

EXPLANATORY STATEMENT AND DRAFT RESOLUTIONS SUBMITTED TO THE COMBINED GENERAL MEETING OF APRIL 21, 2022

The text of the resolutions is preceded by an introductory paragraph setting out the reasons for each of the resolutions proposed. All of these paragraphs form the Board of Directors' report to the General Meeting of Shareholders.

ORDINARY BUSINESS

EXPLANATORY STATEMENT

1st, 2nd and 3rd resolutions: Approval of the statutory and consolidated financial statements for fiscal year 2021, allocation of income and determination of the dividend

In light of the reports of the Board of Directors and the Statutory Auditors, the General Meeting of Shareholders is called upon to approve:

- the statutory financial statements for fiscal year 2021, which show a net profit of €100,757,738 compared to €104,496,292 in 2020; and
- the consolidated financial statements for fiscal year 2021, which show a consolidated net profit Group share of €126,372 thousand compared to a consolidated net loss of -€251,112 thousand in 2020.

The Board of Directors proposes to the General Meeting of Shareholders a net dividend for the fiscal year ended December 31, 2021 of €0.28 per share, i.e. a reduction of 43% compared to the previous year's dividend.

Upon payment, the dividend attributable to treasury shares held by the Company will be transferred to "Retained earnings."

If the General Meeting of Shareholders approves this proposal, shares will trade ex-dividend as of April 28, 2022 at midnight (Paris time) and the dividend will be paid on May 2, 2022.

For individual shareholders resident for tax purposes in France, who do not opt for withholding at the flat rate of 30%, this dividend is eligible for the 40% tax relief resulting from the provisions of Article 158-3-2° of the French General Tax Code. The dividends for individual shareholders are subject to withholding at 12.8%.

Over the last three fiscal years, dividends have been distributed as follows:

Fiscal year	Number of shares with dividend rights	Dividend per share	Income eligible for the tax relief provided for in Article 158-3-2° of the French General Tax Code		Income not eligible for the tax relief provided for in Article 158-3-2° of the French General Tax Code	
			Dividends	Other income	Dividends	Other income
2018	146,173,826	0.74	108,168,631	-	-	-
2019	145,349,120	0.49	71,221,069	-	-	-
2020	145,484,413	0.49	71,287,362	-	-	-

The Board of Directors recommends that this amount be appropriated as follows:

In euros

Total amount to be appropriated	1,398,183,893
Appropriation: Net dividend distributed for 2021	41,194,203
Carried forward	1,356,989,690
TOTAL APPROPRIATED	1,398,183,893

The Board of Directors proposes to the General Meeting of Shareholders the appropriation of net profit and the setting of the dividend for the fiscal year ended December 31, 2021 as follows:

In euros

Given the retained earnings of	1,297,426,155
And net profit for the fiscal year ended December 31, 2021 of	100,757,738
Total amount to be appropriated	1,398,183,893

FIRST RESOLUTION: APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2021

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the annual financial statements for the fiscal year ended December 31, 2021, the report of the Board of Directors and the Statutory Auditors' report for the fiscal year ended December 31, 2021, approves the financial statements for the said fiscal year as presented, as well as the transactions reflected in these financial statements or summarized in these reports, and showing, for said fiscal year, a net profit of €100,757,738.

SECOND RESOLUTION: APPROPRIATION OF NET INCOME FOR THE FISCAL YEAR AND DETERMINATION OF THE DIVIDEND

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings and noting the results for the year ended December 31, 2021 show a net profit of €100,757,738 and that retained earnings totaled €1,297,426,155 as of December 31, 2021, decides to appropriate the net sum representing an amount of €1,398,183,893, namely:

In euros

Total amount to be appropriated	1,398,183,893
Appropriation: Net dividend distributed for 2021	41,194,203
Carried forward	1,356,989,690
TOTAL APPROPRIATED	1,398,183,893

Consequently, the General Meeting set the net dividend for 2021 at €0.28 per share. As a reminder, this dividend is eligible for the 40% tax relief resulting from the provisions of Article 158-3-2° of the French General Tax Code for individual shareholders resident for tax purposes in France, who do not opt for withholding at the flat rate of 30%. The dividends for individual shareholders are subject to withholding at 12.8%.

The coupon will be detached on April 28, 2022.

This dividend will be paid on the date set by the Board of Directors, *i.e.* May 2, 2022.

Compagnie Plastic Omnium SE shares held in treasury on the dividend payment date will be stripped of dividend rights and the related dividends will be credited to retained earnings.

This appropriation will change the amount of shareholders' equity to €1,393,909,185 and that of the reserves to €1,367,692,708.

In accordance with the law, the General Meeting notes that, after deducting dividends not paid on treasury stock, dividends for the last three years were as shown in the table below.

In accordance with the provisions of Article 243 *bis* of the French General Tax Code, the following table summarizes the amount of dividends and other income distributed in respect of the three preceding fiscal years, as well as their eligibility for the 40% tax relief, provided for in Article 158-3-2° of the French General Tax Code, where applicable, for individual shareholders resident in France for tax purposes.

Fiscal year	Number of shares with dividend rights	Dividend per share	Income eligible for the tax relief provided for in Article 158-3-2° of the French General Tax Code		Income not eligible for the tax relief provided for in Article 158-3-2° of the French General Tax Code	
			Dividends	Other income	Dividends	Other income
2018	146,173,826	0.74	108,168,631	-	-	-
2019	145,349,120	0.49	71,221,069	-	-	-
2020	145,484,413	0.49	71,287,362	-	-	-

SHAREHOLDERS' MEETING

Explanatory statement and draft resolutions submitted to the Combined General Meeting of April 21, 2022

THIRD RESOLUTION: APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2021

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors and the Statutory Auditors' report on the consolidated financial statements, approves the consolidated financial statements for the fiscal year ended December 31, 2021 as presented, as well as the transactions reflected in these financial statements or summarized in these reports and which resulted in a net profit (Group share) of €126,372 thousand.

EXPLANATORY STATEMENT

4th resolution: Report of the Statutory Auditors on related-party agreements (i) Record of the absence of new agreements (ii) Old agreements that continued during the fiscal year ended.

The purpose of the fourth resolution is, in accordance with Article L. 225-38 of the French Commercial Code, to record the agreements referred to in the special report of the Statutory Auditors on related-party agreements entered into by Compagnie Plastic Omnium SE. In this respect, we inform you that no regulated agreements or commitments were entered into during the fiscal year ended December 31, 2021. We invite you to take note of this and of the related-party agreements previously entered into by Compagnie Plastic Omnium SE and which continued during the fiscal year ended December 31, 2021.

FOURTH RESOLUTION: REPORT OF THE STATUTORY AUDITORS ON AGREEMENTS AND COMMITMENTS (I) RECORD OF THE ABSENCE OF NEW AGREEMENTS (II) OLD AGREEMENTS THAT CONTINUED DURING THE FISCAL YEAR

The General Meeting of Shareholders, after having read the special report of the Statutory Auditors on related-party agreements and commitments referred to in Article L. 225-38 of the French Commercial Code, notes (i) the absence of new agreements signed during the fiscal year ended December 31, 2021, and (ii) the information mentioned therein regarding the continuation, during the current year, of agreements signed in the course of previous years

EXPLANATORY STATEMENT

5th resolution: Authorization for the Company to buy back its own shares

As the existing authorization expires in October 2022, it is proposed that the General Meeting of Shareholders grant the Board a new authorization for a period of eighteen months.

At the General Meeting of Shareholders of April 22, 2021, the shareholders authorized the Company to buy back its own shares under the following terms and conditions:

Maximum purchase price	€80 per share
Maximum shares that may be held	10% of share capital
Maximum investment in the buyback program	€1,176,977,200

Between April 23, 2021 and February 28, 2022, the Company:

- acquired 1,535,197 shares for a total value of €37,745,761, i.e. a unit value of €24.59, of which 1,135,197 shares under the liquidity contract and 400,000 shares outside this contract;

- sold under the liquidity contract 1,015,894 shares for a total disposal value of €24,818,390, i.e. a unit value of €24.43.

The detailed summary of the transactions carried out and the description of the authorization submitted for your vote are provided in section 3.5.5 of chapter 3 of the Company's 2021 Universal Registration Document.

The authorization to buy back the shares of the Company granted by the General Meeting of Shareholders on April 22, 2021 expires on October 21, 2022.

Share buybacks allow an investment service provider to make a market in the Company's shares under a liquidity contract complying with the Code of Ethics issued by the *Association Française des Marchés Financiers* (AMAFI), and the subsequent cancellation of shares.

Shares can also be repurchased to support external growth transactions, to implement stock option and free share plans for employees or executive corporate officers, to cover securities granting rights to the allocation of the Company's shares within current regulations, or any market practice permitted by the market authorities.

The Board at Directors may not use this authorization during the course of a takeover bid for the Company's shares.

We are seeking to renew this authorization on the following terms:

Maximum purchase price	€80 per share
Maximum shares that may be held	10% of share capital
Maximum investment in the buyback program as of the day of the General Meeting of Shareholders, i.e. April 21, 2022	€1,176,977,200

FIFTH RESOLUTION: AUTHORIZATION TO BE GRANTED TO THE BOARD OF DIRECTORS TO TRANSACT IN THE COMPANY'S SHARES PURSUANT TO THE PROVISIONS OF ARTICLE L. 22-10-62 OF THE FRENCH COMMERCIAL CODE, DURATION OF THE AUTHORIZATION, PURPOSES, TERMS, CEILING

The General Meeting of Shareholders, after having read the report of the Board of Directors, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, authorizes the latter, with the option of subdelegation under the conditions set by law, for a period of eighteen months, in accordance with Articles L. 22-10-62 et seq. of the French Commercial Code, to proceed with the purchase, on one or more occasions that it will decide, of shares of the Company up to the limit of 10% of the number of shares comprising the share capital, if necessary adjusted to take into account any capital increase or decrease that may occur during the duration of the program.

Acquisitions may be made with a view to any use permitted by law, in particular:

- to ensure the promotion of the secondary market or the liquidity of the Compagnie Plastic Omnium share through an investment service provider via a liquidity contract in accordance with the practice accepted by the regulations, it being understood that in this context, for the purposes of calculating the aforementioned limit of 10%, the number of shares held corresponds to the number of shares purchased, less the number of shares resold during the term of the authorization;

- to retain the shares acquired and use them at a later date for exchange or in payment for any external growth transactions, with the understanding that shares purchased for this purpose may not exceed 5% of the Company's capital;
- to cover stock option and/or free share (or similar) plans awarded to Group employees and/or corporate officers and all allocations of shares as part of a company or group savings (or similar) plan, or for purposes of Company profit-sharing and/or any other form of allocation of shares to Group employees and/or corporate officers;
- to cover securities carrying rights to the allocation of the Company's shares within the current regulations;
- to implement any market practice that may be accepted by the AMF, and more generally carrying out any other transaction in accordance with the regulations in force;
- to cancel the acquired shares, if appropriate, subject to the authorization to be granted by this General Meeting of Shareholders pursuant to its twenty-first extraordinary resolution.

Shares may be purchased, sold or transferred using any method, including by purchasing blocks of shares, on the stock market or over the counter. Transactions may be made at any time, except during a public offer period concerning the Company.

The Company does not intend to use options or derivative instruments.

The maximum number of shares that may be purchased by the Company may not exceed 10% of share capital on the date of this decision, *i.e.* a maximum number of 14,712,215 shares as of this date.

The maximum purchase price may not exceed €80 per share. In the event of a transaction affecting capital, in particular stock splits or reverse stock

splits or free share allocations, the aforementioned amount will be adjusted in the same proportion (coefficient of the ratio between the number of shares comprising the equity capital before the transaction and the number of shares after the transaction).

At December 31, 2021, the Company held 2,061,413 treasury shares. If these shares were to be canceled or used, the maximum amount that the Company would be allowed to spend would be €1,176,977,200 for the purchase of 14,712,215 shares.

This authorization takes effect at the end of this General Meeting of Shareholders and is valid for a period of eighteen months from today. It cancels and supersedes the authorization granted by the Combined General Meeting of April 22, 2021 in its fifth resolution for the unused portion.

Unless it takes this action itself, the General Meeting of Shareholders authorizes the Board of Directors to adjust the aforementioned maximum number of shares and maximum purchase price as necessary to take into account the impact on the share price of any change in the par value of the shares or any capital increase by incorporation of reserves and free share allocation issues, any stock split or reverse stock split, any return of capital or any other capital transaction, within the aforementioned limits of 10% of share capital and €1,176,977,200.

The General Meeting of Shareholders grants full powers to the Board of Directors, with the option of subdelegation under the conditions set by law, to use this authorization, to conclude any agreements, carry out any filing and other formalities, notably with the French Financial Markets Authority or any other authority that may replace it, and, more generally, take all necessary, with the option of subdelegation under the conditions set by law, action.

EXPLANATORY STATEMENT

6th and 7th resolutions: Directors' terms of office

1. Composition of the Board of Directors of Compagnie Plastic Omnium SE at December 31, 2021

The directors of Compagnie Plastic Omnium SE are complementary due to their different professional backgrounds, skills and nationalities. They are present, active and involved and have a good knowledge of the Company.

The directors are vigilant and exercise their complete freedom of judgment, which enables them to participate in the decisions and work of the Board and its specialized committees.

Laurent Burelle, aged 72, began his career within the Plastic Omnium Group as a production engineer and assistant to the director of the Langres Plant. In 1977, he was appointed Chief Executive Officer and then Chairman and Chief Executive Officer of Plastic Omnium SA in Valencia, Spain. He was Director of the Environment Division from 1981 to 1988 before becoming Vice-Chairman and Chief Executive Officer of Compagnie Plastic Omnium in 1988 and then Chairman and Chief Executive Officer in 2001, a position he held until December 31, 2019. On this date, the functions of Chairman of the Board of Directors and Chief Executive Officer were separated. Laurent Burelle has been Chairman of the Board of Directors of Compagnie Plastic Omnium SE since January 1, 2020, and Chairman and Chief Executive Officer of Burelle SA since January 1, 2019. He has also been Chairman of the Association Française des Entreprises Privées (AFEP) since 2017. Laurent Burelle is also a founder-director of the Fondation Jacques Chirac.

Laurent Favre, aged 50, spent his career before joining the Plastic Omnium Group in the automotive industry in Germany, where he held various positions of responsibility within leading automotive equipment manufacturers such as ThyssenKrupp (steering systems), ZF (transmissions and steering columns) and Benteler (structural components), where he was Chief Executive Officer of the Automotive Division. Laurent Favre has been Chief Executive Officer of Compagnie Plastic Omnium SE since January 1, 2020.

Félicie Burelle, aged 42, began her career in the Plastic Omnium Group in 2001 as Accounting Manager of a subsidiary of the Auto Exterior Division in Spain (Madrid). In 2005, she moved to the Merger & Acquisitions Department of Ernst & Young Transaction Services. She rejoined Compagnie Plastic Omnium in 2010 and became Head of Strategic Planning and Commercial Coordination of the Auto Exterior Division before being promoted to Strategy and Development Director of Compagnie Plastic Omnium, followed by Chief Operating Officer. Félicie Burelle has been a member of the Burelle SA Board of Directors since 2013. She has been a member of the Board of Directors of Compagnie Plastic Omnium SE since 2017 and Managing Director since January 1, 2020.

Anne Asensio, aged 59, joined Dassault Systèmes in November 2007 as Vice-Chairwoman of Design, in charge of design, innovation and corporate identity. Anne Asensio began her career at Renault (1987) and was notably in charge of the design of the Twingo, Clio and Mégane (Scénic) ranges. She then held several management positions with General Motors, leading the development of a number of concept cars. Anne Asensio has been a member of the Board of Directors of Compagnie Plastic Omnium SE since 2011 and a member of the Compensation Committee.

Anne-Marie Couderc, aged 71, is Chairwoman of the Board of Directors of Air France KLM and Air France. After beginning her professional career in 1973 as an attorney in Paris, Anne-Marie Couderc joined the Hachette Group in 1982 as Deputy Corporate Secretary. She then became the Group's Deputy Chief Executive Officer. A Paris city councilor, then Deputy Mayor and member of Parliament for Paris, she was appointed Secretary of State for Employment in the office of the Prime Minister in 1995, then Minister attached to the Ministry of Labor and Social Affairs with responsibility for Employment until 1997. At the end of 1997, Anne-Marie Couderc was appointed Chief Executive Officer and member of the Editorial Committee of Hachette Filipacchi Medias, and director of several publications. She was Chief Executive Officer of Presstalis in 2010 and then Chairwoman of the Board of Directors until June 2017. Anne-Marie Couderc has been a member of the Board of Directors of Compagnie Plastic Omnium SE since 2010 and chairs the Appointments Committee and the Compensation Committee.

Prof. Dr. Bernd Gottschalk, aged 78, of German nationality, began his career within the Daimler AG Group in the field of finance, going on to become Plant Manager and then Chairman of Mercedes-Benz do Brasil. In 1992, he was appointed to the Executive Committee of the Daimler AG Group, Global Vice-President of the Commercial Vehicles Division. In 1997, Prof. Dr. Bernd Gottschalk was appointed Chairman of the Federation of German Automotive Industry (VDA) and in 2007 created AutoValue GmbH, an automotive consultancy that he has headed since that date. Prof. Dr. Bernd Gottschalk has been a member of the Board of Directors of Compagnie Plastic Omnium SE since 2009.

Vincent Labruyère, aged 71, began his professional career in 1976 at Établissements Bergeaud Mâcon, a subsidiary of Rexnord Inc. USA, manufacturer of equipment for the preparation of materials. In 1981, he took over the management of Imprimerie Perroux, specializing in the production of checkbooks and bank forms, which he diversified by creating its subsidiary DCP Technologies. In 1989, he founded the SPEOS Group, specializing in desktop publishing and electronic archiving of management documents and the manufacture of means of payment, which he sold to the Belgian Post Office. Vincent Labruyère is Chairman of the Supervisory Board of the Labruyère Group, a family group active in the operation of vineyards in France and the United States, commercial real estate and growth capital in France and abroad. Vincent Labruyère has been a member of the Board of Directors of Compagnie Plastic Omnium SE since 2002 and chairs the Audit Committee.

Éliane Lemarié, permanent representative of Burelle SA, aged 76, has devoted her professional career to corporate information and communication. She began her career as a journalist and copy editor in various written press publications as part of the Permanent Assembly of Chambers of Commerce and Industry (APCCI). In 1983, she founded and developed IRMA Communication, a corporate communications consultancy with a client roster of French and international companies listed in Paris, New York and Mumbai, serving as Chairwoman and Chief Executive Officer until 2010. Éliane Lemarié has been a member of the Board of Directors of Compagnie Plastic Omnium SE since 2009 and Burelle SA, of which she is the permanent representative, has been a member of the Board of Directors of Compagnie Plastic Omnium SE since 1987. Éliane Lemarié is also a member of the Appointments Committee.

Paul Henry Lemarié, aged 74, entered the engineering group Sofresid (steel industry, mining, offshore) and joined the Plastic Omnium Group

in 1980 as 3P – High-Performance Plastics Products Division Director. In 1985, he became Chairman of the Automotive Division. In 1987 he was appointed Chief Operating Officer of Compagnie Plastic Omnium, then Chief Executive Officer in 2001 and Managing Director from 2001 to December 31, 2019. He was appointed Chief Executive Officer of Burelle SA in April 1989, then Managing Director from 2011 until December 31, 2020. Paul Henry Lemarié has been Chairman and Chief Executive Officer of Burelle Participations since July 28, 2021. He has been a member of the Board of Directors of Compagnie Plastic Omnium SE since 1987.

Lucie Maurel Aubert, aged 60, began her professional career in 1985 as a business attorney at Gide Loyrette Nouel. She joined the family bank Martin Maurel, where she has been a director since 1999. Appointed Managing Director of Compagnie Financière Martin Maurel in 2007, and then Vice-Chairwoman Managing Director in 2011 and Chief Operating Officer of Banque Martin Maurel in 2013, she has been Vice-Chairwoman of Rothschild Martin Maurel Associés since July 2017. Lucie Maurel Aubert has been a member of the Board of Directors of Compagnie Plastic Omnium SE since 2015 and is a member of the Audit Committee and the Appointments Committee.

Alexandre Mérieux, aged 47, was responsible for marketing in the United States and Europe at Silliker Group Corporation, then Director of Marketing and Business Unit Head until 2004. He has held various operational positions within bioMérieux. Managing Director since 2014 after having headed the Industrial Microbiology unit between 2005 and 2011, and the Microbiology unit between 2011 and 2014. Chairman and Chief Executive Officer of bioMérieux since December 2017, Alexandre Mérieux is also Vice-Chairman of the Institut Mérieux and Chairman of Mérieux Développement. He also chairs the Board of Directors at Mérieux NutriSciences. Alexandre Mérieux has been a member of the Board of Directors of Compagnie Plastic Omnium SE since 2018 and is a member of the Compensation Committee.

Cécile Moutet, aged 48, started her career as a communication consultant in the IRMA Communication agency, where she assumed the responsibility of the Client Division, designed press relations campaigns of various groups and organized public relations events. Between 2006 and 2008, Cécile Moutet was self-employed in Spain as a communication consultant. In 2009 and 2010, Cécile Moutet worked at IRMA Communication, which later became Cap & Cime PR, and coordinated various consulting assignments. She has been a member of the Board of Directors of Compagnie Plastic Omnium SE since 2017.

Amélie Oudéa-Castéra, aged 43, is Chief Executive Officer of the French Tennis Federation. She has been a member of the Board of Directors of Compagnie Plastic Omnium SE since 2014 and a member of the Audit Committee.

Amandine Chaffois, aged 41, is Vice-Chairwoman Value Chain Sustainability of the Plastic Omnium Group. Amandine Chaffois has been a director representing the employees of Compagnie Plastic Omnium SE, appointed by the France Group Works Council since 2019.

Ireneusz Karolak, aged 62, of Polish nationality, is Purchasing Manager at the Lublin site in Poland within the Clean Energy Systems business. Ireneusz Karolak has been a director representing the employees of Compagnie Plastic Omnium SE, appointed by the European Consultation Committee since 2019.

2. Resolutions submitted to the vote of the General Meeting of Shareholders of April 21, 2022

6th resolution: As the term of office of Amélie Oudéa-Castéra expires in 2022, the renewal of her term of office for a period of three years is submitted to the General Meeting of Shareholders.

Amélie Oudéa-Castéra began her career as a high-level sportswoman. After resuming her studies, she attended the Ecole Nationale d'Administration, graduating in 2004 to become an Auditor at the Court of Auditors and then referendum advisor. In 2008, Amélie Oudéa-Castéra joined the AXA Group, working for the Group CFO. In 2010, she was appointed Director of Strategic Planning, then Director of Marketing, Brand and Services at AXA France in 2011. After having extended her responsibilities to digital, she was appointed Director of Marketing and Digital for the entire AXA Group in 2016. After joining the Carrefour Board of Directors in June 2018, Amélie Oudéa-Castéra was Executive Director of E-commerce, Data and Digital Transformation from 2018 to 2021. Since March 2021, Amélie Oudéa-Castéra has been Chief Executive Officer of the French Tennis Federation.

Amélie Oudéa-Castéra brings to the Board her managerial and operational experience acquired throughout her career, as well as her skills in the fields of finance and digital and innovation techniques. Amélie Oudéa-Castéra is also very involved in the work of the Audit Committee, of which she is a member. Over the eight years of her tenure as a director, Amélie Oudéa-Castéra's attendance record is

83% for meetings of the Board of Directors and 100% for committees of which she is or has been a member.

7th resolution: the General Meeting of Shareholders is asked to appoint as Director Martina Buchhauser, in addition to the members currently in office, for the statutory term of three years.

Martina Buchhauser, 55, of German nationality, would bring to the Board her industrial experience in the international automotive industry and in the field of sustainable development and energy transformation, as well as proven financial expertise.

Martina Buchhauser graduated with a Bachelor of Science in Business Management and a Master in Management Sciences from Stanford University (United States). She began her career at General Motors in the US in 1985, followed by Opel AG in Germany, where she was Global Purchasing Director. From 2007 to 2012, she was Vice-Chairwoman Purchasing of MAN Camions et Bus and then joined the BMW Group in 2012, where she was responsible for vehicle interiors and electronics. In 2017, she became Senior Vice President, member of the Executive Committee of Volvo Car Corporation (Geely Group) in Sweden, in charge of purchasing.

In 2021, she became Senior Advisor for H&Z Management Consulting in Germany. She is an independent director and member of the Audit Committee of Gränges AB in Sweden and of Sono Group NV in Germany, where she is also a member of the Governance and Appointments Committee.

3. Composition of the Board of Directors following the General Meeting of Shareholders of April 21, 2022

If the General Meeting of Shareholders votes in favor of the proposed renewal and appointment, the terms of office of the 16 directors of Compagnie Plastic Omnium SE will be as follows:

	Independence	End of current term of office	Specialized committees		
			Audit Committee	Appointments and CSR Committee	Compensation Committee
Laurent Burelle		2024			
Laurent Favre		2024			
Félicie Burelle		2023			
Anne Asensio	✓	2023			■
Anne-Marie Couderc	✓	2024		■	■
Prof. Dr. Bernd Gottschalk		2024			
Vincent Labruyère		2023	■		
Paul Henry Lemarié		2024			
Éliane Lemarié, permanent representative of Burelle SA		2024		■	
Lucie Maurel Aubert	✓	2024	■	■	
Alexandre Mérieux	✓	2024			■
Cécile Moutet		2023			
Amélie Oudéa-Castéra	✓	2025	■		
Martina Buchhauser	✓	2025			
Amandine Chaffois		2022			
Ireneusz Karolak		2022			

✓ Independence within the meaning of the AFEP-MEDEF Code criteria.

■ Chairman of the Committee ■ Member of the Committee.

SHAREHOLDERS' MEETING

Explanatory statement and draft resolutions submitted to the Combined General Meeting of April 21, 2022

SIXTH RESOLUTION: RENEWAL OF THE TERM OF OFFICE AS DIRECTOR OF MS. AMÉLIE OUDÉA-CASTÉRA

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors, renews Ms. Amélie Oudéa-Castéra's term as a director for a three-year period. Her term of office will expire at the close of the General Meeting of Shareholders to be held in 2025 to approve the 2024 financial statements.

Ms. Amélie Oudéa-Castéra has indicated that she would accept the renewal of the duties entrusted to her and that she is not subject to any measure likely to prevent her from performing such duties.

SEVENTH RESOLUTION: APPOINTMENT OF A NEW DIRECTOR (MS. MARTINA BUCHHAUSER)

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors, resolves to appoint Ms. Martina Buchhauser as a Director, in addition to the members currently in office, for a term of three years, expiring at the end of the General Meeting of Shareholders to be called in 2025 to approve the financial statements for fiscal year 2024.

Ms. Martina Buchhauser has indicated that she would accept the duties entrusted to her and that she is not subject to any measure likely to prevent her from performing such duties.

EXPLANATORY STATEMENT

8th, 9th, 10th and 11th resolutions: terms of office of the Principal and Alternate Statutory Auditors

The terms of office of the Principal Statutory Auditors of Ernst & Young et Autres, on the one hand, and Mazars, on the other, expire in 2022. The General Meeting of Shareholders is asked to:

- renew the term of office as Principal Statutory Auditors of Ernst & Young et Autres for a period of six fiscal years, *i.e.* until the General Meeting of Shareholders in 2028, called to approve the financial statements for fiscal year 2027;
- record the non-renewal of the term of office of Mazars and the appointment, as a replacement, of PricewaterhouseCoopers Audit as Principal Statutory Auditors for a period of six fiscal years, *i.e.* until the General Meeting of Shareholders in 2028, called to approve the financial statements for fiscal year 2027.

As law no.2016-1691 of December 9, 2016, removed the obligation to appoint an Alternate Statutory Auditor when the Principal Statutory Auditor is not a natural person or a single-person company, the General Meeting of Shareholders is asked to record the non-renewal and non-replacement of the terms of office of the Company's Alternate Statutory Auditors, namely, Mr. Gilles Rainaut and Auditex.

EIGHTH RESOLUTION: RENEWAL OF THE TERM OF OFFICE OF ERNST & YOUNG ET AUTRES AS PRINCIPAL STATUTORY AUDITORS

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having recorded the expiry of the term of office of Ernst & Young et Autres, Principal Statutory Auditors, and having read the report of the Board of Directors, resolves to renew its term of office for a period of six fiscal years, *i.e.* until the close of the General Meeting of Shareholders called in 2028 to approve the financial statements for the fiscal year ending December 31, 2027;

NINTH RESOLUTION: APPOINTMENT OF PRICEWATERHOUSECOOPERS TO REPLACE MAZARS AS PRINCIPAL STATUTORY AUDITORS

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having recorded the expiry of the term of office of Mazars, Principal Statutory Auditors, and having read the report of the Board of Directors, appoints as Principal Statutory Auditors for a period of six fiscal years, PricewaterhouseCoopers Audit, whose registered office is at 63 rue de Villiers 92200 Neuilly-sur-Seine, France and which is registered with the Nanterre Trade and Companies Register under number 672 006 483. The term of office of PricewaterhouseCoopers Audit will expire at the close of the General Meeting of Shareholders called in 2028 to approve the financial statements for the fiscal year ending December 31, 2027.

TENTH RESOLUTION: NON-RENEWAL AND NON-REPLACEMENT OF MR. GILLES RAINAUT AS ALTERNATE STATUTORY AUDITOR

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having recorded the expiry of the term of office of Mr. Gilles Rainaut, Alternate Statutory Auditor, and having read the report of the Board of Directors, resolves not to renew the term of office of Mr. Gilles Rainaut and not to replace him, in accordance with the provisions of Article L. 823-1 paragraph 2 of the French Commercial Code.

ELEVENTH RESOLUTION: NON-RENEWAL AND NON-REPLACEMENT OF AUDITEX AS ALTERNATE STATUTORY AUDITOR

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having recorded the expiry of the term of office of Auditex, Alternate Statutory Auditors, and having read the report of the Board of Directors, resolves not to renew the term of office of Auditex and not to replace it, in accordance with the provisions of Article L. 823-1 paragraph 2 of the French Commercial Code.

EXPLANATORY STATEMENT**12th, 13th, 14th, 15th, 16th, 17th, 18th and 19th resolutions: Compensation of the Company's corporate officers****The General Meeting of Shareholders is asked to vote on the compensation policy for the corporate officers of Compagnie Plastic Omnium SE (ex ante vote)**

In the 12th to 15th resolutions, the General Meeting of Shareholders is asked to approve, in accordance with the provisions of Article L. 22-10-8, II of the French Commercial Code, the compensation policies for Compagnie Plastic Omnium SE's corporate officers. These policies would apply from the 2022 fiscal year until the General Meeting of Shareholders decides on a new compensation policy.

The texts of these compensation policies drawn up by the Board of Directors appear in section 3.2.2 of the 2021 Universal Registration Document.

The shareholders are asked to approve, separately:

- in the vote on the 12th resolution, the compensation policy for the Chairman of the Board of Directors of Compagnie Plastic Omnium SE, drawn up by the Board of Directors on the recommendation of the Compensation Committee and as set out in section 3.2.2.2 of the 2021 Universal Registration Document;
- in the vote on the 13th resolution, the compensation policy for the Chief Executive Officer of Compagnie Plastic Omnium SE, drawn up by the Board of Directors on the recommendation of the Compensation Committee and as set out in section 3.2.2.2 of the 2021 Universal Registration Document;
- in the vote on the 14th resolution, the compensation policy for the Managing Director of Compagnie Plastic Omnium SE, drawn up by the Board of Directors on the recommendation of the Compensation Committee and as set out in section 3.2.2.2 of the 2021 Universal Registration Document;

- in the vote on the 15th resolution, the compensation policy for the directors of Compagnie Plastic Omnium SE, drawn up by the Board of Directors on the recommendation of the Compensation Committee and as set out in section 3.2.2.1 of the 2021 Universal Registration Document.

The General Meeting of Shareholder is called upon to approve the compensation of Compagnie Plastic Omnium SE's corporate officers for fiscal year 2021 (ex post vote)

Each year, the General Meeting of Shareholder must vote on the compensation awarded or paid to the Company's corporate officers during the fiscal year.

This so-called "ex post" vote concerns:

- all corporate officers of Compagnie Plastic Omnium SE, namely the directors including the Chairman of the Board of Directors, the Chief Executive Officer and the Managing Director. The shareholders are thus asked to approve, by voting on the 16th resolution, the compensation for the 2021 fiscal year of each of the aforementioned corporate officers, as required by Article L. 22-10-9, I of the French Commercial Code. This information is provided in section 3.2.1.1 of the 2021 Universal Registration Document;
- and the Company's executive corporate officers. The shareholders are asked to approve, by voting on the 17th, 18th and 19th resolutions, the fixed and variable components of the total compensation and benefits of any kind paid during fiscal year 2021 or allocated during this fiscal year to Laurent Burelle, Chairman of the Board of Directors (17th resolution), Laurent Favre, Chief Executive Officer (18th resolution) and Félicie Burelle, Managing Director (19th resolution), pursuant to the provisions of Article L. 22-10-34, II of the French Commercial Code. This information is presented in paragraph 3.2.1.2 of the 2021 Universal Registration Document and summarized in the tables below:

SUMMARY TABLE OF THE COMPONENTS OF COMPENSATION PAID OR AWARDED IN RESPECT OF THE 2021 FISCAL YEAR TO LAURENT BURELLE, CHAIRMAN OF THE BOARD OF DIRECTORS

Components of compensation	Amounts paid in fiscal year 2021	Amounts granted with respect to fiscal year 2021	Comments
Fixed compensation	€950,000	€950,000	The annual fixed compensation of Laurent Burelle amounts to €950,000 from January 1, 2021.
Annual variable compensation	€0	€0	Laurent Burelle does not receive any annual variable compensation.
Multi-year variable compensation	€0	€0	Laurent Burelle does not receive any multi-year variable compensation.
Exceptional compensation	€0	€0	Laurent Burelle does not receive any exceptional compensation.
Director's compensation	€57,254	€57,254	Laurent Burelle received compensation of €57,254 as a director.
Grant of stock options, performance shares or other long-term compensation	€0	€0	Laurent Burelle does not receive any stock options, performance shares or other long-term compensation.
Joining or severance compensation	€0	€0	Laurent Burelle does not receive any compensation for taking up or leaving office.
Supplementary pension plans	€0	€0	In addition to the pension rights in the mandatory plan, Laurent Burelle benefits from the supplementary pension plan provided by Burelle SA (Compagnie Plastic Omnium SE's parent company).
Benefits in kind	€0	€0	N/A

SUMMARY TABLE OF THE COMPONENTS OF COMPENSATION PAID OR AWARDED IN RESPECT OF THE 2021 FISCAL YEAR TO LAURENT FAVRE, CHIEF EXECUTIVE OFFICER

Components of compensation	Amounts paid in fiscal year 2021	Amounts granted with respect to fiscal year 2021	Comments
Fixed compensation	€900,760	€900,760	The annual fixed compensation of Laurent Favre amounts to €900,760 from January 1, 2021.
Annual variable compensation	€783,000 (compensation awarded for fiscal year 2020)	€1,200,000	<p>During the meeting of February 17, 2022, the Board of Directors, on the recommendation of the Compensation Committee, determined and set the amount of the variable compensation (quantifiable and qualitative parts) of Laurent Favre with respect to fiscal year 2021 at €1,200,000. The Board of Directors, on the recommendation of the Compensation Committee, decided to define the methods for calculating the variable compensation as follows:</p> <ul style="list-style-type: none"> ● weighting of 60% for the quantifiable part and 40% for the qualitative part; ● variable part target for 2021 (in the event of the achievement of the objectives set by the Board of Directors) set at €1,000,000. <p>In application of these methods and the achievement of the criteria used to calculate the variable portion, the amount of the variable portion for 2021 was determined as follows:</p> <p>For the quantifiable part (60%), the parameters used are, for one-third, the change in the operating margin compared to budget, for one-third, the achievement of a level of net profit (loss) - Group share, and for one third, the achievement of a level of free cash-flow compared to the targets set by the Board of Directors (i.e. 20% of the total for each criterion).</p> <p>For the qualitative part (40%), the parameters used were as follows: for half of the qualitative criteria, performance in executing strategy, including the implementation of the project to reduce structural costs, the rollout of the hydrogen strategy, development of the business, and the innovation strategy; and for the other half of the qualitative criteria, corporate social responsibility, including the definition of a carbon neutrality strategy, the compliance policy, safety and diversity within the Plastic Omnium Group (i.e. 20% of the total for each criterion).</p> <p>At its meeting of February 17, 2022, the Board of Directors, on the recommendation of the Compensation Committee:</p> <ul style="list-style-type: none"> ● noted that the achievement rate of the quantifiable criteria was 100%, broken down as follows: operating margin: 100%, free cash-flow: 100%, net profit (loss) attributable to owners of the parent company: 100%; ● decided that the achievement rate for the qualitative criteria significantly exceeded the expectations and targets. <p>Overall rate of achievement of the determination criteria: 120%. The variable portion for 2021 thus amounts to €1,200,000 and will only be paid to Laurent Favre subject to the favorable vote of shareholders at the General Meeting of Shareholders of April 21, 2022.</p>
Multi-year variable compensation	None	None	Laurent Favre does not receive any multi-year compensation.
Joining or severance compensation	None	None	Laurent Favre does not receive any compensation for taking up or leaving office.
Director's compensation	€44,054	€44,054	Laurent Favre received compensation of €44,054 in respect of his directorship for fiscal year 2021.

Components of compensation	Amounts paid in fiscal year 2021	Amounts granted with respect to fiscal year 2021	Comments
Exceptional compensation	None	None	Laurent Favre does not receive any exceptional compensation.
Grant of stock options, performance shares or other long-term compensation	None	Valuation: €827,036	<p>The Board of Directors decided during fiscal year 2021 to implement a Free Share Allocation Plan under the authorization granted by the General Meeting of Shareholders of April 26, 2018.. The vesting of these shares is subject to the fulfillment of performance conditions which will be noted at the end of a vesting period of four years from the grant date. The number of shares definitively acquired would depend for 25% on the level of free cash-flow, 25% on the ROCE, 25% on the average rate of growth in consolidated revenue and 25% on the percentage of women and the rollout of actions to reduce the carbon footprint.</p> <p>The first full year taken into account for the assessment of the performance conditions for this grant will be 2021. The Board of Directors defined a threshold for each of these criteria, below which no shares will be vested with respect to each of these criteria. These thresholds are not publicly disclosed for confidentiality reasons. In accordance with the provisions of the AFEP-MEDEF Code, the Board of Directors' meeting of February 17, 2021, on the recommendation of the Compensation Committee, decided that Laurent Favre would receive a performance share award capped at €900,000 gross with respect to 2021 (value calculated on the award date).</p>
Supplementary pension plans	0	€34,200	In addition to the pension rights of the mandatory plan Laurent Favre benefits from Compagnie Plastic Omnium SE's new pension plan with certain rights.
Benefits in kind	Valuation: €12,726	Valuation: €12,726	Laurent Favre has a company car with the benefit estimated at €12,726. Laurent Favre benefits from supplementary social protection schemes, in particular the welfare and health insurance scheme for Group employees in accordance with the decision of the Board of Directors of September 24, 2019.

SUMMARY TABLE OF THE COMPONENTS OF COMPENSATION PAID OR AWARDED IN RESPECT OF THE 2021 FISCAL YEAR TO FÉLICIE BURELLE, MANAGING DIRECTOR

Components of compensation	Amounts paid in fiscal year 2021	Amounts granted with respect to fiscal year 2021	Comments
Fixed compensation	€500,760	€500,760	The annual fixed compensation of Félicie Burelle amounts to €500,760 from January 1, 2021.
Annual variable compensation	€250,000 (variable compensation awarded for fiscal year 2020)	€600,000	<p>During the meeting of February 17, 2022, the Board of Directors, on the recommendation of the Compensation Committee, determined and set the amount of the variable compensation (quantifiable and qualitative parts) Félicie Burelle with respect to fiscal year 2021 at €600,000. The Board of Directors, on the recommendation of the Compensation Committee, had decided to define the methods for calculating the variable compensation as follows:</p> <ul style="list-style-type: none"> • weighting of 60% for the quantifiable part and 40% for the qualitative part, • variable part target for 2021 (in the event of the achievement of the objectives set by the Board of Directors) set €500,000; <p>In application of these methods and the achievement of the criteria used to calculate the variable portion, the amount of the variable portion for 2021 was determined as follows:</p> <p>For the quantifiable part (60%), the parameters used are, for one-third, the change in the operating margin compared to budget, for one-third, the achievement of a level of net profit (loss) - Group share, and for one third, the achievement of a level of free cash-flow compared to the targets set by the Board of Directors (i.e. 20% of the total for each criterion).</p> <p>For the qualitative part (40%), the parameters used were as follows: for half of the qualitative criteria, performance in executing strategy, including the implementation of the project to reduce structural costs, the rollout of the hydrogen strategy, development of the business, and the innovation strategy; and for the other half of the qualitative criteria, corporate social responsibility, including the definition of a carbon neutrality strategy, the compliance policy, safety and diversity within the Plastic Omnium Group (i.e. 20% of the total for each criterion).</p> <p>At its meeting of February 17, 2022, the Board of Directors, on the recommendation of the Compensation Committee:</p> <ul style="list-style-type: none"> • noted that the achievement rate of the quantifiable criteria was 100%, broken down as follows: operating margin: 100%, free cash-flow: 100%, net profit (loss) attributable to owners of the parent company: 100%; • decided that the achievement rate for the qualitative criteria significantly exceeded the expectations and targets. <p>Overall rate of achievement of the determination criteria: 120%. The variable portion for 2021 thus amounts to €600,000 and will only be paid to Félicie Burelle subject to the favorable vote of shareholders at the General Meeting of Shareholders of April 21, 2022</p>
Multi-year variable compensation	None	None	Félicie Burelle does not receive any multi-year compensation.
Joining or severance compensation	None	None	Félicie Burelle does not receive any compensation for taking up or leaving office.
Director's compensation	€44,054	€44,054	Félicie Burelle received compensation of €44,054 in respect of her directorship for fiscal year 2021.

Components of compensation	Amounts paid in fiscal year 2021	Amounts granted with respect to fiscal year 2021	Comments
Exceptional compensation	None	None	Félicie Burelle does not receive any exceptional compensation.
Grant of stock options, performance shares or other long-term compensation	None	Valuation: €459,480	The Board of Directors decided during fiscal year 2021 to implement a Free Share Allocation Plan under the authorization granted by the General Meeting of Shareholders of April 26, 2018. The vesting of these shares is subject to the fulfillment of performance conditions which will be noted at the end of a vesting period of four years from the grant date. The number of shares definitively acquired would depend for 25% on the level of free cash-flow, 25% on the ROCE, 25% on the average rate of growth in consolidated revenue and 25% on the percentage of women and the rollout of actions to reduce the carbon footprint. The first full year taken into account for the assessment of the performance conditions for this grant will be 2021. The Board of Directors defined a threshold for each of these criteria, below which no shares will be vested with respect to each of these criteria. These thresholds are not publicly disclosed for confidentiality reasons. In accordance with the provisions of the AFEP-MEDEF Code, the Board of Directors' meeting of February 17, 2021, on the recommendation of the Compensation Committee, decided that Félicie Burelle would receive a performance share award capped at €500,000 gross with respect to 2021 (value calculated on the award date).
Supplementary pension plans	0	€19,000	In addition to the plan's pension rights, Félicie Burelle benefits from the Compagnie Plastic Omnium SE supplementary defined-benefit pension plan and the new defined-benefit plan with certain rights.
Benefits in kind	Valuation: €11,814	Valuation: €11,814	Félicie Burelle has a company car. Félicie Burelle benefits from supplementary social protection schemes, in particular the welfare and health insurance scheme for Group employees in accordance with the decision of the Board of Directors of September 24, 2019.

TWELFTH RESOLUTION: APPROVAL OF THE COMPENSATION POLICY FOR THE CHAIRMAN OF THE BOARD OF DIRECTORS FOR FISCAL YEAR 2022, IN ACCORDANCE WITH ARTICLE L. 22-10-8 II OF THE FRENCH COMMERCIAL CODE

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors on corporate governance, approves, in accordance with Articles L. 22-10-8 II and R. 225-29-1 of the French Commercial Code, the compensation policy for the Chairman of the Board of Directors for fiscal year 2022, as described in section 3.2.2 of the Company's 2021 Universal Registration Document.

THIRTEENTH RESOLUTION: APPROVAL OF THE COMPENSATION POLICY FOR THE CHIEF EXECUTIVE OFFICER FOR FISCAL YEAR 2022, IN ACCORDANCE WITH ARTICLE L. 22-10-8 II OF THE FRENCH COMMERCIAL CODE

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors on corporate governance, approves, in accordance with Articles L. 22-10-8 II and R. 225-29-1 of the French Commercial Code, the compensation policy for the Chief Executive Officer for fiscal year 2022 as described in section 3.2.2 of the Company's 2021 Universal Registration Document.

SHAREHOLDERS' MEETING

Explanatory statement and draft resolutions submitted to the Combined General Meeting of April 21, 2022

FOURTEENTH RESOLUTION: APPROVAL OF THE COMPENSATION POLICY FOR THE MANAGING DIRECTOR FOR FISCAL YEAR 2022, IN ACCORDANCE WITH ARTICLE L. 22-10-8 II OF THE FRENCH COMMERCIAL CODE

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors on corporate governance, approves, in accordance with Articles L. 22-10-8 II and R. 225-29-1 of the French Commercial Code, the compensation policy for the Managing Director for fiscal year 2022, as described in section 3.2.2 of the Company's 2021 Universal Registration Document.

FIFTEENTH RESOLUTION: APPROVAL OF THE COMPENSATION POLICY FOR DIRECTORS FOR FISCAL YEAR 2022 IN ACCORDANCE WITH ARTICLE L. 22-10-8 II OF THE FRENCH COMMERCIAL CODE

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors on corporate governance, approves, in accordance with Articles L. 22-10-8 II and R. 225-29-1 of the French Commercial Code, the compensation policy for the directors in respect of 2022, as described in section 3.2.2 of the Company's 2021 Universal Registration Document.

SIXTEENTH RESOLUTION: APPROVAL OF ALL COMPENSATION PAID OR AWARDED TO CORPORATE OFFICERS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2021 IN ACCORDANCE WITH ARTICLE L. 22-10-34 I OF THE FRENCH COMMERCIAL CODE

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors on corporate governance, approves, in accordance with the provisions of Article L. 22-10-34 I of the French Commercial Code, the information referred to in Article L. 22-10-9 I of the French Commercial Code relating to compensation paid or awarded to corporate officers during the fiscal year ended December 31, 2021, as described in section 3.2.1 of the Company's 2021 Universal Registration Document.

SEVENTEENTH RESOLUTION: APPROVAL OF THE COMPONENTS OF COMPENSATION PAID OR AWARDED FOR THE FISCAL YEAR ENDED DECEMBER 31, 2021 TO MR. LAURENT BURELLE, CHAIRMAN OF THE BOARD OF DIRECTORS

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors on corporate governance, approves, in accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, the components of fixed, variable and exceptional compensation comprising the total compensation and benefits of any kind paid or awarded to Mr. Laurent Burelle as Chairman of the Board of Directors in respect of the fiscal year ended December 31, 2021, as described in section 3.2.1 of the Company's 2021 Universal Registration Document.

EIGHTEENTH RESOLUTION: APPROVAL OF THE COMPONENTS OF COMPENSATION PAID OR AWARDED FOR THE FISCAL YEAR ENDED DECEMBER 31, 2021 TO MR. LAURENT FAVRE, CHIEF EXECUTIVE OFFICER

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors on corporate governance, approves, in accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, the components of fixed, variable and exceptional compensation comprising the total compensation and benefits of any kind paid or awarded to Mr. Laurent Favre as Chief Executive Officer in respect of the fiscal year ended December 31, 2021, as described in section 3.2.1 of the Company's 2021 Universal Registration Document.

NINETEENTH RESOLUTION: APPROVAL OF THE COMPONENTS OF COMPENSATION PAID OR AWARDED FOR THE FISCAL YEAR ENDED DECEMBER 31, 2021 TO MS. FÉLICIE BURELLE, MANAGING DIRECTOR

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after having read the report of the Board of Directors on corporate governance, approves, in accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, the components of fixed, variable and exceptional compensation comprising the total compensation and benefits of any kind paid or awarded to Ms. Félicie Burelle as Managing Director in respect of the fiscal year ended December 31, 2021, as described in section 3.2.1 of the Company's 2021 Universal Registration Document.

EXPLANATORY STATEMENT

20th resolution: Compensation allocated to members of the Board of Directors and the Censor

The 20th resolution proposes that the General Meeting of Shareholders increase the amount of compensation allocated to members of the Board of Directors and the Censor to €900,000 from the 2022 fiscal year.

TWENTIETH RESOLUTION: SETTING THE AMOUNT OF COMPENSATION ALLOCATED TO THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CENSOR

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, resolves to change the total amount of annual compensation to be allocated to the Board of Directors and the Censor from €790,000 to €900,000.

This decision applies from the current fiscal year and until a new amount is set.

EXTRAORDINARY BUSINESS

EXPLANATORY STATEMENT

21st resolution: Authorization to be given to the Board of Directors to cancel the shares bought back by the Company

The authorization given to the Board of Directors in 2020 to cancel shares acquired by the Company under Article L. 22-10-62 of the French Commercial Code is due to expire. It is thus proposed that the General Meeting of Shareholders grant the Board a new authorization allowing it to cancel shares, within the legal limits, *i.e.* 10% of the existing share capital on the day of the cancellation, by periods of twenty-four months. This authorization would be granted for a period of twenty-six months from the date of this General Meeting and would cancel, from this date, for any unused portion, any previous authorization.

EXPLANATORY STATEMENT

22nd and 23rd resolutions: Authorizations to be given to the Board of Directors to grant stock options or to allocate free existing shares and/or shares to be issued to employees and/or certain corporate officers of the Company

It is proposed that the General Meeting of Shareholders renew the authorizations to grant existing stock options and/or to grant free shares to the Group's employees and to certain of its executive corporate officers. Under these authorizations,

- the number of stock options that could be granted may not represent more than 0.5% of the share capital on the date of the decision of the Board of Directors with a sub-ceiling of 0.25% for the number of options granted to executive corporate officers;
- the number of free shares that could be allocated may not represent more than 0.2% of the share capital on the date of the decision of the Board of Directors, with a sub-ceiling of 0.1% for the number of free shares allocated to executive corporate officers.

These ceilings of 0.5% and 0.2% and these sub-ceilings of 0.25% and 0.1% are cumulative between the free share awards and the stock options granted.

Terms and conditions for granting existing stock options (22nd resolution): the purchase price of the shares by the beneficiaries will be set by the Board of Directors in accordance with the provisions of Articles L. 22-10-56 and L. 225-179 of the French Commercial Code. This subscription price would be equal to the average price for

TWENTY-FIRST RESOLUTION: AUTHORIZATION TO BE GIVEN TO THE BOARD OF DIRECTORS TO CANCEL THE SHARES BOUGHT BACK BY THE COMPANY PURSUANT TO ARTICLE L. 22-10-62 OF THE FRENCH COMMERCIAL CODE, DURATION OF THE AUTHORIZATION, CEILING

The General Meeting of Shareholders, having read the report of the Board of Directors and the report of the Statutory Auditors:

1. grants the Board of Directors authorization to cancel at its own discretion, with the option to subdelegate under the conditions set by law, on one or more occasions, the shares that the Company holds or may hold as a result of purchases made pursuant to Article L. 22-10-62 of the French Commercial Code, up to the limit of 10% of the share capital as measured on the date the cancellation is decided, after deducting any shares canceled during the previous 24 months, and to reduce the share capital accordingly pursuant to the applicable legal and regulatory provisions;
2. sets at twenty-six months as of this General Meeting of Shareholders the validity period of this authorization, which cancels and replaces any prior authorization with the same purpose;
3. fully empowers the Board of Directors, with the option to sub-delegate under the conditions set by law, to conduct the transactions necessary for such cancellations and the corresponding reductions of share capital, to amend the Company bylaws accordingly, and to carry out all necessary formalities.

the twenty trading sessions preceding the day on which the options would be granted, without the right to use the legal discount, and could not be less than 80% of the average purchase price of shares held by the Company under Articles L. 22-10-61 and L. 22-10-62 of the French Commercial Code. The Board of Directors, on the basis of the recommendations of the Compensation Committee, have full powers to, in particular, approve the list of beneficiaries of the options and decide the number of shares that each may acquire, as well as the vesting conditions of the shares. This authorization would be granted for a period of thirty-eight months from the date of this General Meeting of Shareholders and would have the effect of canceling any previous delegation with the same purpose as from the same date.

Terms and conditions for the allocation of free shares (23rd resolution): if the General Meeting of Shareholders approves this resolution, any allocations of free shares will be decided on the basis of the proposals of the Senior Executives, as examined by the Compensation Committee. The Board of Directors will determine the identity of the beneficiaries, the number of shares allocated to each one as well as, where applicable, the award criteria for these shares. It could use this authorization on one or more occasions. In accordance with Article L. 225-197-4 of the French Commercial Code, a special report will be prepared to inform the General Meeting of Shareholders of the transactions carried out pursuant to this authorization. The renewal of this authorization would cover a period of thirty-eight months from the date of this General Meeting of Shareholders, thereby canceling the authorization previously granted by the General Meeting of Shareholders of April 22, 2021.

SHAREHOLDERS' MEETING

Explanatory statement and draft resolutions submitted to the Combined General Meeting of April 21, 2022

TWENTY-SECOND RESOLUTION: AUTHORIZATION TO BE GIVEN TO THE BOARD OF DIRECTORS TO GRANT STOCK OPTIONS TO EMPLOYEES AND/OR CERTAIN CORPORATE OFFICERS OF THE COMPANY OR RELATED COMPANIES, DURATION OF THE AUTHORIZATION, CEILING, EXERCISE PRICE, MAXIMUM OPTION TERM

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings, acknowledging the report of the Board of Directors and the Statutory Auditors' special report:

1. authorizes the Board of Directors, with the option of subdelegation under the conditions set by law, within the framework of the provisions of Articles L. 22-10-49, L. 225-177, L. 22-10-56 to L. 22-10-58 of the French Commercial Code, to grant, in one or more installments, to the beneficiaries indicated below, options giving the right to purchase existing shares of the Company; the existing shares underlying the options that may be awarded under this resolution must be acquired by the Company, as part of the share buyback program authorized by the fifth ordinary resolution adopted by this meeting in accordance with Article L. 22-10-62 of the French Commercial Code or any share buyback program applicable before or after the adoption of this resolution;
2. sets the period of validity of this authorization at thirty-eight months from the date of this General Meeting of Shareholders;
3. resolves that the beneficiaries of these options may only be:
 - the employees or some of them, or certain categories of employees, of Compagnie Plastic Omnium SE and, where applicable, of companies or economic interest groups linked to it under the terms of Article L. 225-180 of the French Commercial Code,
 - or corporate officers who meet the conditions set by Article L. 22-10-57 of the French Commercial Code;
4. the total number of options that may be granted by the Board of Directors under this authorization may not give the right to purchase a number of shares greater than 0.5% of share capital existing on the date of this General Meeting of Shareholders, it being specified that the total number of shares that may be freely awarded by the Board of Directors under the following authorization will be deducted from this ceiling; The total number of options that may be granted to the Company's executive corporate officers may not give the right to subscribe or purchase a number of shares greater than 0.25% of the share capital on the date of this Meeting within this limit;
5. resolves that the purchase price of the existing shares will be determined by the Board of Directors, in accordance with the provisions of Articles L. 22-10-56 and L. 225-179 of the French Commercial Code and without discount;
6. resolves that no options may be granted:
 - within ten trading days preceding and following the date on which the consolidated financial statements are made public,
 - within the period between the date on which the Company's corporate bodies become aware of any information which, if made public, could have a significant impact on the price of the Company's shares, and the date after ten trading sessions when this information was made public,
 - less than twenty trading sessions after the ex-dividend date or a capital increase;
7. resolves that the period during which the options must be exercised may not exceed 10 years from their grant;
8. notes that the decision of the General Meeting of Shareholders entails the waiver by shareholders, in favor of the beneficiaries of the options, of their preferential subscription rights to the shares that will be issued as and when the share subscription options are exercised;
9. delegates full powers to the Board of Directors, with the option of sub-delegation, to set the other terms and conditions for the award of options and their exercise and in particular to:
 - set the conditions under which the options will be granted and draw up the list or categories of beneficiaries as provided for above, determine, where applicable, the length of service conditions to be met by these beneficiaries, decide on the conditions under which the price and the number of shares must be adjusted, in particular in the cases provided for in Articles R. 225-137 to R. 225-142 of the French Commercial Code,
 - take into account, in determining the characteristics of each plan, the legal constraints, and notably tax constraints, applicable according to the jurisdiction in which the beneficiaries are located, in particular, concerning the United States, Article 422 of the Federal Tax Code;
 - set the exercise period for the options thus granted, it being specified that the term of the options may not exceed a period of ten years from their award date,
 - provide for the ability to temporarily suspend the exercise of options for a maximum period of three months in the event of financial transactions involving the exercise of a right attached to the shares;
10. acknowledges that this authorization supersedes any previous authorization with the same purpose.

TWENTY-THIRD RESOLUTION: AUTHORIZATION TO BE GIVEN TO THE BOARD OF DIRECTORS TO FREELY AWARD EXISTING AND/OR TO BE ISSUED SHARES TO EMPLOYEES AND/OR CERTAIN CORPORATE OFFICERS OF THE COMPANY OR RELATED COMPANIES, DURATION OF THE AUTHORIZATION, CEILING, DURATION OF THE VESTING PERIODS, PARTICULARLY IN THE EVENT OF DISABILITY AND RETENTION

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings, after having reviewed the report of the Board of Directors and the special report of the Statutory Auditors:

1. authorizes the Board of Directors, with the option to subdelegate under the conditions set by law, to proceed, on one or more occasions, in accordance with Articles L. 22-10-49, L. 22-10-59, L. 225-197-2 and L. 22-10-60 of the French Commercial Code, with the allocation of existing and/or to be issued ordinary shares in favor of:
 - employees of the Company or of companies directly or indirectly related to it within the meaning of Article L. 225-197-2 of the French Commercial Code,
 - and/or corporate officers who meet the conditions set by Article L. 22-10-59 of the French Commercial Code;
2. the total number of free shares thus awarded may not exceed 0.2% of the share capital existing on the date of this Meeting, it being specified that the total number of shares to which the options that may be granted by the Board of Directors under the foregoing authorization would give right will be deducted from this ceiling. The total number of free shares that may be awarded to executive corporate officers of the Company may not exceed 0.1% of the share capital on the date of this Meeting within this limit;

3. the vesting of free shares, including for executive corporate officers, will be expressly subject, pursuant to this authorization, to compliance with a presence condition and the achievement of one or more specific performance conditions determined by the Board of Directors at the time of the decision to award them.
4. notes that the decision of the General Meeting of Shareholders entails the waiver by shareholders, in favor of the beneficiaries of the free shares, of their preferential subscription rights to the shares that will be thus issued;
5. resolves that the Board of Directors will set, in accordance with the law, at the time of each award decision, (i) the vesting period, at the end of which the shares will vest, it being understood that the vesting period may not be less than one year from the award date of the shares, and (ii) the required holding period for the Company's shares by the beneficiaries, which shall run from the vesting date of the shares. The holding period may not be less than one year and that, in the event that the vesting period is greater than or equal to two years, the holding period may be canceled by the Board of Directors;
6. as an exception, vesting will take place before the end of the vesting period in the event of disability of the beneficiary corresponding to the classification in the second and third categories provided for in Article L. 341-4 of the French Social Security Code;
7. the existing shares that may be awarded under this resolution must be acquired by the Company, as part of the share buyback program authorized by the fifth ordinary resolution adopted by this General Meeting of Shareholders in accordance with Article L. 22-10-62 of the French Commercial Code or any share buyback program applicable before or after the adoption of this resolution;
8. delegates full powers to the Board of Directors, with the option of subdelegation under the conditions set by law, for the purpose of:
 - setting the conditions and, where applicable, the criteria for the award of shares;
 - determining the identity of the beneficiaries and the number of shares awarded to each of them;
 - determining the impact on the rights of the beneficiaries of transactions that modify the share capital or that are likely to affect the value of the shares granted and carried out during the vesting and holding periods and, accordingly, modify or adjust, if necessary, the number of shares granted to preserve the rights of beneficiaries;
 - determining, within the limits set by this resolution, the length of the vesting period and, where applicable, the holding period of the free shares awarded;
 - where applicable:
 - acquiring the shares required under the share buyback program and allocate them to the performance share plan,
 - taking all necessary measures to ensure compliance with the holding requirements of beneficiaries,
 - and, in general, doing whatever the implementation of this authorization requires, within the framework of the legislation in force.
9. sets the period of validity of this authorization at thirty-eight months from the date of this General Meeting of Shareholders;
10. acknowledges that this authorization supersedes any previous authorization with the same purpose.

EXPLANATORY STATEMENT

24th resolution: Delegation of authority granting the Board of Directors powers to increase the share capital by issuing ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, with preferential subscription rights

The General Meeting of Shareholders is asked to delegate to the Board of Directors its authority to increase the share capital by issuing ordinary shares or investment securities giving access to the capital with preferential subscription rights. This delegation of authority to the Board of Directors enables it to have the flexibility, if needed, to carry out share issues that are best adapted to the market.

This delegation of authority concerns issues, with preferential subscription rights, of ordinary shares and/or equity securities giving access to other equity or other debt securities and/or securities giving access to the equity shares to be issued by the Company for a consideration or free of charge, pursuant to Article L. 228-91 *et seq.* of the French Commercial Code.

It would be renewed for another twenty-six month period as of this General Meeting of Shareholders and, as such, cancels and replaces all previous delegations of authority with the same purpose.

In the event of an issue of investment securities giving future access to new shares, the decision of the General Meeting of Shareholders would waive shareholders' rights to subscribe to any shares that might be obtained from the securities initially issued.

This authorization would be renewed for a maximum nominal amount of capital increases likely to be carried out immediately or in the future under this delegation of six million euros, (i.e., based on the current nominal value of the Company's shares of €0.06, 100 million shares) it being specified that this amount would be included in the nominal amount of capital increases that may be realized by virtue of the twenty-fifth to twenty-ninth resolutions.

To this ceiling shall be added, if necessary, the nominal amount of additional shares that may be issued in the event of any new financial transactions, to preserve, as required by law, any contractual stipulations providing for other adjustments in order to protect the rights of holders of stock options and/or securities giving access to the share capital.

This delegation of authority would also cover the authorization to issue, under the conditions specified above, investment securities giving access to debt securities for a maximum nominal amount of two billion euros, it being specified that this amount would be included in the nominal amount of debt securities that may be issued pursuant to the twenty-fifth to twenty-ninth resolutions.

On these bases, the Board of Directors would be authorized to proceed with these issues, on one or more occasions, in the best interests of the Company and its shareholders, and could, in accordance with the law, establish a subscription right for shareholders on a reducible basis.

The Board of Directors would be authorized to issue warrants of Company shares by subscription offer as well as the free allocation of new shares to owners of old ones.

In addition, the Board of Directors would have the power to charge all share issue costs incurred pursuant to this resolution to the amounts of the corresponding capital increase premiums, and to deduct from these premiums the sums necessary to constitute the legal reserve.

TWENTY-FOURTH RESOLUTION: DELEGATION OF AUTHORITY GRANTING THE BOARD OF DIRECTORS POWERS TO ISSUE ORDINARY SHARES AND/OR EQUITY SECURITIES GIVING ACCESS TO OTHER EQUITY SECURITIES, OR GRANTING ENTITLEMENT TO THE ALLOCATION OF DEBT SECURITIES AND/OR INVESTMENT SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED BY THE COMPANY, WITH PREFERENTIAL SUBSCRIPTION RIGHTS, THE DURATION OF THE DELEGATION, THE MAXIMUM NOMINAL AMOUNT OF THE CAPITAL INCREASE AND ABILITY TO LIMIT THE INCREASE TO THE AMOUNT OF SUBSCRIPTIONS, DISTRIBUTE OR LAUNCH A PUBLIC OFFER FOR UNSUBSCRIBED SHARES

The General Meeting of Shareholders, after having read the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with the French Commercial Code, particularly Articles L. 225-129-2, L. 22-10-49, L. 228-91, L. 228-92 and L. 225-132 et seq.:

1. confers all powers to the Board of Directors, including that of sub-delegation under the conditions fixed by law, to issue, on one or more occasions and in the quantities and at the times it deems appropriate, either in euros, a foreign currency or any other account unit established on the basis of a series of currencies, with preferential subscription rights, ordinary shares and/or equity shares giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company;
2. sets the limits of issue amounts authorized in the event that the Board of Directors uses this delegation of authority, as follows:
 - the total amount of capital increases that may be realized, immediately or in the future, pursuant to this delegation is limited to a nominal amount of six million euros (i.e., based on the current nominal value of the Company's shares of €0.06, 100 million shares) or the equivalent value of this amount on the date the issue is decided upon in the event of an issue in another currency or in an account unit established on the basis of a series of currencies, it being specified that this amount would be included in the nominal amount of the capital increases that could be carried out pursuant to the twenty-fifth to twenty-ninth resolutions, subject to their adoption by the General Meeting,
 - to this ceiling shall be added, if necessary, the nominal amount of additional shares that may be issued in the event of any new financial transactions, in order to preserve, as required by law, any contractual stipulations providing for other adjustments in order to protect the rights of holders of stock options and/or investment securities giving access to the share capital,
 - the total amount of debt securities of the Company that could result from this delegation will be limited to a nominal amount of two billion euros or the equivalent of this amount on the date the issue is decided upon for the foreign currency equivalent, it being specified that this amount would be included in the nominal amount of the debt securities that could be issued pursuant to the twenty-fifth to twenty-ninth resolutions of this General Meeting, subject to their adoption by the General Meeting;
3. sets the period of validity of this delegation at twenty-six months from the date of this General Meeting and notes that this delegation supersedes as of this date any previous delegation with the same purpose;
4. in the event that the Board of Directors uses this delegation:
 - decides that shareholders may exercise their preferential subscription rights under the conditions provided for by law; in addition, the Board of Directors may introduce a reducible subscription right for shareholders which they could exercise in proportion to their subscription rights and within the limit of their requests,
 - decides that, if irreducible and, where applicable, reducible subscriptions do not absorb the entire ordinary share or security issue as defined above, the Board of Directors may use, in the order it considers appropriate, each or only some of the options provided for in Article L. 225-134 of the French Commercial Code,
 - notes that, when necessary, this delegation of authority automatically waives, in favor of holders of investment securities giving future access to Company shares that may be issued pursuant to this resolution, the shareholders preferential subscription rights to the shares to which these securities would give entitlement;
5. resolves that the amount paid or due to the Company for each of the shares issued under this delegation shall be at least equal to the nominal value of the share on the date of issue of said shares;
6. confers all powers to the Board of Directors, including that of sub-delegation under the conditions fixed by law, to implement this delegation of authority and, in particular to determine the conditions concerning the conditions of the issue, its subscription and settlement, to report the completion of any resulting capital increases carried out and to amend the bylaws accordingly, and to:
 - concerning the preferential subscription rights attached to treasury shares, resolve not to take into account these shares when determining the preferential subscription rights attached to the other shares, distribute the preferential subscription rights attached to the treasury shares among the shareholders on a pro-rata basis according to the rights held, or to sell them on the stock market;
 - set, if necessary, the conditions applied to exercising the rights attached to ordinary shares or securities giving access to the share capital, or debt securities to be issued and determines the terms for the exercise of rights (rights to conversion, exchange or redemption as the case may be, including delivery of Company assets such as securities already issued by the Company),
 - decide, in the event of an issue of debt securities, including investment securities giving entitlement to the allocation of debt securities pursuant to Article L. 228-91 of the French Commercial Code, whether these be subordinated or not (and, where relevant, their level of subordination in accordance with the provisions of Article L. 228-97 of the French Commercial Code) and to determine their interest rate (fixed or variable rate of interest, zero coupon or indexed), and the terms and the conditions under which such securities could give access to the share capital of the Company,
 - on the Board's sole initiative, charge all capital increase costs to the corresponding issuance premiums, and deduct from these premiums the sums necessary to raise the legal reserve to one-tenth of the new capital after each capital increase,

- set and make all adjustments destined to take account of the impact of transactions involving the capital of the Company, in particular in the event of a change in the par value of the share, an increase in the share capital by incorporation of reserves, the allocation of free shares, a stock split or a reverse stock split, the distribution of reserves or of any other assets, the redemption of capital or any other transaction affecting shareholders' equity, and to set the terms under which all rights of holders of securities giving access to share capital will be preserved and modify the bylaws accordingly,
- and, in general, enter into any agreement, in particular, to successfully complete the proposed issues of shares or securities, take all measures and decisions and carry out all formalities appropriate for the issue, listing and financial servicing of the shares or securities issued pursuant to this delegation of authority and the exercise of the rights attached thereto or resulting from the increases in share capital carried out.

EXPLANATORY STATEMENT

25th resolution: Delegation of authority granting the Board of Directors powers to increase the share capital by issuing ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights

The twenty-fifth resolution would confer powers on the Board of Directors to issue, without preferential subscription rights, on one or more occasions, ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company by way of a public offering, excluding offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, for a maximum nominal amount of six million euros, (i.e., based on the current nominal value of the Company's shares of €0.06, 100 million shares) it being specified that this amount would be included in the nominal amount of capital increases that could be carried out pursuant to the twenty-fourth and twenty-sixth to twenty-ninth resolutions.

To this ceiling shall be added, if necessary, the nominal amount of additional shares that may be issued in the event of any new financial transactions, to preserve, as required by law, any contractual stipulations providing for other adjustments in order to protect the rights of holders of stock options and/or investment securities giving access to the share capital.

This resolution would also enable the Board of Directors to issue, under the conditions specified above, securities giving access to debt securities for a maximum nominal amount of two billion euros, it being specified that this amount would be included in the nominal amount of debt securities that may be issued pursuant to the twenty-fourth, twenty-sixth to twenty-ninth resolutions.

In accordance with the same conditions as those provided for pursuant to the twenty-sixth resolution and subject to the following:

- the issue price of the shares issued directly will be at least equal to the minimum provided for by applicable regulatory provisions on the day of the issue, i.e. the weighted average of the last

three trading days on the Euronext Paris market prior to the date the price is determined, minus the 10% discount permitted by law, after adjusting the average, if applicable, to take account of the difference between the vesting dates, it being specified that in the case of share warrant issues, the amount received by the Company upon subscription will be taken into account in the calculation;

- the issue price of the investment securities giving access to the capital shall be such that the sum received immediately by the Company, plus, where applicable, the amount likely to be received subsequently by the Company for each share issued as a result of the issuance of these investment securities, be at least equal to the subscription price minimum defined above;
- in addition, the conversion, redemption and more generally the transformation of convertible bonds, reimbursable or otherwise transformable into shares, will take into account the par value of said bond in the form of a number of shares such that the amount received by the Company for each share is at least equal to the minimum subscription price for each share issued.

On the basis of these elements, the Board of Directors would have the power to determine the issue price of securities and, where applicable, the terms of payment of the debt securities, in the best interests of the Company and the shareholders and taking account of all the parameters involved.

The Board of Directors would have the power to charge all share issue costs incurred pursuant to this resolution to the amounts of the corresponding capital increase premiums, and to deduct from these premiums the sums necessary to constitute the legal reserve.

Pursuant to Article L. 22-10-51 5th paragraph of the French Commercial Code, the Board of Directors may grant shareholders, for a specific period of time and subject to conditions determined by the Board in compliance with applicable legal and regulatory provisions, and for all or part of any issue, a priority subscription right which does not constitute a negotiable right and must be exercised in proportion to the quantity of shares owned by each shareholder.

The decision of the General Meeting of Shareholders would automatically waive shareholders' rights to subscribe to any shares that might be obtained from the investment securities giving access to the Company's share capital.

In the event of an issue of securities carried out for the purpose of remunerating shares tendered in the context of a public exchange offer, the Board of Directors would have, within the limits set out above, the necessary powers to draw up the list of securities to be tendered for the exchange and determine the issue conditions, the exchange parity and, if applicable, the amount of the cash payment to be paid, and the terms of the issue.

This delegation would be valid for a period of twenty-six months as of this General Meeting of Shareholders and, as such, cancels and replaces all previous delegations of authority with the same purpose.

TWENTY-FIFTH RESOLUTION: DELEGATION OF AUTHORITY GRANTING THE BOARD OF DIRECTORS POWERS TO ISSUE ORDINARY SHARES AND/OR EQUITY SECURITIES GIVING ACCESS TO OTHER EQUITY SECURITIES OR GRANTING ENTITLEMENT TO THE ALLOCATION OF DEBT SECURITIES AND/OR INVESTMENT SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED BY THE COMPANY, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, BY WAY OF A PUBLIC OFFER, EXCLUDING THE OFFERS REFERRED TO IN 1° OF ARTICLE L. 411-2 OF THE FRENCH MONETARY AND FINANCIAL CODE, THE DURATION OF THE DELEGATION, THE MAXIMUM NOMINAL AMOUNT OF THE CAPITAL INCREASE, THE ISSUE PRICE, AND THE ABILITY TO LIMIT THE INCREASE TO THE AMOUNT OF SUBSCRIPTIONS

The General Meeting of Shareholders, after having read the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with provisions of the French Commercial Code, particularly Articles L. 225-129-2, L. 22-10-49, L. 22-10-52, L. 22-10-54 and L. 228-92:

1. confers all powers to the Board of Directors, including that of sub-delegation under the conditions fixed by law, to issue, on one or more occasions and in the quantities and at the times it deems appropriate, either in euros, or a foreign currency or any other account unit established on the basis of a series of currencies, without preferential subscription rights, by way of a public offer excluding offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, ordinary shares and/or debt securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, for which the subscription may be effected by offset against liquid and payable receivables; public offerings made pursuant to this resolution, may be associated, in the context of one issue or several issues carried out simultaneously, with the offerings mentioned in 1° of Article L. 411-2 of the French Monetary and Financial Code and decided in accordance with the twenty-sixth resolution submitted to this General Meeting of Shareholders;
2. sets the limits of issue amounts authorized in the event that the Board of Directors uses this delegation of authority, as follows:
 - the total amount of capital increases that may be realized, immediately or in the future, pursuant to this delegation is limited to a nominal amount of six million euros (i.e., based on the current nominal value of the Company's shares of €0.06, 100 million shares) or the equivalent value of this amount on the date the issue is decided upon in the event of an issue in another currency or in an account unit established on the basis of a series of currencies, it being specified that this amount would be included in the nominal amount of the capital increases that could be carried out pursuant to the twenty-fourth and twenty-sixth to twenty-ninth resolutions, subject to their adoption by the General Meeting,
 - to this ceiling shall be added, if necessary, the nominal amount of additional shares that may be issued in the event of any new financial transactions, in order to preserve, as required by law, any contractual stipulations providing for other adjustments in order to protect the rights of holders of stock options and/or investment securities giving access to the share capital,
 - the total amount of debt securities of the Company that could result from this delegation will be limited to a nominal amount of two billion euros or the equivalent of this amount on the date the issue is decided upon for the foreign currency equivalent, it being specified that this amount would be included in the nominal amount of the debt securities that could be issued pursuant to the twenty-fourth and twenty-sixth to twenty-ninth resolutions of this General Meeting, subject to their adoption by the General Meeting;
3. sets the period of validity of this delegation at twenty-six months from the date of this General Meeting and notes that this delegation supersedes as of this date any previous delegation with the same purpose;
4. decides to waive shareholders' preferential subscription rights to the securities covered by this resolution, while allowing the Board of Directors', under the terms of Article L. 22-10-51, paragraph 5 of the French Commercial Code, to use the option to grant to the shareholders, for a certain period of time and on terms to be determined by the Board of Directors in compliance with the applicable law and regulations and, for some or all of the issue carried out, a priority subscription period which does not constitute a negotiable right. It must be exercised in proportion to the quantity of shares owned by each shareholder and may be supplemented by a reducible subscription right;
5. decides that, if irreducible and, where applicable, reducible subscriptions do not absorb the entire issue of shares or securities as defined above, the Board of Directors limit the amount of the operation to the amount of subscriptions received;
6. notes that, when necessary, this delegation of authority automatically waives in favor of holders of investment securities giving future access to Company shares that may be issued pursuant to this resolution, the shareholders preferential subscription rights related to shares to which these securities would give entitlement;
7. decides that, in accordance with Article L. 22-10-52 of the French Commercial Code:
 - the issue price of shares shall be at least equal to the minimum authorized price as defined by law in force at the time this delegation is used,
 - the issue price of the investment securities giving access to the capital shall be such that the sum received immediately by the Company, plus, where applicable, the amount likely to be received subsequently by the Company for each share issued as a result of the issuance of these securities, shall be at least equal to the subscription price minimum defined in the preceding paragraph,
 - the conversion, redemption and more generally the transformation into shares of each investment security giving access to the capital shall take into account the nominal value of said securities which shall be such as to ensure that the amount of shares issued would enable the Company to receive a per-share value at least equal to the minimum subscription price as defined for the issue of shares in the same resolution;
8. confers all powers to the Board of Directors, including that of sub-delegation under the conditions fixed by law, to implement this delegation of authority and, in particular to determine the conditions concerning the issue, its subscription and settlement, to report the completion of any resulting capital increases carried out and to amend the bylaws accordingly, and to:
 - set, if necessary, the conditions applied to exercising the rights attached to ordinary shares or investment securities giving access to the share capital, or debt securities to be issued and determine the terms for the exercise of rights (rights to conversion, exchange or redemption as the case may be, including delivery of Company assets such as securities already issued by the Company),
 - decide, in the event of an issue of debt securities, including investment securities giving entitlement to the allocation of debt securities referred to in Article L. 228-91 of the French Commercial Code, whether these be subordinated or not (and, where relevant, their level of subordination in accordance with the provisions of Article L. 228-97 of the French Commercial Code) and determine their interest rate (fixed or variable rate of interest, zero coupon or indexed as the case maybe), their term and the conditions under

which such securities could give access to the capital of the Company or companies in which it directly or indirectly owns more than half of the capital,

- on the Board's sole initiative, charge all capital increase costs to the corresponding issuance premiums, and deduct from these premiums the sums necessary to raise the legal reserve to one-tenth of the new capital after each capital increase,
- set and make all adjustments destined to take account of the impact of transactions involving the capital of the Company, in particular in the event of a change in the par value of the share, an increase in the share capital by incorporation of reserves, the allocation of free shares, a stock split or a reverse stock split, the

distribution of reserves or of any other assets, the redemption of capital or any other transaction affecting shareholders' equity, and to set the terms under which all rights of holders of securities giving access to share capital will be preserved and modify the bylaws accordingly,

- and, in general, enter into any agreement, in particular, to successfully complete the proposed issues of shares or securities, take all measures and decisions and carry out all formalities appropriate for the issue, listing and financial servicing of the shares or securities issued pursuant to this delegation of authority and the exercise of the rights attached thereto or resulting from the increases in share capital carried out.

EXPLANATORY STATEMENT

26th resolution: Delegation of authority granting the Board of Directors powers to increase the share capital by the issue of ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights, by way of an offer referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code

The twenty-sixth resolution would confer powers on the Board of Directors to issue, without preferential subscription rights, on one or more occasions, ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company by way of a public offering referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, for a maximum nominal amount of two million euros, (i.e., based on the current nominal value of the Company's shares of €0.06, 33,333,333 shares) it being specified that this amount would be included in the nominal amount of capital increases that could be carried out under the twenty-fourth, twenty-fifth and twenty-seventh to twenty-ninth resolutions.

To this ceiling shall be added, if necessary, the nominal amount of additional shares that may be issued in the event of any new financial transactions, to preserve, as required by law, any contractual stipulations providing for other adjustments in order to protect the rights of holders of stock options and/or investment securities giving access to the share capital.

This resolution would also enable the Board of Directors to issue, under the conditions specified above, investment securities giving access to debt securities for a maximum nominal amount of seven hundred and fifty million euros, it being specified that this amount would be included in the nominal amount of debt securities that could be issued pursuant to the twenty-fourth, twenty-fifth and twenty-seventh to twenty-ninth resolutions and under the same terms applied to security issues that may be carried out pursuant to the twenty-fifth resolution, subject to the following:

- the issue price of the shares issued directly will be at least equal to the minimum provided for by applicable regulatory provisions on the day of the issue, i.e. the weighted average of the last three trading days on the Euronext Paris market prior to the date the price is determined, minus the 10% discount permitted by law, after adjusting the average, if applicable, to take account of the difference between the vesting dates, it being specified that in the case of share warrant issues, the amount received by the Company upon subscription will be taken into account in the calculation;
- the issue price of the investment securities giving access to the capital shall be such that the sum received immediately by the Company, plus, where applicable, the amount likely to be received subsequently by the Company for each share issued as a result of the issuance of these investment securities, be at least equal to the subscription price minimum defined above;
- in addition, the conversion, redemption and more generally the transformation of convertible bonds, reimbursable or otherwise transformable into shares, will take into account the par value of said bond in the form of a number of shares such that the amount received by the Company for each share is at least equal to the minimum subscription price for each share issued.

On the basis of these elements, the Board of Directors would have the power to determine the issue price of securities and, where applicable, the terms of payment of the debt securities, in the best interests of the Company and the shareholders and taking account of all the parameters involved.

The Board of Directors would have the power to charge all share issue costs incurred pursuant to this resolution to the amounts of the corresponding capital increase premiums, and to deduct from these premiums the sums necessary to constitute the legal reserve.

The decision of the General Meeting of Shareholders would automatically waive shareholders' rights to subscribe to any shares that might be obtained from the investment securities giving access to the Company's share capital.

This delegation would be valid for a period of twenty-six months as of this General Meeting of Shareholders and, as such, cancel and replace all previous delegations of authority with the same purpose.

TWENTY-SIXTH RESOLUTION: DELEGATION OF AUTHORITY GRANTING THE BOARD OF DIRECTORS POWERS TO ISSUE ORDINARY SHARES AND/OR EQUITY SECURITIES GIVING ACCESS TO OTHER EQUITY SECURITIES OR GRANTING ENTITLEMENT TO THE ALLOCATION OF DEBT SECURITIES AND/OR INVESTMENT SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED BY THE COMPANY, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, BY WAY OF A PUBLIC OFFER REFERRED TO IN 1° OF ARTICLE L. 411-2 OF THE FRENCH MONETARY AND FINANCIAL CODE, THE DURATION OF THE DELEGATION, THE MAXIMUM NOMINAL AMOUNT OF THE CAPITAL INCREASE, THE ISSUE PRICE, AND THE ABILITY TO LIMIT THE INCREASE TO THE AMOUNT OF SUBSCRIPTIONS

The General Meeting of Shareholders, after having read the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with provisions of the French Commercial Code, particularly Articles L. 225-129-2, L. 22-10-52 and L. 228-92:

1. confers all powers to the Board of Directors, including that of sub-delegation under the conditions fixed by law, to issue, on one or more occasions and in the quantities and at the times it deems appropriate, by way of an offering as referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, either in euros, a foreign currency or any other account unit established on the basis of a series of currencies, without preferential subscription rights, ordinary shares and/or equity shares, giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, for which the subscription may be effected by offset against liquid and payable receivables; offers covered by 1° of Article L. 411-2 of the French Monetary and Financial Code and decided pursuant to this resolution may be associated, in the context of one issue or several issues carried out simultaneously, with the public offerings decided pursuant to the twenty-fifth resolution submitted to this General Meeting of Shareholders;
2. sets the limits of issue amounts authorized in the event that the Board of Directors uses this delegation of authority, as follows:
 - the total nominal amount of capital increases that may be realized pursuant to this delegation is limited to a nominal amount of two million euros (i.e., based on the current nominal value of the Company's shares of €0.06, 33,333,333 shares) or the equivalent value of this amount on the date the issue is decided upon in the event of an issue in another currency or in an account unit established on the basis of a series of currencies, it being specified that this amount would be included in the nominal amount of the capital increases that could be carried out pursuant to the twenty-fourth, twenty-fifth and twenty-seventh to twenty-ninth resolutions, subject to their adoption by the General Meeting,
 - to this ceiling shall be added, if necessary, the nominal amount of additional shares that may be issued in the event of any new

financial transactions, in order to preserve, as required by law, any contractual stipulations providing for other adjustments in order to protect the rights of holders of stock options and/or investment securities giving access to the share capital,

- the total amount of debt securities of the Company that could result from this delegation would be limited to a nominal amount of seven hundred and fifty million euros or the equivalent of this amount on the date the issue is decided upon for the foreign currency equivalent, it being specified that this amount would be included in the nominal amount of the debt securities that could be issued pursuant to twenty-fourth, twenty-fifth and twenty-seventh to twenty-ninth resolutions of this General Meeting, subject to their adoption by the General Meeting.
- Moreover, in accordance with the provisions set forth in Article L. 22-10-52 of the French Commercial Code, all issues of equity securities will be capped at 20% of equity capital per 12-month period, and assessed at the date of issue;
3. sets the period of validity of this delegation at twenty-six months from the date of this General Meeting and notes that this delegation supersedes as of this date any previous delegation with the same purpose;
 4. decides to waive preferential subscription rights of shareholders within the context of this resolution;
 5. notes that, when necessary, this delegation of authority automatically waives in favor of holders of investment securities giving future access to Company shares that may be issued pursuant to this resolution, the shareholders' preferential subscription rights to shares to which these securities would give entitlement;
 6. decides that, in accordance with Article L. 22-10-52 of the French Commercial Code:
 - the issue price of shares shall be at least equal to the minimum authorized price as defined by law in force at the time this delegation is used
 - the issue price of the investment securities giving access to the capital shall be such that the sum received immediately by the Company, plus, where applicable, the amount likely to be received subsequently by the Company for each share issued as a result of the issuance of these securities, shall be at least equal to the subscription price minimum defined in the preceding paragraph,
 - the conversion, redemption and more generally the transformation into shares of each investment security giving access to the capital shall take into account the nominal value of said securities which shall be such as to ensure that the amount of shares issued would enable the Company to receive a per-share value at least equal to the minimum subscription price as defined for the issue of shares in the same resolution;

7. resolves that, if the subscriptions have not absorbed the entire issue of investment securities, the Board of Directors may limit the amount of the transaction to the amount of subscriptions received;
8. confers all powers to the Board of Directors, including that of sub-delegation under the conditions fixed by law, to implement this delegation of authority and, in particular to determine the conditions concerning the conditions of the issue, its subscription and settlement, to report the completion of any resulting capital increases carried out and to amend the bylaws accordingly, and to:
 - set, if necessary, the conditions applied to exercising the rights attached to ordinary shares or investment securities giving access to the share capital, or debt securities to be issued and determines the terms for the exercise of rights (rights to conversion, exchange or redemption as the case may be, including delivery of Company assets such as securities already issued by the Company),
 - decide, in the event of an issue of debt securities, including investment securities giving entitlement to the allocation of debt securities pursuant to Article L. 228-91 of the French Commercial Code, whether these be subordinated or not (and, where relevant, their level of subordination in accordance with the provisions of Article L. 228-97 of the French Commercial Code) and determine their interest rate (fixed or variable rate of interest, zero coupon or indexed), and the terms and the conditions under which such securities could give access to the share capital of the Company,
 - on the Board's sole initiative, charge all capital increase costs to the corresponding issuance premiums, and deduct from these premiums the sums necessary to raise the legal reserve to one-tenth of the new capital after each capital increase,
 - set and make all adjustments destined to take account of the impact of transactions involving the capital of the Company, in particular in the event of a change in the par value of the share, an in the share capital by incorporation of reserves, the allocation of free shares, a stock split or a reverse stock split, the distribution of reserves or of any other assets, the redemption of capital or any other transaction affecting shareholders' equity, and to set the terms under which all rights of holders of investment securities giving access to share capital will be preserved and modify the bylaws accordingly,
 - and, in general, enter into any agreement, in particular, to successfully complete the proposed issues of shares or securities, take all measures and decisions and carry out all formalities appropriate for the issue, listing and financial servicing of the shares or securities issued pursuant to this delegation of authority and the exercise of the rights attached thereto or resulting from the increases in share capital carried out.

EXPLANATORY STATEMENT

27th resolution: Delegation of authority granted to the Board of Directors to increase the share capital pursuant to the twenty-fourth to twenty-sixth resolutions, up to a limit of 15% of the initial issue, with maintenance or cancelation of preferential subscription rights

As permitted by law, the twenty-seventh resolution would enable the Board of Directors to decide, in the context of capital increases with or without preferential subscription rights carried out under the twenty-fourth, twenty-fifth and twenty-sixth resolutions, to increase the number of securities to be issued at the same price as in the initial issue, within the time and limits provided for by the applicable regulations.

This option would enable the Board of Directors to increase the number of shares to be issued by a maximum of 15% within 30 days of the end of the subscription period, at the same price, while remaining within the same limits of the nominal amount provided for in the twenty-fourth, twenty-fifth and twenty-sixth resolutions.

This new authorization would be valid for a period of twenty-six months as of this General Meeting and cancels and replaces all previous delegations of authority with the same purpose.

TWENTY-SEVENTH RESOLUTION: DELEGATION OF AUTHORITY GRANTING THE BOARD OF DIRECTORS POWERS TO INCREASE THE NUMBER OF SHARES TO BE ISSUED, WHEN A SHARE ISSUE IS CARRIED OUT, WITH OR WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, UNDER THE TWENTY-FOURTH THROUGH TWENTY-SIXTH RESOLUTIONS, UP TO A MAXIMUM OF 15% OF THE INITIAL ISSUE

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings of Shareholders, after having read the report of the Board of Directors and the Statutory Auditors' report, and pursuant to the provisions of Article L. 225-135-1 of the French Commercial Code:

1. decides that the Board of Directors, with the option to subdelegate under the conditions set by law, may increase by a maximum of 15% the number of securities to be issued under issues decided pursuant to the twenty-fourth, twenty-fifth and twenty-sixth resolutions, at the same price as that of the initial issue as provided in Articles L. 225-135-1 et R. 225-118 of the French Commercial Code, within the same time-frame and subject to the same limitations provided for by applicable regulations at the date of the issuance (currently, within thirty days of the subscription closure date) and within the limits provided for in the resolution pursuant to which the issue was decided;
2. sets the period of validity of this delegation at twenty-six months from the date of this General Meeting and notes that this delegation supersedes as of this date any previous delegation with the same purpose.

EXPLANATORY STATEMENT**28th resolution: Delegation of authority granting the Board of Directors powers to increase the share capital to remunerate contributions in kind granted to the Company of equity securities or investment securities giving access to the capital of third-party companies**

The General Meeting of Shareholders is asked to grant a delegation of authority to the Board of Directors to enable it to increase the Company's share capital in order to remunerate contributions in kind granted to the Company and consisting of equity securities or investment securities giving access to the capital of third parties, other than during a public exchange offer, to carry out any external growth transactions.

The Board will approve the Report of the Contribution Auditor(s) relating in particular to the value of the contributions, if this is necessary.

The amount of the capital increase(s) that may be carried out in this respect would be limited to a maximum nominal amount of two million euros and would be deducted from the overall ceiling on capital increases.

This resolution would also allow the Board of Directors to issue, under the conditions specified above, investment securities giving access to debt securities for a maximum nominal amount of seven hundred and fifty million euros, it being specified that the nominal amount of debt securities that may be issued pursuant to the twenty-fourth to twenty-seventh and twenty-ninth resolutions would be deducted from this amount, subject to the specificities set out below:

- the issue price of the shares issued directly will be at least equal to the minimum provided for by applicable regulatory provisions on the day of the issue, i.e. the weighted average of the last three trading days on the Euronext Paris market prior to the date the price is determined, minus the 10% discount permitted by law, after adjusting the average, if applicable, to take account of the difference between the vesting dates, it being specified that in the case of share warrant issues, the amount received by the Company upon subscription will be taken into account in the calculation;

- the issue price of the securities giving access to the capital shall be such that the sum received immediately by the Company, plus, where applicable, the amount likely to be received subsequently by the Company for each share issued as a result of the issuance of these securities, be at least equal to the subscription price minimum defined above;
- in addition, the conversion, redemption and more generally the transformation of convertible bonds, reimbursable or otherwise transformable into shares, will take into account the par value of said bond in the form of a number of shares such that the amount received by the Company for each share is at least equal to the minimum subscription price for each share issued.

On the basis of these elements, the Board of Directors would have the power to determine the issue price of securities and, where applicable, the terms of payment of the debt securities, in the best interests of the Company and the shareholders and taking account of all the parameters involved.

If subscriptions, including those of shareholders if applicable, do not absorb the entire issue, the Board of Directors would be authorized, in the order it determines, (i) to limit the issue to the amount of the subscriptions on the condition that, in the case of ordinary share or security issues where the main security is a share, such amount is equal to at least three-quarters of the initial amount of the issue, and (ii) to freely distribute all or part of the unsubscribed securities.

The Board of Directors would have the power to charge all share issue costs incurred pursuant to this resolution to the amounts of the corresponding capital increase premiums, and to deduct from these premiums the sums necessary to constitute the legal reserve.

The decision of the Shareholders' Meeting would automatically waive shareholders' rights to subscribe to any shares that might be obtained from the securities giving access to the Company's share capital.

This delegation would be valid for a period of twenty-six months as of this Shareholders' Meeting and, as such, cancel and replace all previous delegations of authority with the same purpose.

TWENTY-EIGHTH RESOLUTION: DELEGATION OF AUTHORITY GRANTING THE BOARD OF DIRECTORS POWERS TO ISSUE, WITH CANCELATION OF PREFERENTIAL SUBSCRIPTION RIGHTS, ORDINARY SHARES AND/OR EQUITY SECURITIES GIVING ACCESS TO OTHER EQUITY SECURITIES, OR GRANTING ENTITLEMENT TO THE ALLOCATION OF DEBT SECURITIES AND/OR INVESTMENT SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED BY THE COMPANY, AS CONSIDERATION FOR CONTRIBUTIONS IN KIND CONSISTING OF EQUITY SECURITIES OR INVESTMENT SECURITIES GIVING ACCESS TO THE SHARE CAPITAL, THE DURATION OF THE DELEGATION, THE MAXIMUM NOMINAL AMOUNT OF THE CAPITAL INCREASE

The General Meeting of Shareholders, after having read the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with the provisions of the French Commercial Code, particularly Articles L. 225-129-2, L. 225-147, L. 225-147-1, L. 22-10-53 and L. 228-92:

1. delegates to the Board of Directors, with the option of subdelegation under the conditions set by law, its authority to proceed, in one or more installments, in the proportions and at the times it sees fit, either in euros, in foreign currencies or in any other unit of account established by reference to a set of currencies, and with cancellation of shareholders' preferential subscription rights, with the issue of

ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities, and/or investment securities giving access to equity securities to be issued by the Company in order to remunerate contributions in kind granted to the Company and consisting of equity securities or investment securities giving access to the share capital, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable;

2. sets the limits of issue amounts authorized in the event that the Board of Directors uses this delegation of authority, as follows:
 - the total nominal amount of capital increases that may be realized pursuant to this delegation is limited to the nominal amount of two million euros (i.e. based on the current nominal value of the Company's shares of €0.06, 33,333,333 shares) or the equivalent value of this amount on the date the issue is decided upon in the event of an issue in another currency or in an account unit established on the basis of several currencies, it being specified that the nominal amount of the capital increases that could be carried out pursuant to the twenty-fourth to twenty-seventh and twenty-ninth resolutions would be deducted from this amount, subject to their adoption by the meeting,

- to this ceiling shall be added, if necessary, the nominal amount of additional shares that may be issued in the event of any new financial transactions, in order to preserve, as required by law, any contractual stipulations providing for other adjustments in order to protect the rights of holders of stock options and/or securities giving access to the share capital,
- the total amount of debt securities of the Company that could result from this delegation would be limited to a nominal amount of seven hundred and fifty million euros or the equivalent of this amount on the date the issue is decided upon for the foreign currency equivalent, it being specified that the nominal amount of the debt securities that could be issued pursuant to the twenty-fourth to twenty-seventh and twenty-ninth resolutions of this meeting would be deducted from this amount, subject to their adoption by the meeting;

Moreover, in accordance with the provisions set forth in Article L. 22-10-52 of the French Commercial Code, all issues of equity securities will be capped at 10% of equity capital per period of 12 months, assessed at the date of issue;

3. sets the period of validity of this delegation at twenty-six months from the date of this meeting and notes that this delegation supersedes as of this date any previous delegation with the same purpose;
4. decides to waive preferential subscription rights of shareholders within the context of this resolution;
5. notes that, when necessary, this delegation of authority automatically waives, in favor of holders of investment securities giving future access to Company shares that may be issued pursuant to this resolution, the shareholders' preferential subscription rights to shares to which these investment securities would grant entitlement;
6. confers all powers to the Board of Directors, including that of sub-delegation under the conditions fixed by law, to implement this delegation of authority and, in particular to determine the conditions concerning the issue, its subscription and settlement, to report the completion of any resulting capital increases carried out and to amend the bylaws accordingly, and to:
 - determine the list of investment securities contributed, approve or reduce the valuation of the contributions and the granting of special benefits, set, where applicable, the amount of the cash balance to be paid and record the number of shares contributed,
 - set, if necessary, the conditions applied to exercising the rights attached to ordinary shares or investment securities giving access to the share capital, or debt securities to be issued and determine the terms for the exercise of rights (rights to conversion, exchange or redemption as the case may be, including delivery of Company assets such as investment securities already issued by the Company),
 - decide, in the event of an issue of debt securities, including investment securities granting entitlement to the allocation of debt securities pursuant to Article L. 228-91 of the French Commercial Code, whether these be subordinated or not (and, where relevant, their level of subordination in accordance with the provisions of Article L. 228-97 of the French Commercial Code) and determine their interest rate (fixed or variable rate of interest, zero coupon or indexed), and the terms and the conditions under which such securities could give access to the share capital of the Company,
 - on the Board's sole initiative, charge all capital increase costs to the corresponding issuance premiums, and deduct from these premiums the sums necessary to raise the legal reserve to one-tenth of the new capital after each capital increase,

- set and make all adjustments destined to take account of the impact of transactions involving the capital of the Company, in particular in the event of a change in the nominal value of the share, an increase in the share capital by incorporation of reserves, the allocation of free shares, a stock split or a reverse stock split, the distribution of reserves or of any other assets, the redemption of capital or any other transaction affecting shareholders' equity, and to set the terms under which all rights of holders of investment securities giving access to share capital will be preserved and modify the bylaws accordingly,
- and, in general, enter into any agreement, in particular, to successfully complete the proposed issues of shares or securities, take all measures and decisions and carry out all formalities appropriate for the issue, listing and financial servicing of the shares or securities issued pursuant to this delegation of authority and the exercise of the rights attached thereto or resulting from the increases in share capital carried out.

EXPLANATORY STATEMENT

29th resolution: Delegation of authority to be granted to the Board of Directors to increase the share capital with cancellation of preferential subscription rights, to remunerate contributions of securities as part of a public exchange offer

The General Meeting of Shareholders is asked to grant a delegation of authority to the Board of Directors to enable it to increase the Company's share capital intended to remunerate securities that may be contributed to the Company as part of a public exchange offer initiated by the Company and carried out in accordance with the provisions of Articles L. 225-129-2, L. 225-147, L. 22-10-54 and L. 228-92 of the French Commercial Code.

The maximum nominal amount of capital increases that may be carried out under this delegation of authority may not exceed a ceiling of six million euros or its equivalent in foreign currency and will be deducted from the overall amount of capital increases.

The total nominal amount of the investment securities representing debt securities giving access to the share capital that may be issued under this delegation of authority may not exceed seven hundred and fifty million euros, it being specified that the nominal amount of debt securities liable to be issued under the twenty-fourth to twenty-eighth resolutions will be deducted from this amount.

The Board of Directors would have the power to determine the issue price of securities and, where applicable, the terms of payment of the debt securities, in the best interests of the Company and the shareholders and taking account of all the parameters involved.

The Board of Directors would have the power to charge all share issue costs incurred pursuant to this resolution to the amounts of the corresponding capital increase premiums, and to deduct from these premiums the sums necessary to constitute the legal reserve.

The decision of the General Meeting of Shareholders would automatically waive shareholders' rights to subscribe to any shares that might be obtained from the investment securities giving access to the Company's share capital.

This delegation would be valid for a period of twenty-six months as of this General Meeting of Shareholders and, as such, cancel and replace all previous delegations of authority with the same purpose.

SHAREHOLDERS' MEETING

Explanatory statement and draft resolutions submitted to the Combined General Meeting of April 21, 2022

TWENTY-NINTH RESOLUTION: DELEGATION OF AUTHORITY GRANTING THE BOARD OF DIRECTORS POWERS TO ISSUE, WITH CANCELATION OF PREFERENTIAL SUBSCRIPTION RIGHTS, ORDINARY SHARES AND/OR EQUITY SECURITIES GIVING ACCESS TO OTHER EQUITY SECURITIES, OR GRANTING ENTITLEMENT TO THE ALLOCATION OF DEBT SECURITIES AND/OR INVESTMENT SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED BY THE COMPANY, AS CONSIDERATION FOR EQUITY SECURITIES OR INVESTMENT SECURITIES GIVING ACCESS TO THE SHARE CAPITAL CONTRIBUTED AS PART OF A PUBLIC EXCHANGE OFFER INITIATED BY THE COMPANY, THE DURATION OF THE DELEGATION, THE MAXIMUM NOMINAL AMOUNT OF THE CAPITAL INCREASE

The General Meeting of Shareholders, after having read the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with the provisions of the French Commercial Code, particularly Articles L. 225-129-2, L. 225-147, L. 22-10-54 and L. 228-92:

1. delegates to the Board of Directors, with the option of subdelegation under the conditions set by law, its authority to proceed, in one or more installments, in the proportions and at the times it sees fit, either in euros, in foreign currencies or in any other unit of account established by reference to a set of currencies, and with cancellation of shareholders' preferential subscription rights, with the issue of ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities, and/or investment securities giving access to equity securities to be issued by the Company as consideration for equity securities or investment securities giving access to the share capital contributed as part of a public exchange offer initiated by the Company;
2. sets the limits of issue amounts authorized in the event that the Board of Directors uses this delegation of authority, as follows:
 - the total nominal amount of capital increases that may be realized pursuant to this delegation is limited to the nominal amount of six million euros (i.e. based on the current nominal value of the Company's shares of €0.06, 100 million shares) or the equivalent value of this amount on the date the issue is decided upon in the event of an issue in another currency or in an account unit established on the basis of several currencies, it being specified that the nominal amount of the capital increases that could be carried out pursuant to the twenty-fourth to twenty-eighth resolutions would be deducted from this amount, subject to their adoption by the meeting,
 - to this ceiling shall be added, if necessary, the nominal amount of additional shares that may be issued in the event of any new financial transactions, in order to preserve, as required by law, any contractual stipulations providing for other adjustments in order to protect the rights of holders of stock options and/or investment securities giving access to the share capital,
 - the total amount of debt securities of the Company that could result from this delegation would be limited to a nominal amount of seven hundred and fifty million euros or the equivalent of this amount on the date the issue is decided upon for the foreign currency equivalent, it being specified that the nominal amount of the debt securities that could be issued pursuant to the twenty-fourth to twenty-eighth resolutions of this meeting would be deducted from this amount, subject to their adoption by the meeting;
3. sets the period of validity of this delegation at twenty-six months from the date of this meeting and notes that this delegation supersedes as of this date any previous delegation with the same purpose;
4. decides to waive preferential subscription rights of shareholders within the context of this resolution;
5. notes that, when necessary, this delegation of authority automatically waives, in favor of holders of investment securities giving future access to Company shares that may be issued pursuant to this resolution, the shareholders' preferential subscription rights to shares to which these investment securities would grant entitlement;
6. confers all powers to the Board of Directors, including that of sub-delegation under the conditions fixed by law, to implement this delegation of authority and, in particular to determine the conditions concerning the issue, its subscription and settlement, to report the completion of any resulting capital increases carried out and to amend the bylaws accordingly, and to:
 - approve the list of investment securities tendered to the public exchange offer, set the exchange ratio and, where applicable, the amount of the cash balance to be paid and record the number of securities tendered to the offer,
 - set, if necessary, the conditions applied to exercising the rights attached to ordinary shares or investment securities giving access to the share capital, or debt securities to be issued and determine the terms for the exercise of rights (rights to conversion, exchange or redemption as the case may be, including delivery of Company assets such as investment securities already issued by the Company),
 - decide, in the event of an issue of debt securities, including investment securities granting entitlement to the allocation of debt securities pursuant to Article L. 228-91 of the French Commercial Code, whether these be subordinated or not (and, where relevant, their level of subordination in accordance with the provisions of Article L. 228-97 of the French Commercial Code) and determine their interest rate (fixed or variable rate of interest, zero coupon or indexed), and the terms and the conditions under which such securities could give access to the share capital of the Company,
 - on the Board's sole initiative, charge all capital increase costs to the corresponding issuance premiums, and deduct from these premiums the sums necessary to raise the legal reserve to one-tenth of the new capital after each capital increase,
 - set and make all adjustments destined to take account of the impact of transactions involving the capital of the Company, in particular in the event of a change in the nominal value of the share, an increase in the share capital by incorporation of reserves, the allocation of free shares, a stock split or a reverse stock split, the distribution of reserves or of any other assets, the redemption of capital or any other transaction affecting shareholders' equity, and to set the terms under which all rights of holders of investment securities giving access to share capital will be preserved and modify the bylaws accordingly,
 - and, in general, enter into any agreement, in particular, to successfully complete the proposed issues of shares or securities, takes all measures and decisions and carry out all formalities appropriate for the issue, listing and financial servicing of the shares or securities issued pursuant to this delegation of authority and the exercise of the rights attached thereto or resulting from the increases in share capital carried out.

EXPLANATORY STATEMENT**30th resolution: Delegation of authority granted to the Board of Directors to carry out a capital increase reserved for employees, without preferential subscription rights**

In the thirtieth resolution, the General Meeting of Shareholders is asked to grant the Board of Directors the authority to carry out capital increases for the benefit of Group employees who are members of a company savings plan.

In accordance with Article L. 3332-19 of the French Labor Code, the issue price may not exceed the average share price over last twenty trading sessions preceding the decision to set the opening date of the subscription period. It can also not be more than 30% lower than this average, unless the lock-up period for subscribed shares is at least ten years, in which case the issue price cannot be lower than 40% of this average.

The General Meeting of Shareholders is therefore requested to delegate to the Board of Directors, within the limit of a maximum nominal amount of two hundred and sixty-four thousand eight hundred and nineteen euros, the power to decide to carry out this capital increase.

This delegation is valid for a period of twenty-six months as of this General Meeting of Shareholders and, as such, cancels and replaces all previous delegations of authority with the same purpose.

THIRTIETH RESOLUTION: DELEGATION OF AUTHORITY GRANTING THE BOARD OF DIRECTORS POWERS TO INCREASE THE SHARE CAPITAL BY ISSUING ORDINARY SHARES AND/OR INVESTMENT SECURITIES GIVING ACCESS TO COMPANY SHARES WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, RESERVED FOR MEMBERS OF A COMPANY SAVINGS PLAN PURSUANT TO ARTICLES L. 3332-18 ET SEQ. OF THE FRENCH LABOR CODE, THE DURATION OF THE DELEGATION, THE MAXIMUM NOMINAL AMOUNT OF THE CAPITAL INCREASE, THE ISSUE PRICE, OPTION TO GRANT FREE SHARES IN APPLICATION OF ARTICLE L. 3332-21 OF THE FRENCH LABOR CODE

The General Meeting of Shareholders, after having read the report of the Board of Directors and the Statutory Auditors' report on the application of Articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code and Articles L.3332-18 *et seq.* of the French Labor Code:

- authorizes the Board of Directors, if it deems it appropriate and on its sole decision, and with the option to subdelegate under the conditions

set by law, to increase the share capital on one or several occasions by issuing ordinary shares or investment securities reserved for employees and managers who are members of one or more savings plans of the Company and/or any French or foreign companies affiliated to it under the terms of Articles L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labor Code;

- waives, in favor of these persons, shareholders' preferential subscription rights to shares that could be issued pursuant this delegation;
- sets the validity period of this delegation at twenty-six months as of this General Meeting;
- the total nominal amount of the capital increases that may be carried out under this delegation is limited to a nominal amount of two hundred and sixty-four thousand eight hundred and nineteen euros (i.e. on the basis of the current nominal value of the Company's shares of €0.06, 4,413,650 shares), or the equivalent value of this amount on the date the issue is decided in the event of an issue in another currency or in an account unit set by reference to several currencies, this amount being independent of any other ceiling provided for in delegations relating to capital increases. To this amount shall be added, if necessary, the additional amount of ordinary shares that may be issued in order to preserve, as required by law, any contractual stipulations providing for other adjustments in order to protect the rights of holders of investment securities giving access to the Company's share capital;
- decides that the price of shares to be issued under this delegation, may not be less than 30%, or 40% when the lock-up period provided for in Articles L. 3332-25 and L. 3332-26 of the French Labor Code is equal to or more than ten years, the average opening share price over the last twenty trading sessions preceding the Board of Director's decision to increase the capital and issue the corresponding number of shares; or exceed this 20-day average;
- decides that, pursuant to Article L. 3332-21 of the French Commercial Code, the Board of Directors may freely allocate to beneficiaries defined in the first paragraph above, existing or to be issued shares, or other existing or to be issued securities giving access to the share capital of the Company in respect of (i) the contribution that may be paid pursuant to the regulations of the employee savings plan of the Company or of the Group and/or (ii) if applicable, the discount;
- acknowledges that this delegation cancels any prior delegation with the same purpose.

The Board of Directors may or may not implement this delegation and, with the option of subdelegation under the conditions set by law, take all necessary measures and carry out all necessary formalities.

SHAREHOLDERS' MEETING

Explanatory statement and draft resolutions submitted to the Combined General Meeting of April 21, 2022

EXPLANATORY STATEMENT

31st resolution: Delegation of authority granting the Board of Directors the power to reconcile the Company bylaws with legal and regulatory provisions

Each year, the General Meeting of Shareholders is asked to renew the authorization previously given to the Board of Directors to amend the bylaws to reconcile them with legislation or regulations. This delegation of authority would bring the bylaws into compliance with new legal or regulatory provisions without waiting for a General Meeting of Shareholders to be called.

The amendments to the bylaws so decided would nonetheless be subject to ratification by the next General Meeting.

THIRTY-FIRST RESOLUTION: DELEGATION OF AUTHORITY TO BE GIVEN TO THE BOARD OF DIRECTORS IN ORDER TO RECONCILE THE COMPANY BYLAWS WITH LEGAL AND REGULATORY PROVISIONS

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings, after having reviewed the report of the Board of Directors, grants full powers to the Board to reconcile the Company's bylaws with legal and regulatory provisions, subject to ratification of these amendments by the next Extraordinary General Meeting.

EXPLANATORY STATEMENT

32nd resolution: Ratification of the amendment of the bylaws carried out by the Board of Directors

At its meeting of February 17, 2022, the Board of Directors carried out the following amendment of the bylaws, pursuant to the authorization given to it by the Combined General Meeting of April 22, 2021 in its 32nd resolution, in order to amend §2 of paragraph 1 in Article 7 "Form of the shares" pursuant to Commission Implementing Regulation EU 2018/1212 of September 3, 2018 in order to bring it into line with the provisions relating to the shareholder identification procedure.

THIRTY-SECOND RESOLUTION: RATIFICATION OF THE AMENDMENTS CARRIED OUT BY THE BOARD OF DIRECTORS TO RECONCILE THE COMPANY BYLAWS WITH LEGAL AND REGULATORY PROVISIONS

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings of Shareholders, after having read the report of the Board of Directors, and in accordance with the provisions of Article L. 225-36 paragraph 2 of the French Commercial Code, ratifies the amendments made by the Board of Directors to the Company's bylaws to ensure compliance with the new legislative provisions.

EXPLANATORY STATEMENT

33rd resolution: Powers for formalities

This resolution is intended to grant the necessary powers to carry out the formalities following the holding of the General Meeting of Shareholders.

THIRTY-THIRD RESOLUTION: POWERS FOR FORMALITIES

The General Meeting of Shareholders grants full powers to the bearer of an original, a copy or an extract of the minutes of the General Meeting to carry out any and all legal filings and formalities.