Company's share capital,

**notes** that the conclusion of this amendment was previously authorized by the Board of Directors in accordance with provisions of Articles L. 225-38 et seq. of the French Commercial Code,

**notes** that the information relating to this amendment has been published on the Company's website in accordance with the provisions of article L. 225-40-2 of the French Commercial Code,

**acknowledges** that, in accordance with the provisions of Article L. 225-40 of the French Commercial Code, Hologic Hub Ltd, an interested shareholder, did not take part in the vote, it being specified that the shares it holds are consequently not taken into account for the calculation of the majority.

#### **EIGHTH RESOLUTION**

*(Approval of a regulated agreement referred to in Articles L. 225-38 et seq. of the French Commercial Code: third amendment to the loan agreement entered into on March 17, 2020 with Hologic Hub Ltd.)*

The Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, after having reviewed the report of the Board of Directors on the draft resolutions and the special report prepared by the Statutory Auditors on the agreements referred to in Article L. 225-38 of the French Commercial Code,

**approves**, in accordance with provisions of Articles L. 225-38 et seq. of the French Commercial Code and deliberating on the special report prepared by the Statutory Auditors on the agreements referred to in Article L. 225-38 of the French Commercial Code, the conclusion, on March 17, 2020, of the third amendment to the loan agreement in English entitled "Loan Agreement" initially entered into on August 14, 2019 with Hologic Hub Ltd, a shareholder holding more than 10% of the Company's share capital,

**notes** that the conclusion of this amendment was previously authorized by the Board of Directors in accordance with provisions of Articles L. 225-38 et seq. of the French Commercial Code,

**notes** that the information relating to this amendment has been published on the Company's website in accordance with the provisions of article L. 225-40-2 of the French Commercial Code,

**acknowledges** that, in accordance with provisions of Article L. 225-40 of the French Commercial Code, Hologic Hub Ltd, interested shareholder, did not take part in the vote, it being specified that the shares it holds are consequently not taken into account for the calculation of the majority.

#### **NINTH RESOLUTION**

*(Approval of a regulated agreement referred to in Articles L. 225-38 et seq. of the French Commercial Code: sale agreement for the US company SuperSonic Imagine Inc. to Hologic Inc. entered into on December 27, 2019)*

The Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, having reviewed the report of the Board of Directors on the draft resolutions and the special report prepared by the Statutory Auditors on the agreements referred to in Article L. 225-38 of the French Commercial Code,

**approves**, in accordance with provisions of Articles L. 225-38 et seq. of the French Commercial Code and deliberating on the special report prepared by the Statutory Auditors on the agreements referred to in Article L. 225-38 of the French Commercial Code, the English-language sale agreement entitled "Purchase Agreement" entered into on December 27, 2019 with Hologic Inc., an indirect shareholder holding more than 10% of the Company's share capital,

**notes** that the conclusion of this amendment was previously authorized by the Board of Directors in accordance with provisions of Articles L. 225-38 et seq. of the French Commercial Code,

**notes** that the information relating to this amendment has been published on the Company's website in accordance with the provisions of article L. 225-40-2 of the French Commercial Code,

**acknowledges** that, in accordance with provisions of Article L. 225-40 of the French Commercial Code, Hologic Hub Ltd, interested shareholder, did not take part in the vote, it being specified that the shares it holds are consequently not taken into account for the calculation of the majority.

**TENTH RESOLUTION**

*(Ratification of the cooptation of Mrs. Patricia Dolan as member of the Board of Directors)*

The Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, after having reviewed the report of the Board of Directors on the draft resolutions, the management report of the Board of Directors and the report on the Company's corporate governance,

**ratifies**, in accordance with the provisions of Article L. 225-24 of the French Commercial Code, the cooptation by the Board of Directors on August 2, 2019, of Mrs. Patricia Dolan as director, to replace Mrs. Danièle Guyot-Caparros, for the remaining duration of her predecessor's term of office, *i.e.*, until the end of the ordinary annual general meeting of shareholders called to approve the financial statements for the year ended December 31, 2020.

**ELEVENTH RESOLUTION**

*(Ratification of the cooptation of Mr. Michelangelo Stefani as member of the Board of Directors)*

The Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, having reviewed the report of the Board of Directors on the draft resolutions, the management report of the Board of Directors and the report on the Company's corporate governance,

**ratifies**, in accordance with the provisions of Article L. 225-24 of the French Commercial Code, the cooptation by the Board of Directors on August 2, 2019, of Mr. Michelangelo Stefani as director, to replace Mr. Thierry Chignon, for the remaining duration of his predecessor's term of office, *i.e.*, until the end of the ordinary annual general meeting of shareholders called to approve the financial statements for the year ended December 31, 2020.

**TWELFTH RESOLUTION**

*(Ratification of the cooptation of Mr. Antoine Bara as member of the Board of Directors)*

The Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, after having reviewed the report of the Board of Directors on the draft resolutions, the management report of the Board of Directors and the report on the Company's corporate governance,

**ratifies**, in accordance with the provisions of Article L. 225-24 of the French Commercial Code, the cooptation by the Board of Directors on August 2, 2019, of Mr. Antoine Bara as director, in replacement of Bpifrance Investissement, represented by Mr. Philippe Boucheron, for the remaining duration of its predecessor's term of office, *i.e.*, until the end of the ordinary annual general meeting of shareholders called to approve the financial statements for the year ended December 31, 2020.

**THIRTEEN RESOLUTION**

*(Ratification of the provisional appointment of Mr. John LaViola as observer of the Board of Directors)*

The Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, after having reviewed the report of the Board of Directors on the draft resolutions, the management report of the Board of Directors and the report on the Company's corporate governance,

**ratifies**, in accordance with article 15 of the Company's bylaws, the provisional appointment decided by the Board of Directors on March 17, 2020, of Mr. John LaViola as observer of the Board of Directors for a term of three (3) years, expiring at the end of the annual ordinary general meeting of shareholders called to approve the financial statements for the financial year ending December 31, 2022.

**FOURTEENTH RESOLUTION**

*(Approval of the variable and exceptional components constituting the compensation policy of Mrs. Michèle Lesieur, Chief Executive Officer of the Company, for the year ended December 31, 2019 and of the fixed components constituting the compensation policy of Mrs. Michèle Lesieur, Chief Executive Officer of the Company, paid for the period from January 1, 2020 to January 23, 2020)*

The Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, having reviewed the report of the Board of Directors on the draft resolutions and the report on the Company's corporate governance,

**approves**, as deemed necessary, pursuant to Article L. 225-37-2 of the French Commercial Code, the variable and exceptional components constituting the compensation policy of Mrs. Michèle Lesieur, Chief Executive Officer of the Company, in respect of the year ended December 31, 2019 as well as the fixed components constituting the compensation policy of Mrs. Michèle Lesieur, Chief Executive Officer, paid for the period from January 1 to January 23, 2020, as presented in the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code and presented in the Annual Financial Report, in Chapter 2 "*Corporate governance report*", section 2.4.2.2 "*Compensation and benefits paid or allocated to the Company's CEO for financial year 2019*".

#### **FIFTEENTH RESOLUTION**

*(Approval of the fixed, variable and exceptional components constituting the overall compensation and benefits of any kind paid or allocated to Mrs. Michèle Lesieur, in her capacity as Chief Executive Officer of the Company during or in respect of the year ended December 31, 2019 and paid in respect of the period from January 1, 2020 to January 23, 2020)*

The Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, having reviewed the report of the Board of Directors on the draft resolutions and the report on the Company's corporate governance,

**approves**, pursuant to Article L. 225-100 III of the French Commercial Code, the fixed, variable and exceptional components constituting the overall compensation and benefits of any kind paid during the year ended December 31, 2019 or allocated in respect of the same financial year and the same period and paid in respect of the period from January 1, 2020 to January 23, 2020 to Mrs. Michèle Lesieur, in her capacity as Chief Executive Officer of the Company, as presented in the corporate governance report of the Company referred to in Article L. 225-37 of the French Commercial Code and presented in the Annual Financial Report, in Chapter 2 "*Corporate governance report*", section 2.4.2.2 "*Compensation and benefits paid or allocated to the Company's Chief Executive Officer for financial year 2019*".

#### **SIXTEENTH RESOLUTION**

*(Approval of the fixed, variable and exceptional components constituting the overall compensation and benefits of any kind paid or allocated to Mr. Michael Brock, Chairman of the Company's Board of Directors during or in respect of the year ended December 31, 2019)*

The Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, having reviewed the report of the Board of Directors on the draft resolutions and the report on the Company's corporate governance,

**approves**, pursuant to Article L. 225-100 III of the French Commercial Code, the fixed, variable and exceptional components constituting the overall compensation and benefits of any kind paid during the year ended December 31, 2019 or allocated in respect of the same financial year to Mr. Michael Brock, Chairman of the Company's Board of Directors, as presented in the corporate governance report of the Company referred to in Article L. 225-37 of the French Commercial Code and presented in the Annual Financial Report, in Chapter 2 "*Corporate governance report*", section 2.4.2.1 "*Compensation and benefits paid or allocated to members of the Company's Board of Directors for financial year 2019*".

#### **SEVENTEENTH RESOLUTION**

*(Approval of the information regarding the compensation of Company's corporate officers referred to in Article L. 225-37-3 of the French Commercial Code pursuant to Article L. 225-100 II. of the French Commercial Code)*

The Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, having reviewed the report of the Board of Directors on the draft resolutions and the report on the Company's corporate governance,

**approves**, pursuant to Article L. 225-100 II of the French Commercial Code, the information mentioned in Article L. 225-37-3 I of the French Commercial Code concerning the compensation of the Company's corporate officers, as presented in the report on the Company's corporate governance prepared pursuant to Article 225-37 of the French Commercial Code and presented in the Company's Annual Financial Report, in Chapter 2 "*Corporate governance report*", section 2.4.2 "*Compensations and benefits paid or allocated to the Company's officers for financial year 2019*".

#### **EIGHTEENTH RESOLUTION**

*(Approval of the compensation policy for the new Chief Executive Officer of the Company)*

The Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, having reviewed the report of the Board of Directors on the draft resolutions and the report on the Company's corporate governance,

**approves**, pursuant to Article L. 225-37-2 of the French Commercial Code, the compensation policy applicable to the new Chief Executive Officer of the Company, as presented in the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code and included in the Annual Financial Report in Chapter 2 "Corporate governance report", section 2.4.1. "Compensation policy of the Company's corporate officers".

#### **NINETEENTH RESOLUTION**

*(Approval of the compensation policy for the chairman of the Board of Directors of the Company)*

The Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, having reviewed the report of the Board of Directors on the draft resolutions and the report on the Company's corporate governance,

**approves**, pursuant to article L. 225-37-2 of the French Commercial Code, the compensation policy applicable to the Chairman of the Board of Directors of the Company, as presented in the corporate governance report referred to in Article L. 225-37 of the French Commercial Code and included in the Annual Financial Report in chapter 2 "Corporate governance report", in section 2.4.1. "Compensation policy of the Company's corporate officers" (including the paragraphs "Compensation of the Chairman of the Board of Directors" and "Compensation of the members of the Board of Directors").

#### **TWENTIETH RESOLUTION**

*(Approval of the compensation policy for the members of the Board of the Directors of the Company)*

The Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, having reviewed the report of the Board of Directors on the draft resolutions and the report on the Company's corporate governance,

**approves**, pursuant to article L. 225-37-2 II of the French Commercial Code, the compensation policy applicable to the members of the Board of Directors, as presented in the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code and included in the Annual Financial Report in chapter 2 "Corporate governance report", in section 2.4.1. "Compensation policy of the Company's corporate officers".

**decides**, for all intents and purposes, to set at 100,000 euros the amount of the annual compensation referred to in Article L. 225-45 of the French Commercial Code to be allocated to the members of the Board of Directors as compensation for the financial year 2020, it being for the Board of Directors to decide on the allocation thereof in accordance with the compensation policy approved by this Shareholders' Meeting.

#### **TWENTY-FIRST RESOLUTION**

*(Approval of the settlement agreement entered into on January 29, 2020 between the Company and Mrs. Michèle Lesieur)*

The Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, having reviewed the report of the Board of Directors on the draft resolutions and the report on the Company's corporate governance,

**approves**, for all intents and purposes, the settlement agreement entered into on January 29, 2020 between the Company and Mrs. Michèle Lesieur, the main terms of which are presented in the corporate governance report referred to in Article L. 225-37 of the French Commercial Code and presented in the Annual Financial Report in Chapter 2 "Corporate governance report", in section 2.3.1 "Settlement agreement entered into following the dismissal of Michèle Lesieur".

## TWENTY-SECOND RESOLUTION

(Authorization to be granted to the Board of Directors to purchase the Company's treasury shares in accordance with Article L. 225-209 of the French Commercial Code)

The Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, after having reviewed the report of the Board of Directors on the draft resolutions, in accordance with the provisions of Articles L. 225-209 et seq. of the French Commercial Code,

**authorizes** the Board of Directors, to purchase, hold or transfer Company's shares,

**decides** that the acquisition, sale or transfer of these shares may be carried out by any means, on one or more occasions, in particular on markets (regulated or not), on a multilateral trading facility (MTF), via a systematic internaliser or over-the-counter, including through the acquisition or disposal of blocks of shares. These means include the use of any financial instrument, in accordance with the conditions laid down by the market authorities and in compliance with the applicable regulations. The portion of the buyback program that can be carried out by block trades may cover the entire program,

**decides** that the authorization may be used for the purpose of:

- ensuring the liquidity of the Company's shares by an investment services provider under a liquidity contract in accordance with market practice accepted by the French *Autorité des marchés financiers*;
- meet obligations related to stock option plans, free share allocations, employee savings plans or other allocations of shares to employees or corporate officers of the Company or its affiliates, including, in particular, the implementation of any Company stock option plan in accordance with the provisions of Articles L. 225-177 et seq. of the French Commercial Code, the allotment or the sale of shares to the Company of the companies, in France or outside of France, that are related to it under the terms of Article L. 225-180 of the French Commercial Code, of any company or group savings plan, of the free allotment of shares under the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code, any employee shareholding transaction, any Company compensation plan, in particular in the context of the relevant provisions of the French Commercial Code and/or the French Labor Code, or French or foreign legal and regulatory provisions, and the carrying out of any hedging transaction relating to these transactions and related commitments of the Company, under the conditions provided for by the market authorities and at the time the Board of Directors or the person acting on the Board's authority of administration will act;
- cancel all or part of the shares thus purchased, pursuant to the twenty-third resolution submitted for the approval of this Shareholders' Meeting, subject to its adoption, and under the terms indicated therein;
- to deliver shares on the occasion of the exercise of rights attached to securities issued by the Company or by companies in which it directly or indirectly holds more than half of the share capital and giving the right, by conversion, exercise, redemption, exchange, presentation of a warrant or in any other manner, to the allocation of shares in the Company; or
- purchase shares to be held and subsequently used in exchange or as payment in connection with any external growth transactions;

**decides** that the Board of Directors may not, except with the prior authorization of the Shareholders' Meeting, make use of this authorization as from the filing by a third party of a proposed public offer for the Company's shares until the end of the offer period,

**decides** to set at:

- three (3) euros the maximum purchase price per share (excluding fees and commissions); and
- four million five hundred thousand (4,500,000) euros the maximum gross authorized amount of funds that may be committed to the share buyback program (excluding fees and commissions).

**confers** full powers to the Board of Directors, in the event of a change in the par value of the share, a capital increase through the capitalization of reserves, the free allotment of shares, a split or consolidation of shares, the distribution of reserves or any other assets, the amortization of capital, or any other transaction affecting shareholders' equity, the power to adjust the aforementioned maximum purchase price to take into account the impact of such transactions on the value of the share,

**decides** that the maximum number of shares that may be purchased under this resolution may not, at any time, exceed 10% of the Company's share capital (*i.e.*, for information purposes on May 4, 2020, a maximum number of 2,417,412 shares), it being specified that (i) when the shares are acquired for the purpose of promoting the liquidity of the Company's shares, the number of shares taken into account for the calculation of this limit will correspond to the number of shares purchased less the number of shares resold during the term of the authorization and (ii) when they are retained and subsequently remitted in payment or exchange in connection with a merger, demerger or contribution, the number of shares purchased may not exceed 5% of the Company's share capital,

**decides** that this authorization shall take effect on the date of this Shareholders' Meeting and will expire at the end of a period of eighteen (18) months from the date of this Shareholders' Meeting,

**grants** full powers to the Board of Directors, with the option to subdelegate in accordance with the law, to implement this authorization, to carry out the buyback program and, in particular, to place any stock market orders, sign any sale or transfer deeds, enter into any agreements, liquidity contracts, option contracts, make any declarations, carry out any formalities and, in general, do whatever is necessary for the execution of the decisions taken by the Board of Directors under this authorization.

The Board of Directors shall inform the Shareholders' Meeting of the transactions carried out under this authorization in accordance with applicable regulations.

This authorization cancels with effect from this day and to the extent not yet used, the authorization given to the Board of Directors by the Shareholders' Meeting of May 13, 2019 in its 14<sup>th</sup> resolution.

## **WITHIN THE COMPETENCE OF THE EXTRAORDINARY SHAREHOLDERS' MEETING**

### **TWENTY-THIRD RESOLUTION**

*(Authorization granted to the Board of Directors to reduce the share capital by cancelling shares previously repurchased under the authorization to buy back treasury shares)*

The Shareholders' Meeting, deliberating with the quorum and majority required for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors on the draft resolutions and the special report of the Statutory Auditors, in accordance with Article L. 225-209 of the French Commercial Code,

**authorizes** the Board of Directors, to reduce the share capital by way of cancellation, on one or more occasions, in the proportions and at the times it deems appropriate, up to a maximum limit of 10% of the share capital per twenty-four (24) month periods, all or part of the shares acquired by the Company, or the Company would acquire, in connection with any repurchase of its own shares or any present or future authorization that may be granted by the ordinary shareholders' meeting in accordance with article L. 225-209 of the French Commercial Code, it being specified that this limit applies to an amount of the share capital that will be adjusted, if necessary, to take into account any transactions that may affect it after the date of this Shareholders' Meeting,

**decides** that the difference between the purchase price of the cancelled shares and their nominal value may be deducted from premiums and available reserves,

**gives** full powers to the Board of Directors, with the option to subdelegate in accordance with the law, to set the terms and conditions of such reduction(s) in capital, to record the completion of the decrease(s) in capital as a result of the cancellation operations authorized by this resolution, amend, if necessary, the Company's by-laws, consequently, make all declarations to the French *Autorité des marchés financiers* or any other body, complete all formalities and, more generally, do whatever is necessary for the successful completion of this operation.

This authorization is granted for a period of twenty-four (24) months as from the date of this Shareholders' Meeting.

### **TWENTY-FORTH RESOLUTION**

*(Decision to be taken regarding the continuation of the Company's activity pursuant to Article L. 225--248 of the French Commercial Code)*

The Shareholders' Meeting, deliberating with the quorum and majority required for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors on the draft resolutions, the management report of the Board of Directors and the annual financial statements for the year ended December 31, 2019,

**takes note** that the annual financial statements for the year ended December 31, 2019, approved by this Shareholders' Meeting under the terms of its first resolution, show a negative shareholders' equity amount of (9,103,639.71) euros,

**notes** that the amount of the Company's shareholders' equity has become less than half of the amount of its share capital,

**decides**, in light of the foregoing and in accordance with the provisions of Article L. 225-248 of the French Commercial Code, that there is no need to pronounce the early dissolution of the Company, and decides the continuation of the Company's activities,

**notes** that the Company is required, no later than the end of the second financial year following the one in which the losses were recorded, *i.e.*, December 31, 2022, to reconstitute its shareholders' equity to an amount at least equal to half of the share capital.

**TWENTY-FIFTH RESOLUTION**

*(Harmonization of the by-laws with the legal and regulatory provisions in force – Article 12 of the Company's by-laws)*

The Shareholders' Meeting, deliberating with the quorum and majority required for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors on draft resolutions, decides to replace in Article 12 of the Company's by-laws (*Board of Directors' meeting*) the term "*works council*" by the term "*social and economic committee*" in line with the new provisions resulting from the Ordinance no. 2017-1386 of September 22, 2017.

The other provisions of Article 12 of the Company's by-laws remains unchanged.

**TWENTY-SIXTH RESOLUTION**

*(Harmonization of the by-laws with the legal and regulatory provisions in force - Article 13 of the Company's by-laws)*

The Shareholders' Meeting, deliberating with the quorum and majority required for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors on draft resolutions, decides:

- to bring Article 13 of the Company's by-laws (*Powers of the Board of Directors*) into line with the provisions of Article L. 225-35 of the French Commercial Code by Law No. 2019-744 of July 19, 2019;
- to amend the first paragraph of Article 13 of the Company's by-laws accordingly as follows:

Former wording

“The board of directors determines the orientations of the company's activity and ensures their implementation. Subject to the powers expressly granted to shareholders' meetings and within the limits of the corporate purpose, it deals with any question concerning the proper operation of the company and settles by its deliberations the matters that concern it.”

New wording

“The board of directors determines the orientations of the company's activity and ensures their implementation, in accordance with its social interest, taking into consideration the social and environmental stakes of its activity. Subject to the powers expressly granted to shareholders' meetings and within the limits of the corporate purpose, it deals with any question concerning the proper operation of the company and settles by its deliberations the matters that concern it.”

The other provisions of Article 13 of the Company's by-laws stays unchanged.

**TWENTY-SEVENTH RESOLUTION**

*(Harmonization of the by-laws with the legal and regulatory provisions in force - Article 8 of the Company's by-laws)*

The Shareholders' Meeting, deliberating with the quorum and majority required for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors on draft resolutions, decides:

- to harmonize Article 8 of the Company's by-laws (*Transfers - Identification of securities holders - Threshold crossing*) with the provisions of Article L. 228-2 of the French Commercial Code, as amended by Law no. 2019-486 of May 22, 2019;
- to amend accordingly as follows paragraph 2 of Article 8 of the Company's by-laws:

Former wording	New wording
“The company may, in accordance with applicable laws and regulations, request at any time, at its own expense, from any authorized body, the name or, in the case of a legal entity, the corporate name, nationality and address of the securities holders conferring immediate or future voting rights in its own shareholders' meetings, as well as the quantity of securities held by each of them and, if applicable, any restrictions that may apply to such securities.”	“The company may, in accordance with applicable laws and regulations, request at any time, at its own expense, from any authorized body <u>or intermediary</u> , the name or, in the case of a legal entity, the corporate name, nationality and address of the securities holders conferring immediate or future voting rights in its own shareholders' meetings, <del>as well as the quantity of securities held by each of them and, if applicable, any restrictions that may apply to such securities.</del> ”

The other provisions of Article 8 of the Company's by-laws stays unchanged.

#### **TWENTY-EIGHT RESOLUTION**

*(Harmonization of the by-laws with the legal and regulatory provisions in force - Article 15 of the Company's by-laws)*

The Shareholders' Meeting, deliberating with the quorum and majority required for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors on draft resolutions, decides regarding the compensation allocated to the members of the Board of Directors:

- to harmonize Article 15 of the Company's by-laws (*Observers Board*) with the provisions of Article L. 225-45 of the French Commercial Code, as amended by Law No. 2019-486 of May 22, 2019, which abolished the notion of attendance fees (*jetons de présence*);
- to amend accordingly as follows paragraph 6 of Article 15 of the Company's by-laws (*Observers Board*):

Former wording	New wording
“The board of directors may remunerate the observers by deduction on the amount of attendance fees allocated by the Shareholders' Meeting to the directors.”	“The Board of Directors may remunerate the observers by deduction on <del>the amount of directors' fees allocated by the Shareholders' Meeting to the directors</del> <u>the annual fixed sum allocated by the shareholders' meeting to the board of directors.</u> ”

The other provisions of Article 15 of the Company's by-laws stays unchanged.

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

*(Harmonization of the by-laws with the legal and regulatory provisions in force - Article 19 of the Company's by-laws)*

The Shareholders' Meeting, deliberating with the quorum and majority required for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors on draft resolutions:

- to harmonize Article 19 (*Shareholders' Meetings*) of the Company's by-laws with the provisions of Articles L. 225-96 and L. 225-98 of the French Commercial Code as amended by Law No. 2019-744 of July 19, 2019, which excluded abstentions from votes cast that are taken into account for the calculation of the majority in Shareholders' Meetings;
- to amend accordingly as follows paragraph 11 and paragraph 13 of Article 19 of the Company's by-laws (*Shareholders' Meetings*):

Former wording	New wording
<p>“The deliberations of the ordinary shareholders’ meeting shall be taken by a majority of the votes of shareholders present or represented shareholders.”</p> <p>[...]</p> <p>“The deliberations of the extraordinary shareholders’ meeting shall be taken by a two-thirds majority of shareholders present or represented shareholders.”</p>	<p>“The deliberations of the ordinary Shareholders’ Meeting shall be taken by a majority of the votes <u>cast by</u> the shareholders present or represented. <u>The votes cast do not include those attached to shares for which the shareholder did not participate in the vote, abstained from voting or voted blank or null and void.</u>”</p> <p>[...]</p> <p>“The deliberations of the extraordinary Shareholders’ Meeting shall be taken by a two-thirds majority of the votes <u>cast by</u> the shareholders present or represented. <u>The votes cast do not include those attached to shares for which the shareholder did not take part in the vote, abstained or voted blank or null and void.</u>”</p>

The other provisions of Article 19 of the Company’s by-laws stays unchanged.

#### **THIRTIETH RESOLUTION**

*(Delegation to the Board of Directors for the purpose of amending the by-laws to bring them into compliance with legal and regulatory provisions)*

The Shareholders’ Meeting, deliberating with the quorum and majority required for extraordinary shareholders’ meetings, pursuant to Article L. 225-36 of the French Commercial Code, after having reviewed the report of the Board of Directors on draft resolutions, hereby authorizes the Board of Directors to make the necessary amendments to the Company’s by-laws to bring them into compliance with legal and regulatory provisions, subject to ratification of these amendments by the next extraordinary general meeting.

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

*(Powers to carry out formalities)*

The Shareholders’ Meeting, voting under the quorum and majority conditions required for extraordinary shareholders’ meetings, gives full powers to any bearer of a copy or an excerpt of these minutes to perform all formalities required by law.