



**SHAREHOLDERS'**  
NOTICE OF MEETING BROCHURE

**ORDINARY AND EXTRAORDINARY**  
GENERAL MEETING



**Thursday 26 July 2018 at 2.00 p.m.**

Parc Technologique des Fontaines  
Chemin des Franques  
38190 Bernin  
France



## Ladies, Gentlemen, Dear Shareholders,

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During its meeting held on June 13, 2018, the Company's Board of Directors has decided to convene an Ordinary and Extraordinary Shareholders' General Meeting on:

**Thursday 26 July, 2018, at 2.00 p.m., Paris time**

**at the Company's headquarters' offices located:  
Parc Technologique des Fontaines - Chemin des Franques - 38190 Bernin - France**

in order to submit to your vote the 23 draft resolutions making up the below agenda.

It is specified that in case of lack of the required quorum, the Ordinary and Extraordinary Shareholders' General Meeting will be convened on Wednesday 12 September, 2018 at 2.00 p.m., Paris time, at the Company's headquarters' offices located Parc Technologique des Fontaines - Chemin des Franques - 38190 Bernin - France.

### AGENDA

#### Within the competence of the Ordinary Shareholders' General Meeting

<u>First resolution:</u>	Approval of the statutory financial statements for the fiscal year ended on March 31, 2018
<u>Second resolution:</u>	Approval of the consolidated financial statements for the fiscal year ended on March 31, 2018
<u>Third resolution:</u>	Appropriation of income for the fiscal year ended on March 31, 2018
<u>Fourth resolution:</u>	Approval of related-party agreements and commitments
<u>Fifth resolution:</u>	Appointment of Mr Eric Meurice as a new director
<u>Sixth resolution:</u>	Renewal of Mr Satoshi Onishi's directorship
<u>Seventh resolution:</u>	Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or granted to Mr Paul Boudre, CEO, for the fiscal year ending March 31, 2018
<u>Eighth resolution:</u>	Approval of the compensation policy for executive corporate officers for the current fiscal year ending on March 31, 2019
<u>Ninth resolution:</u>	Authorization for the Board of Directors to carry out transactions on the Company's shares

## Within the competence of the Extraordinary Shareholders' General Meeting

<u>Tenth resolution:</u>	Delegation of authority to be granted to the Board of Directors for the purpose of proceeding with a capital increase by way of the issuance of shares and/or securities giving access to the Company's share capital, with preferential subscription rights, immediately or in the future
<u>Eleventh resolution:</u>	Delegation of authority to be granted to the Board of Directors for the purpose of proceeding with a capital increase by way of the issuance of shares and/or securities giving access to the Company's share capital, without preferential subscription rights, immediately or in the future
<u>Twelfth resolution:</u>	Delegation of authority to be granted to the Board of Directors for the purpose of issuing shares and/or any securities giving access to the Company's share capital to categories of persons meeting defined requirements, without the Shareholders' preferential subscription rights, immediately or in the future
<u>Thirteenth resolution:</u>	Delegation of authority to be granted to the Board of Directors in order to issue, by an offer set out at Article L. 411-2 II of the French Monetary and Financial Code, shares and/or securities giving access, immediately or in the future, to the Company's share capital, without the shareholders' preferential subscription rights
<u>Fourteenth resolution:</u>	Delegation of authority to be granted to the Board of Directors for the purpose of increasing the issuance amount with or without preferential subscription rights, within the limit of 15% of the initial issuance
<u>Fifteenth resolution:</u>	Authorization to be granted to the Board of Directors in the event of issuance, without preferential subscription rights, of shares and/or securities giving access, immediately or in the future, to the Company's share capital, for the purpose of fixing the issuance price within the limit of 10% of the Company's share capital under the conditions adopted by the Shareholders' General Meeting
<u>Sixteenth resolution:</u>	Delegation of powers to be granted to the Board of Directors for the purpose of proceeding with an increase of the Company's share capital in compensation for capital contributions in kind consisting of capital securities or securities giving access to the Company's share capital
<u>Seventeenth resolution:</u>	Delegation of authority to be granted to the Board of Directors for the purpose of increasing the share capital by capitalizing premiums, reserves, profits, or any other funds that may be capitalized

[Eighteenth resolution:](#) Delegation of authority to be granted to the Board of Directors for the purpose of proceeding with an increase of the share capital by the issuance of shares or securities giving access, immediately or in the future, to the Company's share capital, to compensate shares brought within the framework of a public exchange offer initiated by the Company

[Nineteenth resolution:](#) Delegation of authority to be granted to the Board of Directors for the purpose of proceeding with an increase of the share capital through shares or securities issuance restricted to employees subscribing to a company savings plan, with elimination of the preferential subscription rights in favor of them

[Twentieth resolution:](#) Authorization to be granted to the Board of Directors to cancel, if necessary, the Company's own treasury shares up to a maximum of 10%

[Twenty-first resolution:](#) Delegation of authority to be granted to the Board of Directors for the purpose of bringing the bylaws into line with the new laws and regulations in accordance with Article L. 225-36 of the French Commercial Code

### **Within the competence of the Ordinary Shareholders' General Meeting**

[Twenty-second resolution:](#) Determination of directors' fees

[Twenty-third resolution:](#) Power for formalities

## GENERAL MEETING ATTENDANCE AND VOTING MODALITIES

### 1 | PRELIMINARY FORMALITIES TO BE CARRIED OUT TO PARTICIPATE AND TO VOTE AT THE GENERAL MEETING

Any shareholder, regardless the number of shares he owns, is invited to attend the General Meeting under the applicable legal and regulatory conditions, either by physically attending it, or by being represented, or by voting by post, or by giving a proxy to the Chairman of the General Meeting.



In accordance with the provisions of Article R. 225-85 of the French Commercial Code, **evidence of the right to participate to the General Meeting is given by the registration on an account of shares in the name of the shareholder** or of the intermediary registered on his behalf (as per paragraph 7 of Article L. 228-1 of the French Commercial Code), on the second working day preceding that General Meeting at 00.00 a.m., Paris time, i.e. on **Tuesday 24 July 2018 at 00.00 a.m., Paris time**, (i) either in the registered shares accounts held by the Company's proxy, BNP Paribas Securities Services - CTS Assemblées Générales, (ii) or in the bearer shares accounts held by an intermediary mentioned in Article L. 211-3 of the French Monetary and Financial Code.

- **For the registered shareholder:** the registration of the shares, on Tuesday 24 July 2018 at 00.00 a.m., Paris time, on a registered account, is sufficient to allow him to participate to the General Meeting.
- **For the bearer shareholder:** in accordance with the provisions of Article R. 225-85 of the French Commercial Code, the registration of the shares in the bearer shares accounts held by the authorized intermediaries is evidenced by a shareholding certificate (*attestation de participation*) issued by them, that must be annexed to the: (i) postal voting form, or (ii) proxy vote form, or (iii) request for an admission card; drafted in the name of the shareholder or on his behalf when represented by an authorized intermediary. A shareholding certificate will also be delivered to the bearer shareholder willing to physically participate to the General Meeting without having received his admission card on the second working day preceding the General Meeting at 00.00 a.m., Paris time, i.e. on Tuesday 24 July 2018 at 00.00 a.m., Paris time.

### 2 | GENERAL MEETING ATTENDANCE MODALITIES

- a) The shareholders willing to physically attend the General Meeting can request an admission card as follows:
  - **For the registered shareholder:** each registered shareholder will automatically receive the voting form, together with the notice to attend. He shall fill-in it by specifying that he wants to participate to the General Meeting and to obtain an admission card. Then, he shall sign it and send it back in the prepaid envelope received with the notice to attend. Any registered shareholder also has the possibility to directly come to the General Meeting and to provide the registration desk with an identity document.
  - **For the bearer shareholder:** any bearer shareholder shall ask the delivery of an admission card to the authorized intermediary who is in charge of the management of his securities account.

- b) The shareholders who do not personally attend the General Meeting may choose among the three following possibilities:
- (i) vote by post;
  - (ii) give a proxy to the Chairman of the General Meeting;
  - (iii) give a proxy to another shareholder, to their spouses / husbands or to the persons with who they have signed a "*pacte civil de solidarité*" (as defined in the French civil Code), or to any natural person or legal entity, in accordance with Article L. 225-106 of the French Commercial Code.

For the purpose of exercising one of the three above-mentioned possibilities, the shareholders must carry-out the following formalities:

- **For the registered shareholder:** each registered shareholder shall send back the single postal voting or proxy vote form, in the prepaid envelope received with the notice to attend;
- **For the bearer shareholder:** each bearer shareholder shall ask the single postal voting or proxy vote form to the authorized intermediary who is in charge of the management of his securities account or to the Company (by mail sent to the headquarters' address for the attention of the Legal Department or by e-mail sent to [agm26juillet2018@soitec.com](mailto:agm26juillet2018@soitec.com)). In accordance with Article R. 225-75 of the French Commercial Code, this request must be received six days before the General Meeting at the latest, i.e. **on Friday 20 July 2018 at the latest**. The single postal voting or proxy vote form shall be sent with a shareholding certificate (*attestation de participation*) issued by the financial intermediary. It shall be **duly filled-in and signed by the shareholder, and sent back by the financial intermediary to the Company's proxy**, at the following address: BNP Paribas Securities Services - CTS Assemblées Générales - Les Grands Moulins de Pantin - 9, rue du Débarcadère - 93500 Pantin - France.

The shareholder shall not send back to the Company both the proxy vote form and the postal voting form. If such a case was to occur, the proxy vote form would be taken into consideration, subject to the votes casted in the postal voting form, in accordance with the provisions of paragraph 8 of Article R. 225-81 of the French Commercial Code.



In order to be taken into account, the postal voting form must be received by the abovementioned Company's proxy three working days at least before the General Meeting is held, i.e. **at the latest on Monday 23 July 2018**.

Appointments or removals of proxy sent by normal mail must be received by the abovementioned Company's proxy three calendar days at least before the General Meeting is held, i.e. **at the latest on Monday 23 July 2018**.

The proxy given for the General Meeting is valid for any potential future general meeting that may be convened with the same agenda, and is revocable in the same conditions as those required for the proxy designation.

In accordance with the provisions of Article R. 225-79 of the French Commercial Code, **the notification of the appointment and of the removal of a proxy may also be completed by electronic way**, according to the following modalities:

- **For the registered shareholder (custody only):** the shareholder shall send an email with **electronic signature** obtained by him through an empowered third party certifier in accordance with the applicable laws and regulations, at the following address: [agm26juillet2018@soitec.com](mailto:agm26juillet2018@soitec.com). Such email shall **mandatorily contain the following information:** Joint Shareholders' General Meeting of Soitec of July 26, 2018, name, first name, address and BNP Paribas Securities Services identification number, as well as the name, first name and address of the appointed or revoked proxy. **Then, the shareholder shall mandatorily confirm his demand in written form to the Company's proxy**, at the following address: BNP Paribas Securities Services - CTS Assemblées Générales - Les Grands Moulins de Pantin - 9 rue du Débarcadère - 93500 Pantin - France ;
- **For the bearer shareholder or the registered shareholder (administered account):** the shareholder shall send an email with **electronic signature** obtained by him through an empowered third party certifier in accordance with the applicable laws and regulations, at the following address: [agm26juillet2018@soitec.com](mailto:agm26juillet2018@soitec.com). Such email shall **mandatorily contain the following information:** Joint Shareholders' General Meeting of Soitec of July 26, 2018, name, first name, address and full banking references, as well as the name, first name and address of the appointed or revoked proxy. **Then, the shareholder shall mandatorily ask to his financial intermediary** in charge of the management of his securities account **to send a written confirmation to the Company's proxy**, at the following address: BNP Paribas Securities Services - CTS Assemblées Générales - Les Grands Moulins de Pantin - 9, rue du Débarcadère - 93500 Pantin - France.



**In order for the notifications of appointment or of removal of proxy sent by electronic way to be validly taken into account, the written confirmations must be received** by the above-mentioned Company's proxy at the latest the day before the General Meeting, at 3.00 p.m., Paris time, i.e. **at the latest on Wednesday 25 July 2018 à 3.00 p.m., Paris time.**

### **3 | ADDITIONAL INFORMATION**

In accordance with Article R. 225-85 of the French Commercial Code, **any shareholder who has already voted by post, sent a proxy or asked for obtaining his admission card or a shareholding certificate (*attestation de participation*) will no longer have the possibility to choose another way to participate to the General Meeting.**



In addition, any shareholder may at any time transfer all or part of his shares. However, **if the transfer occurs** before the second working day preceding the General Meeting at 00.00 a.m., Paris time, i.e. **before Tuesday 24 July 2018 at 00.00 a.m., Paris time,** the Company shall **invalidate or modify, as the case may be, the vote casted by post, the proxy vote form, the admission card or the shareholding certificate (*attestation de participation*)**. For this purpose, the financial intermediary shall notify any share transfer to the Company or its proxy and shall give any useful information.

In accordance with Article R. 225-85 of the French Commercial Code, **no transfer of any kind made by any mean** after the second working day preceding the General Meeting at 00.00 a.m., Paris time, i.e. **after Tuesday 24 July 2018 at 00.00 a.m., Paris time,** will be notified by the authorized intermediary or taken into consideration by the Company, regardless any contrary agreement.

It is reminded that **for any and all proxy vote forms not designating any identified proxy, the Chairman of the General Meeting will cast a positive vote for the resolutions presented or**



**agreed by the Board of Directors, and a negative vote for any other resolutions.** In order to cast any other vote, the mandating shareholder must choose another proxy who accepts voting as indicated by him.

**No electronic vote (by videoconference or any other telecommunication mean) and no remote transmission will be set up for this General Meeting.** As a consequence, no website as mentioned in Article R. 225-61 of the French Commercial Code will be set up.

## **DOCUMENTS AVAILABLE TO THE SHAREHOLDERS**

In accordance with the applicable legal and regulatory provisions, **any and all documents that must be communicated in the frame of this General Meeting are made available to the shareholders at the Company's headquarters' offices.**



Pursuant to Article R. 225-88 of the French Commercial Code, the shareholders may also **obtain** until five days before the General Meeting at the latest, i.e. **until Saturday 21 July 2018 at the latest**, the documents set forth by Articles R. 225-81 and R. 225-83 of the French Commercial Code, as well as the single postal voting or proxy vote form, by request sent to the Company (by mail sent to the headquarters' address for the attention of the Legal Department or by e-mail sent to [aqm26juillet2018@soitec.com](mailto:aqm26juillet2018@soitec.com)) or by mail sent to the Company's proxy, **BNP Paribas Securities Services** (at the following address: CTS Assemblées Générales - Les Grands Moulins de Pantin - 9, rue du Débarcadère - 93500 Pantin - France).

**Information and documents mentioned in Article R. 225-73-1 of the French Commercial Code have been made available on the Company's website ([www.soitec.com](http://www.soitec.com))**, in the section Company - Investors - Shareholders' information - Shareholders' Meetings - 2018 - O&EGM July 26, 2018, within the legal timeframe of at least 21 days before the General Meeting.

## **WRITTEN QUESTIONS**



In accordance with Article R. 225-84 of the French Commercial Code, any shareholder has the **possibility to ask written questions** until the fourth working day preceding the General Meeting, i.e. **until Friday 20 July 2018**.

Questions must be **sent by registered letter with acknowledgement of receipt to the Company's headquarters' adress** for the attention of the Legal Department or by e-mail to [aqm26juillet2018@soitec.com](mailto:aqm26juillet2018@soitec.com).

To be taken into consideration, questions **must mandatorily be sent together with a shareholding certificate** (*attestation d'inscription en compte*).

**A common answer can be given** to these questions provided that they have the same content.

**An answer to a written question is deemed given as soon as she is released on the Company's website ([www.soitec.com](http://www.soitec.com))**, section Company - Investors - Shareholders' information - Shareholders' Meetings - 2018 - O&EGM July 26, 2018).

## EXECUTIVE SUMMARY OF THE COMPANY'S ACTIVITY FOR 2017-2018 FISCAL YEAR

### 1 | GROUP'S BUSINESS IN 2017-2018 FISCAL YEAR

Business in the 2017-2018 fiscal year was marked by a sharp increase in revenue, net profit of €86.5 million (up from net profit of €8.4 million in 2016-2017), substantial improvement in EBITDA, a decrease in debt, and a marked improvement in the Group's shareholders' equity.

#### INCOME STATEMENT

<i>(in € million)</i>	2017-2018	2016-2017	2015-2016 (adjusted)*	2015-2016 (reported)
<b>Revenue</b>	<b>310.6</b>	<b>245.7</b>	<b>233.2</b>	<b>233.2</b>
Gross profit	106.9	77.4	62.2	62.2
Current operating income	67.4	27.7	22.4	22.4
<i>% of revenue</i>	<i>21.7%</i>	<i>11.3%</i>	<i>9.6%</i>	<i>9.6%</i>
Other operating income and expenses	4.1	(8.2)	(29.4)	(29.4)
<b>Operating income/(loss) (EBIT)</b>	<b>71.5</b>	<b>19.5</b>	<b>(7.0)</b>	<b>(7.0)</b>
<i>% of revenue</i>	<i>23.0%</i>	<i>7.9%</i>	<i>-3.0%</i>	<i>-3.0%</i>
Income/(loss) from discontinued operations	(5.6)	1.1	(33.6)	(38.6)
<b>Net profit/(loss) (group share)</b>	<b>86.5</b>	<b>8.4</b>	<b>(72.2)</b>	<b>(71.7)</b>
<i>% of revenue</i>	<i>27.8%</i>	<i>3.4%</i>	<i>-31.0%</i>	<i>-30.7%</i>
Basic earnings/(loss) per share <i>(in €)*</i>	2.79	0.30	(6.25)	(0.31)
<p>* Restatement of finance activities related to the solar power plant in South Africa in accordance with IFRS 5, correction of a €0.6 million error and calculation of the net profit (loss) per share taking into account the reverse stock split effective on February 8, 2017 (one new share against twenty old ordinary shares).</p>				

Consolidated total revenue increased by 26% to €310.6 million in 2017-2018, compared to €245.7 million in 2016-2017. It increased 31% at constant exchange rates. This primarily reflects 9% growth at constant exchange rates in 200 mm wafer sales and 95% growth at constant exchange rates in 300 mm wafer sales.

The gross margin improved substantially, increasing from €77.4 million (31.5% of revenue) to €106.9 million (34.4% of revenue) under the combined effect of a growth in wafer sales volumes and controlled operating performance.

Research and development costs decreased €10.4 million compared to the 2016-2017 fiscal year and represent 2.6% of consolidated revenue. This decrease mainly resulted from the recognition of €7.5 million of redeemable advances (non-recurring effect) in the income statement, and by strong prototype sales.

Administrative and sales costs were stable at €31.2 million in 2017-2018, compared with €31 million in 2016-2017.

The Group posted a sharp increase in current operating income, which amounted to €67.4 million (21.7% of revenue), compared to current operating income of €27.7 million in the previous year.

Other operating income and expenses primarily include reversals of provisions for impairment (net income of €4.1 million, compared to an €8.2 million loss in the previous year).

For the 2017-2018 fiscal year, discontinued operations resulted in a loss of €5.6 million, primarily reflecting the adjustment of residual solar assets valuation and provisions to cover costs of compensation or withdrawal from solar activities.

Net income (Group share) resulted in a profit of €86.5 million, a sharp increase compared to net profit of €8.4 million recorded for 2016-2017. It benefited from the non-recurring positive effect of the recognition of a deferred tax asset of €25 million relating to tax loss carry-forwards in France. Basic earnings per share are a €2.79 gain, compared with a €0.30 gain in the previous fiscal year.

## EBITDA

<i>(in € million)</i>	<b>2017-2018</b>	<b>2016-2017</b>
EBITDA – Electronics	90.6	41.0
<b>EBITDA margin – Electronics</b>	<b>29.2%</b>	<b>16.7%</b>
EBITDA – Other businesses	(2.7)	(8.9)
EBITDA – Group	88.0	32.1
<b>EBITDA margin – Group</b>	<b>28.3%</b>	<b>13.1%</b>

EBITDA posted by the Electronics segment increased sharply to €90.6 million in fiscal 2017-2018 (compared to €41 million in the previous year) and the Electronics EBITDA margin came to 29.2% (up from 16.7% in 2016-2017).

EBITDA represents current operating income (EBIT) before depreciation, amortization, non-monetary items related to share-based payments and changes in provisions on current assets and provisions for risks and contingencies, and excluding income on asset disposals. This indicator is a non-IFRS quantitative measure used to measure the Company's ability to generate cash from its operating activities.

The improved EBITDA performance in 2017-2018 should therefore be linked to the increase in operating income, primarily explained by the increase in revenue and a strong operating performance.

## BALANCE SHEET

<i>(in € million)</i>	<b>2017-2018</b>	<b>2016-2017</b>	<b>2015-2016 (adjusted)*</b>	<b>2015-2016 (reported)</b>
Non-current assets	215.5	161.0	159.9	159.9
Current assets	120.2	90.2	90.3	90.3
Cash and cash equivalents	120.0	109.3	49.1	49.1
Assets held for sale and related to discontinued operations	24.0	29.1	25.9	25.9
<b>TOTAL ASSETS</b>	<b>479.7</b>	<b>389.6</b>	<b>325.1</b>	<b>325.1</b>

Total equity	278.6	149.1	(7.8)	(7.1)
Financial debt	78.3	120.9	218.9	218.9
Operating liabilities	110.7	105.9	97.5	96.8
Liabilities held for sale and related to discontinued operations	12.2	13.7	16.5	16.5
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>479.7</b>	<b>389.6</b>	<b>325.1</b>	<b>325.1</b>

*\* Correction through equity of a charge to be paid in the amount of €0.8 million.*

The Group's available cash and cash equivalents improved during the 2017-2018 fiscal year, from €109 million at March 31, 2017, to €120 million at March 31, 2018. This improvement primarily results from positive cash flows generated by operating activities during the year.

Financial debt excluding discontinued operations decreased from €120.9 million at March 31, 2017 to €78.3 million at March 31, 2018, primarily explained by the conversion of remaining convertible bonds into ordinary shares. Net debt (financial debt less cash and cash equivalents) improved significantly from net debt of €11.6 million at March 31, 2017 to net cash of €41.7 million. At the same time, equity grew from €149.1 million to €278.6 million as of March 31, 2018.

## 2 | GROUP'S POSITION AND RESULTS DURING FISCAL YEAR 2017-2018

### REVENUE

The Electronics division accounted for 100% of Group revenue for fiscal year 2017-2018 (as in the previous fiscal year). Sales totaled €310.6 million, up 31% at constant exchange rates compared to the 2016-2017 fiscal year.

#### *Breakdown by products of the Electronics division's sales*

<i>(in € million)</i>	Sales March 31, 2018	Sales March 31, 2017	Annual change (%)	Key customers	Income	Applications
Electronics – 300 mm SOI	106.3	56.7	+88%	Global Foundries, ST Microelectronics, Intel	PD SOI, FD SOI, RF-SOI, Imager-SOI, Photonics-SOI	Servers, PCs, Gaming consoles, Smartphones
Electronics small diameters	192.4	182.5	+5%	Tower Jazz, UMC, Global Foundries, NXP, SSMC, Sony, TSMC	eSI, HR-SOI, Power-SOI	Smartphones, Tablets, Automotive, Industrial
Royalties	11.9	6.6	+82%			
<b>TOTAL REVENUE</b>	<b>310.6</b>	<b>245.7</b>	<b>+26%</b>			

Compared to the previous fiscal year, sales of 200 mm wafers increased 5% to €192.4 million, compared to €182.5 million in 2016-2017. These sales reflect continued high demand for RF-SOI substrates (radio frequency applications) and Power-SOI (power applications) specifically designed for the mobility and automotive markets. The 200 mm SOI wafer production unit in Bernin is operating at full capacity. The agreement entered into with the Chinese subcontractor Simgui now gives access to additional industrial capacity to meet growing demand.

Sales of 300 mm SOI wafers grew 88% to €106.3 million, compared to €56.7 million in 2016-2017. This increase reflects both steady growth in sales of FD-SOI wafers after quarter during 2017-2018, as well as the sharp increase in SOI wafer sales intended for emerging applications (Imager-SOI substrates in the image sensor sector and Photonics-SOI substrates, driven by the need to increase data transmission speed in data centers). It also reflects an acceleration in sales of 300mm RF wafers as well as stable sales of PD-SOI products reaching end-of-life (dedicated to PC and video game console markets).

**Geographic breakdown of revenue from the Electronics division**

	2017-2018	2016-2017	2015-2016
<b>United States</b>	25%	22%	28%
<b>Europe</b>	41%	46%	41%
<b>Asia</b>	33%	33%	31%

**Breakdown of revenue by customer**

	2017-2018	2016-2017	2015-2016
<b>Top five customers</b>	57%	60%	57%
<b>Customers 6 to 10</b>	25%	26%	28%
<b>Other customers/Royalties</b>	18%	13%	15%

The top five customers accounted for 57% of sales during the 2017-2018 fiscal year, compared to 60% during the previous year.

**Other Activities:** this sector combines Solar Energy (revenue of €1.2 million in 2017-2018 compared to €0.9 million in 2016-2017 and €22.5 million in 2015-2016), Lighting (no sales in the last two years, and revenue of 1.2 million in 2015-2016), and Equipment (no revenue in the last two years, and €3 million in sales in 2015-2016). In the scope of the strategy refocusing on the Electronics business, in March 2016 the Group sold its subsidiary Altatech, which conducted the Equipment business. In the same month, the staff and residual assets of the Lighting activity were transferred to a non-consolidated company called Ceotis, and in December 2015 the Group concluded the sale of its subsidiary Soitec Phoenix Labs, which encompassed research and development activities in the lighting field. Pursuant to IFRS 5 on discontinued operations, the financial results for these Other Activities are no longer provided in detail, but incorporated in a single line item in the consolidated income statement, representing the impact on Group net profit/loss.

**GROSS PROFIT**

Gross profit corresponds to total revenue minus the total cost of sales. The cost of sales is equal to the total of the cost of production and distribution as well as license fees (in particular, CEA-Leti for the use of the SmartCut™ technology).

Gross profit for the Other Activities segment does not appear in the Group’s gross profit due to its being reclassified under discontinued operations for net income.

Production costs include the cost of raw materials, mainly silicon, manufacturing costs, including direct labor costs, depreciation and maintenance costs on production equipment and clean room infrastructure, and overhead costs allocated to production.

The gross margin improved significantly, increasing from €77.4 million (31.5% of revenue) in 2016-2017 to €106.9 million (34.4% of revenue) in 2017-2018. The improvement in operating profitability mainly results from the increase in volumes of wafers produced and sold and controlled production costs for the Bernin production lines. The 200-mm line is running at full capacity, the loading rate of the Bernin 300-mm line is growing steadily quarter after quarter, and the increase in costs of the Pasir Ris line which is being reactivated did not have a significant impact on the gross margin.

## RESEARCH AND DEVELOPMENT COSTS

R&D costs are recorded when they occur if the criteria required under IAS 38 enabling their recording in the balance sheet are not verified.

Research and development costs are essentially made up of the following:

- salaries and payroll taxes, including share-based payments;
- operating costs of clean-room equipment and equipment required for research and development;
- material used for finalizing and manufacturing prototypes;
- subcontracting to public research centers or private laboratories, cooperation agreements;
- costs relating to maintaining and strengthening the Group's intellectual property rights.

Provided the agreements are signed and the administrative authorizations obtained, the amounts received in subsidy contracts are deducted from gross R&D costs to reach a net amount recorded in the income statement.

A portion of the subsidies used to finance the R&D activities may be granted in the form of redeemable advances. In accordance with IAS 38 and IAS 20 standards, if the Group believes that the technical and commercial probability of success of a project has become too low, the related development costs are not capitalized but rather they are recorded directly against income, and the corresponding repayable advances are recorded as a deduction from these expenses, regardless of the notifications by the financial institutions which can only take action once milestones are reached, thus putting an end to the program or triggering the repayment of advances. Depending on changes to the probability of the technical or commercial success of a project, the Group may be prompted to record a financial liability regarding the sales prospects to be generated by the new products developed under the subsidy programs. As a result, a proportion of the redeemable advances received for the Nanosmart and Guépard subsidy programs were recognized as income based on reimbursement assumptions deriving from their business plan.

A significant upward adjustment in long-term forecasts for FD-SOI or SOI sales for radio frequency applications may result in the reclassification as debt of a portion of the redeemable advances received under the Nanosmart program recorded as income. The theoretical maximum amount that could be reclassified is €9.5 million, and the probability of reaching such a level is very low. Similarly, a significant upward revision of the long-term sales forecasts of "compound" products, including InPOGaAs for radiofrequency, photonic and solar space applications, could result in the reclassification as debt of a portion of the redeemable advance received under the Guépard program recognized as income. The theoretical maximum amount that could be reclassified is €7.5 million, and the probability of reaching such a level is extremely low. Conversely, if sales forecasts are revised downward, the maximum amount of advances posted as liabilities in the balance sheet which could be reclassified as income is €8.2 million.

Soitec S.A. receives research tax credits (CIR). This credit is presented as a deduction from research and development costs, in accordance with IAS 20. Research tax credits recorded in the financial statements for fiscal year 2017-2018 totaled €12 million.

Net R&D expenditures amounted to €8.2 million (2.6% of revenue), compared to €18.7 million (7.6% of revenue) the previous year. This decrease primarily results from a non-recurring redeemable advance of €7.5 million recognized in the income statement and from strong prototype sales.

## **SALES AND MARKETING EXPENSES**

Sales and marketing expenses for the Electronics business were stable at €7.8 million.

## **GENERAL AND ADMINISTRATIVE EXPENSES**

Overheads and administrative costs were also stable at €23.5 million in 2017-2018, compared to €23.2 million in 2016-2017.

## **CURRENT OPERATING INCOME/(LOSS)**

Current operating income is calculated by deducting net research and development costs, general and administrative expenses and sales and marketing expenses from gross profit. Impacted by the significant increase in the gross margin and the non-recurring positive impact of the decrease in net research and development costs, current operating income increased sharply (up 143%), amounting to €67.4 million (21.7% of revenue) compared to 27.7 million in 2016-2017.

## **OPERATING INCOME/(LOSS)**

Operating profit consists of the current operating income and other operating income and expenses.

For the 2017-2018 fiscal year, the Group recorded net income of €4.1 million under other operating income and expenses (compared to a net expense of €8.2 million in 2016-2017).

This income primarily results from the reversal of provisions for impairment recorded during 2012-2013 relating to the Bernin 300 mm production line. The loading rate forecast for 2018-2019 led to the conclusion that this provision was no longer necessary.

Operating income amounted to €71.5 million, compared to €19.5 million in the previous fiscal year.

## **FINANCIAL INCOME/(EXPENSE)**

In fiscal year 2017-2018, the Group recorded a net financial income of €3.1 million, compared to a €11.6 million expense in the previous year. This net income represents the following items:

- €5.6 million in reversals of provisions for financial assets (compared to income of €1.2 million at March 31, 2017) recognised primarily following the recovery of a guarantee deposit (relating to the Touwsrivier solar power plant bond), which was significantly impaired in 2015-2016;
- -€0.4 million in financial expenses relating to OCEANE bonds (compared to a €6.6 million expense in the previous year, a decrease in line with the redemption of 59% of OCEANE bonds on June 8, 2016 and the early conversion of the remaining OCEANE bonds in August 2017);
- a -€0.5 million interest expense on leases (versus -€1.1 million as of March 31, 2017);
- -€0.8 million in other financial expenses and income (versus -€2.6 million in 2016-2017);
- the foreign exchange result was a -€0.8 million expense, compared to a -€2.5 million loss during the 2016-2017 fiscal year.

## **INCOME/(LOSS) FROM DISCONTINUED OPERATIONS**

Net loss from discontinued operations amounted to €5.6 million during the 2017-2018 fiscal year. This loss primarily reflects the adjustment in the value of remaining solar assets and provisions to cover the costs of compensation or withdrawal from the solar business.

The Company continued the cessation and divestment of its remaining assets in the Solar Energy segment: the sale on May 1, 2017 of the Newberry plant in the United States, the stoppage of maintenance activities on the Fort Irvin site without a request for the facilities to be dismantled, and the preparation and restructuring of the legal entities for the sale of the remaining financial assets related to the Touwsrivier solar power plant in South Africa to a third party. With the progress of steps taken with a view to selling these assets held for sale, a transaction may be concluded within the next twelve months.

## **PROFIT (LOSS) AND TAXES**

The Group posted €86.5 million in net profit (Group share), compared to a €8.4 million in 2016-2017. Profit/(loss) before tax from continuing operations amounted to a €74.6 million gain (compared to +€7.9 million in 2016-2017) and the income tax was a €17.5 million income (compared to €0.7 million charge in the previous year), taking into account the recognition of deferred tax assets in relation to tax loss carry-forwards in France of €25.4 million.

The net loss from discontinued operations after taxes was €5.6 million (versus a €1.1 million gain the previous year).

Diluted earnings per share was a €2.74 gain, divided between continuing operations (€2.92) and discontinued operations (-€0.18). 2016-2017 diluted earnings per share totaled a gain of €0.30 per share, split between continuing operations (€0.26) and discontinued operations (€0.04).

## **FINANCING AND LIQUID ASSETS**

As a result of net profit and the conversion of the balance of its OCEANE convertible bonds into ordinary shares, the Group restored its shareholders' equity, which amounted to €278.6 million at March 31, 2018, up from €149.1 million at March 31, 2017. This change mainly comprises the conversion of OCEANE bonds, with an impact on the share capital of €2.1 million and on the share issue premium of €39.2 million, and the profit of €86.5 million.

Gross financial debt amounted to €78.3 million as of March 31, 2018, compared to €120.9 million as of March 31, 2017. Available cash and cash equivalents increased from €109.3 million as of March 31, 2017, to €120 million as of March 31, 2018.

The main items of financial debt are as follows: €8.7 million relating to leases (of which €7.7 million in new leases contracted during the fiscal year, bearing interest at the rate of 0.6836%), €8.2 million in redeemable advances, and €61 million in credit lines broken down between a non-current portion of €45.8 million and a current portion of €15.2 million.

Further information on the financing of the Company and of the Group is provided in note 3.15 of the appendix to the consolidated financial statements on loans and financial debts.

## **CONSOLIDATED CASH FLOW**

Cash flow from operational activities was positive for 2017-2018 in the amount of €35.1 million. It was comprised of positive cash flow of €40 million from the Electronics division, offset by negative cash flow of -€4.9 million from discontinued operations.

Net cash used by investing activities amounted to -€18.8 million in 2017-2018 (compared to -€2.4 million in 2016-2017):

- continuing operations: cash outflows amounted to -€19.9 million in 2017-2018, compared to -€5.8 million in 2016-2017. This cash outflow primarily reflects capital expenditure during the fiscal year to provide the Bernin site with additional industrial capacities and the initial investments made to relaunch the Singapore site;
- discontinued operations: cash inflows amounted to +€1.2 million in 2017-2018 (compared to +€3.4 million in 2016-2017) and mainly concern shareholders' loan repayments in South Africa.

Cash flows from financing activities were negative for fiscal 2017-2018 (-€2.1 million), mainly relating to €18.4 million in new credit lines and €20.6 million in loan repayments.

At March 31, 2018, the Group had available cash (including cash equivalents) of €120 million.



### **3 | OUTLOOK FOR THE GROUP IN 2018-2019 FISCAL YEAR**

With regard to fiscal year 2018-2019, sales are expected to grow by more than 35% at a constant exchange rate, and the Electronics EBITDA margin (EBITDA/Sales) is expected to achieve about 27%. Operating profitability is expected to further benefit from the high manufacturing margin of the Bernin I production site which is expected to continue operating at full capacity. However, the strong increase expected in the Electronics EBITDA margin for fiscal year 2018-2019 will primarily come from the strong operating leverage that should be seen in the Bernin II production site, as result of a higher utilization rate of the plant's capacities, for a return to full use by the end of the fiscal year. Conversely, the EBITDA margin for fiscal year 2018-2019 should be adversely impacted by increased costs due to the reopening of the Singapore plant as well as the euro's rise against the US dollar.

Please refer to the information in Chapter 12 of this Registration Document for additional information on trends and capital expenditure.

### **4 | MORE INFORMATION**

The significant events occurred in the frame of the course of business of the Group during fiscal year 2016-2017, as well as after the closing of the 2016-2017 accounts, are described in the 2016-2017 Company's Reference Document registered with the Autorité des Marchés Financiers, available on the Company's website ([www.soitec.com](http://www.soitec.com)), together with all information to be provided to the shareholders in view of the Ordinary and Extraordinary General Meeting that is convened on July 26, 2017.

## RESULTS OF THE LAST FIVE FISCAL YEARS

Type of indications	Fiscal year 31/03/2014	Fiscal year 31/03/2015	Fiscal year 31/03/2016	Fiscal year 03/31/2017	Fiscal year 03/31/2018
<b>I. Capital at the end of the fiscal year</b>					
Share capital	17,258,080	23,118,843	23,132,418	60,623,020	<b>62,762,071</b>
Number of existing ordinary shares	8,629,040	11,559,421	11,566,209	30,311,510	<b>31,367,567</b>
Number of preferred shares	-	-	-	-	<b>269,365</b>
Maximum number of future shares to be created	-	-	-	-	-
• By conversion of bonds	-	-	-	-	-
• By exercise of subscription rights	-	-	-	-	-
<b>II. Operations and results of the fiscal year</b>					
Revenue before tax	149,763,853	161,132,017	220,309,732	238,222,800	<b>296,034,122</b>
Earnings before tax, employee profit-sharing and allowances for amortization and provisions	(30,879,143)	(26,299,367)	(32,496,849)	24,345,522	<b>(477,674,184)</b>
Income tax	(7,463,321)	(7,849,663)	(11,126,317)	(13,883,265)	<b>(7,457,860)</b>
Depreciation expenses and provisions	283,430,002	368,617,053	42,925,794	17,880,655	<b>(517,764,150)</b>
Earnings after tax, employee profit-sharing and allowances for amortization and provisions	(306,845,824)	(387,066,790)	(64,296,326)	20,348,132	<b>47,547,826</b>
Distributed profits	-	-	-	-	-
<b>III. Earnings per share</b>					
Earnings after tax, employee profit-sharing and before allowances for amortization and provisions	(2.71)	(1.60)	(1.85)	1.26	<b>(14.99)</b>
Earnings after tax, employee profit-sharing and allowances for amortization and provisions	(35.56)	(33.48)	(5.56)	0.67	<b>1.52</b>
Dividend allocated to each share	-	-	-	-	-
<b>IV. Personnel</b>					
Average workforce during the fiscal year	909	814	850	859	<b>931</b>
Payroll for the fiscal year	43,742,171	44,336,825	47,485,029	47,573,398	<b>51,804,336</b>
Amount paid as social benefits during the fiscal year (social security, social welfare work, etc.)	19,214,511	18,499,799	21,072,868	27,098,669	<b>23,511,031</b>

## GOVERNANCE

### COMPOSITION OF THE BOARD OF DIRECTORS

At the date of this document, the Board of Directors is made up with twelve members.

With five women representing a 41.66% portion, the Board of Directors is composed in compliance with the provisions of Articles L. 225-17 et L. 225-18-1 of the French Commercial Code, resulting from law no. 2011-103 of January 27, 2011 relating to the balanced representation of women and men within the Boards of Directors and the Supervisory Boards and to professional equality, also known as Copé-Zimmermann Act.

First name and last name	Nationality	Age	First appointment date	End of the current term	Directorships and positions held in other companies (over the 5 past years)
<p><b>Thierry SOMMELET</b></p> <p>Chairman of the Board of Directors</p> <p>Member of the Audit and Risks Committee, Strategic Committee and Restricted Strategic Matters Committee</p>	French	48	11/29/2017 (a)	Shareholders' General Meeting called to cast a vote on the financial statements for the fiscal year ending on 03/31/2019	<ul style="list-style-type: none"> <li>• Director and Head of Technology, Media, Telecom in the Mid &amp; Large Cap Executive Committee of Bpifrance (France)</li> <li>• Chairman of the Supervisory Board of Greenbureau (France)</li> <li>• Director of:               <ul style="list-style-type: none"> <li>- Ingenico* (France) (since May 2018)</li> <li>- Talend* (USA)</li> <li>- Tyrol Acquisition 1 S.C.A. (Luxembourg)</li> <li>- TDF (France)(until 2015)</li> </ul> </li> <li>• Permanent representative of:               <ul style="list-style-type: none"> <li>- Bpifrance Participations, Director of Technicolor* (France) (since January 2017)</li> <li>- Bpifrance Investissement, Director Idemia France (France) (since June 2017)</li> <li>- Bpifrance Investissement, member of the Supervisory Board of Mersen* (France) (until May 2018)</li> <li>- Bpifrance Participations, member of the Supervisory Board of Inside Secure* (France) (until December 2016)</li> </ul> </li> <li>• Member of the Supervisory Board of:               <ul style="list-style-type: none"> <li>- Sipartech (France) (until August 2016)</li> <li>- Group Mäder (France) (until June 2015)</li> <li>- Cloudwatt (France) (until March 2015)</li> </ul> </li> </ul>
<p><b>Paul Boudre</b></p> <p>CEO</p> <p>Member of the Strategic Committee</p>	French	59	07/03/2012	Shareholders' General Meeting called to cast a vote on the financial statements for the fiscal year ending on 03/31/2019	<ul style="list-style-type: none"> <li>• Director of Soitec Japan Inc. (Japan)</li> <li>• Director of Soitec Microelectronics Singapore Pte. Ltd. (Singapore)</li> <li>• Permanent representative of Soitec, Director of Exagan (France)</li> <li>• Director of Fogale Nanotech (France)</li> <li>• Director of AENEAS</li> <li>• Director of the SOI Industry Consortium</li> <li>• Member of the European Advisory Board de SEMI</li> </ul>

\* means listed company.

(a) appointment by co-optation passed by the Board of Directors during its meeting held on November 29, 2017 for the remaining term of office of Bpifrance Investissement, which resigned, and ratified by the shareholders during the Shareholders' General Meeting held on March 23, 2018.

First name and last name	Nationality	Age	First appointment date	End of the current term	Directorships and positions held in other companies (over the 5 past years)
<p><b>Monica BELTRAMETTI</b></p> <p>Independent Director</p> <p>Member of the Audit and Risks Committee, Strategic Committee, Compensation Committee, and Nomination Committee</p>	Italian	67	04/11/2016	Shareholders' General Meeting called to cast a vote on the financial statements for the fiscal year ending on 03/31/2019	<ul style="list-style-type: none"> <li>• Head of Global Innovation Europe of Naver (France)</li> <li>• Director of Atlantis (France)</li> </ul>
<p><b>Laurence DELPY</b></p> <p>Independent Director</p> <p>Chairwoman of the Nomination Committee</p> <p>Member of the Audit and Risks Committee, Strategic Committee, Compensation Committee, and Restricted Strategic Matters Committee</p>	French	47	04/11/2016	Shareholders' General Meeting called to cast a vote on the financial statements for the fiscal year ending on 03/31/2019	<ul style="list-style-type: none"> <li>• Director of mobile networks at Nokia for the Asia-Pacific region and Japan (China)</li> </ul>
<p><b>Douglas DUNN</b></p> <p>Senior Independent Director</p> <p>Chairman of the Strategic Committee</p> <p>Member of the Strategic Committee</p>	British	74	07/09/2004	Shareholders' General Meeting called to cast a vote on the financial statements for the fiscal year ending on 03/31/2020	<ul style="list-style-type: none"> <li>• Company Director</li> <li>• Non-executive independent director of Global Foundries Inc. (USA)</li> <li>• Vice Chairman of the Supervisory Board of BE Semiconductor Industries NV* (Netherlands)</li> <li>• Member of the Supervisory Board of: <ul style="list-style-type: none"> <li>- TomTom NV* (Netherlands) (until May 2017)</li> </ul> </li> </ul>
<p><b>Nabeel GAREEB</b></p> <p>Member of the Strategic Committee</p>	American	53	11/29/2017 (b)	Shareholders' General Meeting called to cast a vote on the financial statements for the fiscal year ending on 03/31/2019	<ul style="list-style-type: none"> <li>• Member of the CEO office of National Silicon Industry Group (NSIG) (China)</li> </ul>

\* means listed company.

(b) appointment by co-optation passed by the Board of Directors during its meeting held on November 29, 2017 for the remaining term of office of Xi Wang, who resigned, and ratified by the shareholders during the Shareholders' General Meeting held on March 23, 2018.

First name and last name	Nationality	Age	First appointment date	End of the current term	Directorships and positions held in other companies (over the 5 past years)
<p><b>Nadine FOULON-BELKACEMI</b></p> <p>Independent Director</p> <p>Chairwoman of the Compensation Committee</p> <p>Member of the Audit and Risks Committee, Nomination Committee and Restricted Strategic Matters Committee</p>	French	54	04/11/2016	Shareholders' General Meeting called to cast a vote on the financial statements for the fiscal year ending on 03/31/2019	<ul style="list-style-type: none"> <li>• Director - Key accounts for Orange Business Services (France)</li> </ul>
<p><b>Christophe GEGOUT</b></p> <p>Chairman of the Audit &amp; Risks Committee</p> <p>Member of the Strategic Committee and Restricted Strategic Matters Committee</p>	French	42	04/20/2015 (c)	Shareholders' General Meeting called to cast a vote on the financial statements for the fiscal year ending on 03/31/2019	<ul style="list-style-type: none"> <li>• Deputy General Manager of the Commissariat à l'Énergie Atomique (CEA) (France)</li> <li>• Chairman of the Board of Directors of CEA Investissement (France)</li> <li>• Director of Supernova Invest (France) (since April 2017)</li> <li>• Member of the Supervisory Board of Neoen (France) (since June 2015)</li> <li>• Permanent representative of: <ul style="list-style-type: none"> <li>- CEA Investissement, observer at the Board of Directors of AREVA* (France)</li> <li>- CEA, Director of FT1CI (France)</li> <li>- CEA, member of the Supervisory Board of AREVA* (France) (2009-2014)</li> </ul> </li> <li>• Director of: <ul style="list-style-type: none"> <li>- AREVA NC (France) (2011-2016)</li> <li>- AREVA Mines (France) (2013-2016)</li> </ul> </li> </ul>
<p><b>Satoshi ONISHI</b></p>	Japanese	55	07/10/2015	Shareholders' General Meeting called to cast a vote on the financial statements for the fiscal year ended on 03/31/2018  Renewal of the term of office proposed at the Shareholder's General Meeting of July 26, 2018	<ul style="list-style-type: none"> <li>• Director of the Office of the President of Shin-Etsu Chemical Co. Ltd. (Japan)</li> <li>• President and Chief Executive Officer of Shin-Etsu Handotai Europe Ltd. (United Kingdom) (2012-2018)</li> </ul>

\* means listed company.

(c) appointment as permanent representative of CEA Investissement, director appointed by co-optation by the Board of Directors on April 20, 2015, for the remaining term of office of Mr Christian Lucas, who resigned, ratified by the shareholders at the Shareholders' General Meeting on July 10, 2015.

First name and last name	Nationality	Age	First appointment date	End of the current term	Directorships and positions held in other companies (over the 5 past years)
<p><b>Sophie PAQUIN</b></p> <p>Permanent representative of Bpifrance Participations</p> <p>Member of the Compensation Committee and the Nomination Committee</p>	French	40	07/25/2016	Shareholders' General Meeting called to cast a vote on the financial statements for the fiscal year ending on 03/31/2019	<ul style="list-style-type: none"> <li>• General Counsel of Bpifrance Investissement (France)</li> <li>• Permanent representative of Bpifrance Participations, Chairman of the Board and Director of Altia Industry (France)</li> <li>• Director of Cosmeur SAS (France)</li> <li>• Director of Tyrol Acquisition 1 SCA (Luxembourg)</li> <li>• Permanent representative of Bpifrance Participations, Director of Vexim* (France) (until 2016)</li> </ul>
<p><b>Guillemette PICARD</b></p> <p>Permanent representative of CEA Investissement</p> <p>Member of the Compensation Committee and the Nomination Committee</p>	French	42	05/02/2016 (d)	Shareholders' General Meeting called to cast a vote on the financial statements for the fiscal year ending on 03/31/2019	<ul style="list-style-type: none"> <li>• Director Big Data and Artificial Intelligence of Allianz (France)</li> </ul>
<p><b>Weidong (Leo) REN</b></p> <p>Member of the Audit and Risks Committee, Compensation Committee and Nomination Committee</p>	Chinese	47	04/11/2016 (e)	Shareholders' General Meeting called to cast a vote on the financial statements for the fiscal year ending on 03/31/2019	<ul style="list-style-type: none"> <li>• Chief Executive Officer of Anxin Capital (China) (since September 2016)</li> <li>• Chairman of the Board of Directors of Norstel AB (Sweden) (since December 2016)</li> <li>• Co-founder and CEO of National Silicon Industry Group (NSIG) (until the end of 2017)</li> <li>• Co-manager of NSIG Sunrise S.à.r.l. (Luxembourg) (until the end of 2017)</li> <li>• Director of: <ul style="list-style-type: none"> <li>- Okmetic Oyj (Finland) (July 2016 - December 2017)</li> <li>- Zing Semiconductor Corporation (China) (June 2016 - May 2017)</li> </ul> </li> <li>• Chief Executive Officer of China Fortune-Tech Capital Co., Ltd (until 2015)</li> </ul>

\* means listed company.

(d) appointment as the new permanent representative of CEA Investissement, director, recognized by the Board of Directors on May 2, 2016, following the appointment of Mr Christophe Gégout as director in his own name and at the correlative end of his role as permanent representative of CEA Investissement.

(e) Appointment as a director in his own right at the Ordinary and Extraordinary Shareholders' Meeting of April 11, 2016, approved contingent upon final completion of the share capital increases reserved for Bpifrance Participations, CEA Investissement and National Silicon Industry Group (NSIG). The actual start date of the term is the same date of final completion of said reserved capital increases, i.e. May 2, 2016.

## EXPLANATORY STATEMENTS AND DRAFT RESOLUTIONS

### 1 | WITHIN THE COMPETENCE OF THE ORDINARY SHAREHOLDERS' GENERAL MEETING

#### **- RESOLUTIONS NOS. 1 TO 3: APPROVAL OF THE FINANCIAL STATEMENTS AND APPROPRIATION OF INCOME -**

Resolutions nos. 1 to 3 aim at:

- to **approve the annual financial statements** of the Company for the fiscal year ended on March 31, 2018 which show a **turnover of €296,034,122.30 and a profit of €47,547,826.89**, and also to approve an overall global amount of non-deductible expenditures and charges subject to corporate tax amounting to €112,471.80 for the fiscal year;
- to **approve the annual consolidated financial statements** for the fiscal year ended on March 31, 2018, which show a **turnover of €310,631,000 and a net profit Group share of €86,514,000**; and
- to **allocate the profit** for the fiscal year ended on March 31, 2018 **which amounts to €47,547,826.89**, as follows:
  - €2,377,391.34, i.e. **5% of the earnings to the "Legal reserve"**, thus increasing the existing amount of €3,393,046.69 to €5,770,438.03; and
  - **the remaining amount of €45,170,435.55, to "Retained earnings"** which, therefore, becomes positive up to the same amount.

#### **First resolution – Approval of the statutory financial statements for the fiscal year ended on March 31, 2018**

The Shareholders' General Meeting, under the conditions of quorum and majority required for Ordinary General Meetings, having considered the report of the Board of Directors and the report of the statutory auditors on the statutory financial statements for the fiscal year ended on March 31, 2018, **approves** the statutory financial statements as they were presented, which show a turnover of €296,034,122.30 and a profit of €47,547,826.89, as well as the operations represented in these accounts and summarized in these reports.

The Shareholders' General Meeting also **approves** the global amount of non-deductible expenditures and charges subject to corporate tax amounting to €112,471.80 for the fiscal year.

#### **Second resolution – Approval of the consolidated financial statements for the fiscal year ended on March 31, 2018**

The Shareholders' General Meeting, under the conditions of quorum and majority required for Ordinary General Meetings, having considered the report of the Board of Directors and the report of the statutory auditors on the consolidated financial statements for the fiscal year ended on March 31, 2018, **approves** the consolidated financial statements for the fiscal year ended on March 31, 2018, as they were presented which show a turnover of €310,631,000 and a net profit Group share of €86,514,000, as well as the operations represented in these accounts and summarized in these reports.

### Third resolution – Appropriation of income for the fiscal year ended on March 31, 2018

The Shareholders' General Meeting, under the conditions of quorum and majority required for Ordinary General Meetings, having considered the report of the Board of Directors and the report of the statutory auditors on the annual financial statements for the fiscal year ended on March 31, 2018, **decides** to allocate the profit for the fiscal year ended on March 31, 2018, amounting to €47,547,826.89, as follows:

- €2,377,391.34, i.e. 5% of the earnings to the "Legal reserve", thus increasing the existing amount of €3,393,046.69 to €5,770,438.03; and
- the remaining amount of €45,170,435.55, to "Retained earnings" which, therefore, becomes positive up to the same amount.

The Shareholders' General Meeting **acknowledges** that there has not been any payment of dividends over the past three fiscal years.

#### - RESOLUTION NO. 4: RELATED-PARTY AGREEMENTS -

*Resolution no. 4 aims at acknowledging the information mentioned in the statutory auditors' report on the related-party agreements and commitments, and to approve the conclusions therein, under the conditions of Article L. 225-40 of the French Commercial Code, being specified that during the fiscal year ended on March 31, 2018:*

- *two new related-party agreements have been entered into with the Commissariat à l'Energie Atomique (CEA), respectively on June 21 and July 19, 2017, the first one relating to the stop of the cancellation proceedings of three patents of Silicon Genesis (SiGen) before the US Patent and Trademark Office (USPTO), the second one relating to the extension of the duration of a multi-year R&D collaboration framework agreement,*
- *three new related-party agreements have been entered into with GlobalFoundries, in April, May and September 2017, in order to set the main modalities of the commercial relationships between the two companies and their affiliates,*
- *the implementation of the compensation package of the CEO has been reviewed in accordance with the process set out in Articles L. 225-38 et seq. of the French Commercial Code, as per the provisions of Article L. 225-42-1 of said Code.*

### Fourth resolution – Approval of the related-party agreements and commitments

The Shareholders' General Meeting, under the conditions of quorum and majority required for Ordinary General Meetings, having considered the report of the statutory auditors on related-party agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code, declares that it approves the report presenting the related-party agreements concluded or approved previously, which continued in the fiscal year ended March 31, 2018, as well as the related-party agreements that had been concluded in the fiscal year ended March 31, 2018.

The Shareholders' General Meeting also acknowledges that the implementation of the compensation package of the CEO for the 2017-2018 fiscal year as well as the variable compensation package for the 2018-2019 fiscal year, has been reviewed by the Board of Directors in accordance with the process of Articles L. 225-38 et seq. of the French Commercial Code, as per the provisions of Article L. 225-42-1 of the said Code.



**- RESOLUTIONS NO. 5 AND 6: COMPOSITION OF THE BOARD OF DIRECTORS -**

**Resolutions no. 5 and 6** aim at appointing Mr Eric Meurice as a new Director of the Company, and to renew the term of office of Mr Satoshi Onishi, both for a 3-year term, i.e. until the close of the Shareholders' General Meeting that will be convened in 2021 in order to cast a vote on the financial statements of the fiscal year ending on March 31, 2021.

**Mr Eric Meurice** is director within the Boards of NXP Semiconductors N.V. since April 2014, IPG Photonics Corp. since June 2014, UMICORE SA since April 2015 and Meyer Burger AG since May 2018.

Previously, he was the **Chairman-CEO of ASML Holding N.V.**, an equipment manufacturer for the semi-conductor industry, from October 2004 to June 2013, and its Chairman until March 2014. Under his leadership, ASML became the world's largest seller of lithography equipment, encouraging its largest customers to make capital and investment commitments unmatched in the industry.

From 2001 to 2004, he was Executive **Vice President of Thomson-RCA Television division**, which merged the company with the TCL Corporation group, a leading Chinese consumer electronics company. From 1995 to 2001, he led Western Europe, Eastern Europe, and emerging markets in the EMEA region for **Dell Computer**. Before 1995, Mr Eric Meurice acquired significant experience in the industrial and technological fields within **ITT Semiconductors, Intel Corporation and Renault SA**. He was also a director of Verigy Ltd. until its acquisition by Advantest Corporation in 2011, and ARM Holdings plc until March 2014.

Mr Eric Meurice **graduated from Ecole Centrale de Paris (France)**, and has a Master's degree in economics from Panthéon-Sorbonne University in Paris (France), and a **MBA from Stanford University (California, USA)**.

If your Shareholders' General Meeting votes in favor of his appointment as a new director of the Company, **Mr Eric Meurice would take over for Mr Douglas Dunn** whose term of office will expire at the close of the said Shareholders' General Meeting because of reaching an age limit set by the Internal Rules of the Board of Directors. **He would become the senior independent director of the Company and he would also be selected by his peers as a member of the Nomination Committee and the Strategic Committee.** In addition, he would take over the chairmanship of the latter.

With respect to **Mr Satoshi Onishi**, he was recently appointed as director of the Office of the President of Shin-Etsu Chemical Co. Ltd. He is a Director of the Company since July 10, 2015.

Previously, for more than five years, he was **President & CEO of Shin-Etsu Handotai Europe Ltd.**, a UK-based company.

Mr Satoshi Onishi joined **Shin-Etsu Chemical Co. Ltd. in 1985**, where he initially worked for the IT division of Shin-Etsu Handotai Co. Ltd. During that time, he designed and developed, as project manager, numerous Shin-Etsu basic systems, applied both Company-wide and to manufacturing processes.

Mr Satoshi Onishi is an **economics graduate from the University of Kagawa (Japan)** in 1985, he also holds a **master's degree in Industrial Systems Engineering from the University of Florida**.

**Fifth resolution - Appointment of Mr Eric Meurice as a new director**

The Shareholders' General Meeting, under the conditions of quorum and majority required for Ordinary Shareholders' General Meetings, having considered the report of the Board of Directors, **resolves** to appoint Mr Eric Meurice, of French nationality, born on July 30, 1956 in Saint-Pierre-lès-Nemours (Seine-et-Marne), residing at Hangmoor - Callow Hill - Virginia Water - GU25 4LD - United Kingdom, as a director of the Company, effective as of today for a duration of three (3) years, i.e. until the close of the Ordinary Shareholders' General Meeting which will be held in 2021 to decide on the financial statements of the fiscal year ending on March 31, 2021.

### Sixth resolution – Renewal of Mr Satoshi Onishi’s directorship

The Shareholders’ General Meeting, under the conditions of quorum and majority required for Shareholders’ Ordinary Shareholders’ General Meetings, having considered the report of the Board of Directors, **decides** that the directorship of Mr Satoshi Onishi has reached its term and decides to renew his directorship with the Company, effective as of today for a duration of three (3) years, i.e. until the close of the Ordinary General Shareholders’ Meeting which will be held in 2021 to decide on the financial statements of the fiscal year ending on March 31, 2021.

#### **- RESOLUTIONS NOS. 7 AND 8: COMPENSATION OF THE EXECUTIVE CORPORATE OFFICERS -**

##### **Resolution no. 7 – Ex-post say-on-pay**

In accordance with the provisions of Article L. 225-100 of the French Commercial Code resulting from law No. 2016-1691 of December 9, 2016, also known as the Sapin II law, **resolution no. 7** aims at **approving** the fixed, variable and exceptional components of **the total compensation and benefits of any kind paid or granted to Mr Paul Boudre, CEO, for the fiscal year ended on March 31, 2018 (ex post say on pay)**. The principles and criteria of this compensation were the subject of the **8<sup>th</sup> resolution submitted for approval to the Shareholders’ General Meeting of July 26, 2017, in accordance with Article L. 225-36-2 of the Commercial Code (ex ante say-on-pay)**. **The approval of this 8<sup>th</sup> resolution validated the compensation policy of Mr Paul Boudre as set by the Board of Directors on June 14, 2017, upon recommendation of the Compensation and Appointments Committee, including:**

- **a fixed annual compensation amounting to €450,000 gross**, payable in twelve monthly installments throughout the fiscal year, bearing in mind that this amount was set in 2010 by the Board of Directors, that it has not been revised since, and that it has been applied to Mr Paul Boudre since September 2015, when he took office as Chairman & CEO of the Company, and
- **a variable annual compensation based on various objectives**, to be awarded after fiscal year-end and not to be paid until it is approved by the Shareholders’ General Meeting, that could range from 0% to 150% of the fixed part, such as during the two past fiscal years (2015-2016 and 2016-2017). During its meeting held on June 13, 2018, in accordance with the recommendation of the Compensation Committee which met the day before, the Board of Directors has set the variable part of Mr Paul Boudre’s compensation for the fiscal year 2017-2018 at 124.29% of the fixed part; and
- **benefits in kind consisting of a car and a voluntary insurance policy against employment loss for a total of amount of €21,208 during the 2017-2018 fiscal year, as well as complementary retirement schemes of the same type as those in place in the past fiscal year as described in paragraph 15.2 of the Registration Document.**

**It is specified that Mr Paul Boudre did not receive any new allocation of performance shares or preferred shares in the 2017-2018 fiscal year.**

**Moreover, Mr Paul Boudre received no additional compensation for serving as a director or taking on the office of Chairman of the Board of Directors from April 1 to July 26, 2017 alongside his position and compensation as Chief Executive Officer. Identically, Mr Paul Boudre received no additional compensation or director’s fee from the companies controlled by the Company.**

*The Board of Directors invites you to read paragraphs 15.1.3.2.2 and 15.2 of the Registration Document laying out the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or granted to Mr Paul Boudre, Chief Executive Officer, for the fiscal year ended March 31, 2018.*

### **Resolution no. 8 - Ex-ante say-on-pay**

Pursuant to Article L. 225-37-2 of the French Commercial Code, **resolution no. 8** aims at **approving the principles and criteria for the determination, distribution and allocation of the fixed, variable and exceptional parts making up the total compensation and benefits of any kind attributable to the Company's executive corporate officers in return for the performance of their duties during the current fiscal year ending on March 31, 2019 and constituting their compensation policy (ex ante say-on-pay).**

The principles and criteria **adopted by the Board at its meetings of March 28 and June 13, 2018, on the recommendation of the Compensation Committee at its meetings of March 27 and June 12, 2018** are set out in paragraph 15.1.4. of the Registration Document and are as follows:

▪ **With respect to Mr Paul Boudre:**

In his capacity as Chief Executive Officer, his compensation would be made up of the following items:

- (i) a **fixed annual compensation** payable in 12 equal monthly installments during the course of the fiscal year, and
- (ii) a **variable annual compensation based on various objectives**, to be awarded after fiscal year-end, and to pay it only after approval by the Shareholders' General Meeting.

The amount of compensation paid would be calculated on a gross basis.

At its last meeting on June 13, 2018, on recommendation of the Compensation Committee, which met the day before, **the Board of Directors expressed its intention to adjust the Chief Executive Officer's compensation, in light of the fact that it had not been reviewed since 2010, and that since then, the Group had experienced significant changes in both business and results.** In this regard, the Board of Directors instructed the Compensation Committee to make a recommendation to this end, **to take into account the gap seen against market practices for similar companies.**

With respect to the **variable part** of Mr Paul Boudre's compensation for the 2018-2019 fiscal year, it could range from **0% to 165% of the fixed part. Achievement of the target values of the objectives** set by the Board of Directors on the recommendation of the Compensation Committee, should account for a variable part amounting to **100% of the fixed part, with targets for budgetary commitments accounting for 90% of the target financial criteria** (as in the previous two fiscal years). **Exceeding target values of the objectives may be taken into account for up to 150%.** Finally, Mr Paul Boudre's compensation **will be increased by 10% if an additional strategic objective is reached**, which would bring the variable part of his compensation to **165% of the fixed part.**

The variable part of Mr Paul Boudre's compensation would be calculated in accordance with reaching objectives, all measurable:

- **financial objectives, representing 75%** of all the objectives applicable to the variable part: revenue sales, EBITDA level in absolute terms, and cash level would be measured at 2018-2019 year-end,
- **strategic objectives, representing 25%** of all the objectives applicable to the variable part: the achievement during 2018-2019 fiscal year of some contributions identified as primary growth levers for the Company would be measured, and
- **an additional strategic objective**, which, if achieved in fiscal year 2018-2019, would generate a **10% increase** in the variable compensation that Paul Boudre could obtain on the basis of the two sets of objectives mentioned in the two points above, **thus increasing the maximum proportion of his annual variable compensation to 165% of the fixed portion.**

Moreover, Mr Paul Boudre would have **benefits in kind** including in particular **a car and a voluntary insurance policy against employment loss**, as well as **complementary retirement schemes** of same nature as those already existing during the past fiscal year.

Finally, **for his term of office as director, Mr Paul Boudre would not receive any compensation in addition to what he is paid as Chief Executive Officer, and Mr Paul Boudre would not receive any additional compensation or directors' fees from any company under the Company's control.**

▪ **With respect to the Chairperson of the Board of Directors:**

*In his capacity as Chairman of the Board of Directors, Mr Thierry Sommelet would receive gross fixed annual compensation amounting to €50,000, payable in one or more increments during the fiscal year.*

*Mr Thierry Sommelet would also be entitled to directors' fees for attending meetings of the Board and the committees he sits on, namely the Audit and Risks Committee, the Strategic Committee, and the Restricted Strategic Matters Committee, under the same conditions as the directors of the Company other than Mr Paul Boudre.*

**Seventh resolution – Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or granted to Mr Paul Boudre, CEO, for the fiscal year ending March 31, 2018**

The Shareholders' General Meeting, under the conditions of quorum and majority required for Ordinary Shareholders' General Meetings, having considered the report of the Board of Directors prepared pursuant to Article L. 225-100 of the French Commercial Code and shown in the Company's 2017-2018 Registration Document, approves the fixed, variable and exceptional parts making up the total compensation and benefits of any kind paid to Mr Paul Boudre for the current fiscal year ending March 31, 2018, as presented in the aforementioned report and attributed due to his term of office as Chief Executive Officer.

**Eighth resolution – Approval of the compensation policy for executive corporate officers for the current fiscal year ending March 31, 2019**

The Shareholders' General Meeting, under the conditions of quorum and majority required for Ordinary General Meetings, having considered the report of the Board of Directors prepared pursuant to Article L. 225-37-2 of the French Commercial Code and appearing in the Company's 2017-2018 Registration Document, approves the criteria for the calculation, distribution, and allocation of the fixed, variable and exceptional parts making up the total compensation and benefits of any kind presented in the aforementioned report, and attributable to the Company's corporate officers, by virtue of their offices under the current fiscal year ending on March 31, 2019.

**- RESOLUTION NO. 9: AUTHORIZATION TO TRADE IN COMPANY'S SHARES -**

**Resolution no. 9** aims at granting the Board of Directors with a **new authorization** in accordance with Article L. 225-209 of the French Commercial Code **in order to trade in Company's shares**, within the limit of **2% of the share capital** of the Company, provided that the number of shares held by the Company at any time shall not exceed 10% of shares making up the Company's share capital.

**The maximum purchase price would be set at €100 per share.** Pursuant to Article R. 225-151 of the French Commercial Code, you will be asked to set at **627,620 shares the maximum number of shares** that may be acquired under the share repurchase program submitted for your approval, and at **€62,762,000 the maximum overall amount that would be allocated to said program.** These numbers and the maximum amount were calculated on the basis of the share capital as at June 13, 2018, amounting to €62,762,070.50.

This authorization would be **valid for a duration expiring at the Shareholders' General Meeting called to cast a vote on the financial statements of the fiscal year ending on March 31, 2019**, and would cancel and supersede the authorization granted on July 26, 2017.

***Ninth resolution – Authorization for the Board of Directors to carry out transactions on the Company's shares***

The Shareholders' General Meeting, under the conditions of quorum and majority required for Ordinary General Meetings, having reviewed the report of the Board of Directors, and in accordance with the conditions provided for under Article L. 225-209 et seq. of the French Commercial Code and under European Regulation No. 2273/2003 of December 22, 2003, and as recognized by the market practices of the French Autorité des marchés financiers, **authorizes** the Board of Directors, with the possibility of sub-delegating, under the conditions set out by law and in the bylaws, to acquire or to have someone acquire the Company's shares, with the purpose of:

- ensuring liquidity and making a market on the secondary share market of the Company through an investment service provider acting independently in the framework of a liquidity agreement which complies with the French AMAFI ethical charter acknowledged by the French Autorité des marchés financiers; or
- the allocation or sale of shares to employees or former employees and/or corporate officers or former corporate officers of the Company and/or companies that are or will be linked to it under the conditions and terms provided by applicable law, notably with respect to the framework of options plans, free allocation of existing shares or company savings plans; or
- the retention and deferred award of shares (in exchange, as payment or other) for external growth operations, on the understanding that the maximum amount of shares acquired with a view to their retention and subsequent award as payment or in exchange for merger, demerger or capital contribution operations may not exceed 2% of the capital; or
- hedging securities giving rights to shares of the Company upon exercise of rights attached to securities, giving rights to the attribution of Company shares through redemption, conversion, exchange, presentation of bonds, or any other means; or
- subject to adoption of the twentieth resolution, to subsequently cancel, in whole or in part, the shares thus bought in under the conditions provided in Article L. 225-209 of the French Commercial Code; or
- to implement any other permitted market practice or which is allowed by the market authorities; or
- to operate in any other authorized purpose or which may afterwards be authorized by law or regulations in force subject to the shareholders of the Company being informed through a press release.

The share purchase may involve a number of shares, such as:

- the number of shares acquired during the term or the repurchase program may not exceed, at any time, 2% of the share capital of the Company. This percentage applies to the capital adjusted according to these operations occurring after the present meeting, provided that in the event the shares are purchased with a liquidity contract, the number of shares taken into account for calculating the 2% limit is the number of shares purchased less the number of shares sold during the authorization period;
- the number of shares which the Company holds at any time shall not exceed 10% of the Company's share capital, where said percentage applies to capital adjusted according to operations affecting it after this Shareholders' Meeting.

The purchase of shares may be made on one or more occasions, by any means, on a regulated market, a multilateral trading facility, from a systematic internalizer or by mutual agreement, including by public offer or transactions for blocks of shares (which may represent the entire program). However, the Company does not intend to use derivatives. These transactions may be performed at any time, pursuant to the legal provisions in force, excluding during public offerings of Company securities.

The Shareholders' General Meeting **decides** that the maximum purchase price is to be set at one hundred (100) euros per share. In the event of capital transactions, notably division or splitting of shares or award of free shares, the aforementioned amount will be adjusted in the same proportions (adjustment coefficient equal to the ratio between the number of shares comprising the capital prior to the operation and the number of shares after the operation).

Consequently, and pursuant to Article R. 225-151 of the French Commercial Code, the Shareholders' General Meeting **sets** at 627,620 shares the maximum number of shares that can be acquired under the share repurchase program authorized above, and at €62,762,000 the maximum overall amount allocated to said program, as calculated on the basis of the share capital as of today's date, composed of €62,762,070.50.

The Shareholders' General Meeting **grants** all powers to the Board of Directors, with possibility to sub-delegate, for the purpose of implementing this authorization, entering into any agreement, carrying out any formality and filing any declaration with any agency, and more generally, doing all that is necessary.

This authorization **is valid from** the date of this Shareholders' Meeting and shall expire on the day of the Shareholders' General Meeting which shall be convened in 2019 to approve the accounts of the fiscal year ending on March 31, 2019, on the understanding that this authorization cancels and supersedes all other authorizations previously granted by a resolution of the same nature.

## 2 | WITHIN THE COMPETENCE OF THE EXTRAORDINARY SHAREHOLDERS' GENERAL MEETING

### - RESOLUTIONS NO. 10 TO 19: FINANCIAL RESOLUTIONS -

*In order to adapt its means to the Group's evolution, the extraordinary Shareholders' General Meeting is proposed, pursuant to Articles L. 225-129-2 and L. 228-92 of the French commercial Code, **resolutions which aim to grant the Board of Directors with authorizations or delegations of authority or of powers to implement various types of transactions on the capital (securities issue) as allowed by the regulations in force (resolutions nos. 11 to 18).***

*Is also submitted to your vote a resolution enabling the Company to allow its employees and officers to benefit from its success by allowing it to carry out an increase of the **share capital reserved for employees who are members of a company savings plan (resolution no. 19).***

*These resolutions involve, in particular, **renewing the authorizations and delegations of authority and powers you granted us in 2017 in order to carry out share capital increase by issuing shares and/or any securities** governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, **giving access by whatever means, immediately and/or in the future, at any time or on a fixed date, through subscription, conversion, exchange, redemption, presentation of a warrant or in any other way, to the Company's capital and to grant the Company the broadest flexibility to be able to seize any funding opportunities that may arise.***

*Under the **resolution no. 10, the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to resolutions nos. 10-19, shall not exceed the nominal ceiling of €30 million, or the equivalent of this amount in another currency, on the understanding:***

- *that the **maximum cumulative nominal amount** of the share capital increases that may be carried out, immediately or in the future, **in respect of the shares that may be issued pursuant to resolutions nos. 10-19, shall not exceed the overall nominal ceiling of €30 million, and***
- *that **to these ceilings will be added the nominal amount of capital increases of ordinary shares that may be additionally issued in respect of adjustments to take into account the impact of transactions on the share capital of the Company, and carried out to preserve the rights of holders of securities and other rights giving access to the Company's capital.***

*Within this above-mentioned overall nominal ceiling of €30 million for capital increases, we propose that you establish a **sub-ceiling set at €6 million for the nominal value of operations implying the waiver of shareholders' preferential subscription rights (resolution no. 11).** Such sub-ceiling would apply to resolutions nos. 11 to 18, with the exception of resolution no. 17, which would not be concerned by this.*

*This nominal amount of €6 million would be deducted from the amount of the overall nominal ceiling of €30 million. To these ceilings would be added the nominal amount of capital increases related to ordinary shares which may be issued in respect of adjustments to account for the impact of transactions on the share capital of the Company and made to preserve the rights of holders of securities and other rights giving access to the Company's capital.*

*In addition, the maximum nominal amount of debt securities or related securities giving immediate or future access to the Company's capital that may be issued pursuant to resolutions nos. 10 to 19 may not exceed the €300 million ceiling or the equivalent of this amount, it being specified that this amount would be increased, if applicable, by any redemption premium above par and that the nominal amount of the debt securities or related securities giving access to the Company's capital which would be issued pursuant to resolutions nos. 10 to 19 would be deducted from such ceiling.*

*These authorizations would be given with a right to sub-delegate as provided by law.*

*If the Board were to use the authorizations and/or delegations that are conferred to it by these resolutions nos. 10 to 19, the Board of Directors would report on the use of the delegations granted in the relevant resolutions at the next Ordinary Shareholders' General Meeting, in accordance with the law and the applicable regulation, of the use made of the delegations conferred by these resolutions.*

*Finally, it is specified that these authorizations and delegations would each be valid for a 26-month period starting from the day of your Shareholders' General Meeting (except for resolution no. 12 having a 18-month duration), and would respectively have the effect of voiding any authorization or delegation conferred by a resolution of the same type adopted previously.*

*You are invited to read paragraph 29.2 of the 2017-2018 Registration Document containing the Board of Directors' report on the resolutions submitted to your vote, giving detailed explanation on each of the abovementioned authorizations and delegations.*

***Tenth resolution – Delegation of authority to be granted to the Board of Directors for the purpose of proceeding with a capital increase by way of the issuance of shares and/or securities giving access to the Company's share capital, with preferential subscription rights, immediately or in the future***

The Shareholders' General Meeting, under the conditions of quorum and majority required for Extraordinary General Meetings, having considered the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of Articles L. 225-129 *et seq.*, L. 228-91 *et seq.* and specifically Articles L. 225-129-2 and L. 228-92 of the French Commercial Code:

1. **delegates** to the Board of Directors, with the possibility to sub-delegate, within the terms and conditions provided by law, the authority and the powers necessary for the purpose of deciding to issue, in one or more installments, in France and/or abroad, in such amount and at such time as it deems appropriate, in euros, in foreign currencies, or any other accounting unit established by reference to a basket of currencies, with preferential subscription rights, for consideration or for free, of ordinary shares and/or any securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, giving access by any means, immediately and/or in the future, at any time or on a fixed date, by subscription, conversion, exchange, reimbursement, presentation of a warrant or any other means, to the Company's capital (including securities giving entitlement to the allocation of debt securities), it being specified that subscription of said shares and/or other securities may be made either in cash or by offsetting liquid and due receivables, or by incorporation of reserves, profits or premiums;

2. **sets** at twenty-six (26) months as from the day of this Shareholders' Meeting the validity of this delegation, on the understanding that all other delegations of authority previously granted by a resolution of the same nature are obsolete;
3. **decides** to enforce the following limits on the issuance amounts permitted in the event that the Board of Directors decides to use this delegation of authority:
  - a. the maximum nominal amount of capital increases that may be carried out, immediately or in the long term, based on this delegation of authority may not go above the ceiling of €30 million for the nominal value, or the counter-value of this amount, on the understanding that:
    - (i) the aggregate nominal amount of the capital increases in respect of shares issued directly or indirectly, on the basis of this resolution and the eleventh, twelfth, thirteenth, fourteenth, fifteenth, sixteenth, seventeenth, eighteenth and nineteenth resolutions, subject to their adoption by the present Shareholders' Meeting, and on the basis of the issuance authorized by the resolutions of the same nature that could succeed these resolutions during the term of this delegation, shall not surpass the global ceiling of €30 million for the nominal value, and
    - (ii) to these ceilings will be added the nominal amount of capital increases related to ordinary shares which may be issued to preserve, in accordance with the law, and, where applicable, contractual provisions providing for other adjustments, the rights of holders of securities and other rights giving access to the Company's capital,
  - b. the maximum nominal amount of securities representing bond or related securities, giving access, immediately or in the future, to the Company's capital, which may be issued under the present delegation of competence, may not exceed the ceiling of €300 million or the counter-value of this amount, provided that any redemption premium above par will be added, and this amount will be deducted from the nominal amount of securities representing bond instruments or equivalent, giving access to the Company's capital, to be issued under this resolution and the eleventh, twelfth, thirteenth, fourteenth, fifteenth, sixteenth, seventeenth, eighteenth and nineteenth resolutions, subject to their adoption by the present Shareholders' Meeting, and on the basis of issuance authorized by the resolutions of the same nature that may succeed these resolutions during the validity of the present delegation;
4. in the event that the present delegation of authority is used by the Board of Directors:
  - **decides** that the issuance will be reserved in favor of Company shareholders who have the right to subscribe in direct proportion to the number of shares they hold,
  - **nevertheless decides** that the Board of Directors will have the power to grant shareholders the right to subscribe to shares or securities in excess of the minimum number to which they have preferential subscription rights proportionally to their subscription rights, and in any event, within the limit of their request,
  - **decides** that if the subscriptions as of right (*à titre irréductible*) and, where applicable, excess subscriptions (*à titre réductible*) do not cover the entire amount of the issuance of shares or securities, as defined above, the Board of Directors may undertake, as provided by law, and in the order of its choosing, one and/or any of the following:
    - to limit the capital increase to the subscriptions' amount upon the condition that this amount reaches at least three-quarters of the decided issuance,
    - to freely distribute all or part of the non-subscribed securities between the individuals of its choice,
    - to offer to the public all or part of the non-subscribed securities, on the French market and/or internationally;
5. **decides** that the issuance of the warrants giving access to Company shares may be made through a subscription offer, but also through free allocation of shares to Company shareholders, on the understanding that the Board of Directors may decide that, in the event of an allocation of bonus warrants, the resulting fractional shares shall not be negotiable and that the corresponding shares shall be sold;



6. **decides** that the Board of Directors will have the powers, with the possibility to sub-delegate, in accordance with applicable law, to decide on the aforementioned issuances and proceed with them in such a form as it deems appropriate and in compliance with applicable law, notably:

- determining the dates and the terms of issuance as well as the form and characteristics of the shares and/or securities to be issued,
- determining the number of shares and/or other securities to be issued, the issue price and conditions attached thereto, specifically the issuance thereof, if applicable the issuance premium, the terms of their release and their maturity date (if applicable, retroactively) and, if necessary, repurchase conditions,
- in the case of issuance of debt securities, deciding whether they are subordinate or not (and, where appropriate, their rank of subordination, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), setting their interest rate, providing for their duration (fixed or otherwise), the possibility of reducing or increasing the nominal value of the securities and the other conditions of issuance and amortization, amending, during the life of the securities concerned, the terms referred to above, in compliance with the applicable formalities,
- setting, where appropriate, the terms for exercising the rights (as the case may be, the conversion, exchange, and reimbursement rights, including by providing Company assets such as treasury shares or securities already issued by the Company) attached to the shares or securities giving access to the capital and, in particular, fixing the date, even retroactively, from which the new shares shall be entitled to dividend rights, as well as any other conditions and terms for the realization of the capital increase,
- suspending, where appropriate, the exercise of rights attached to these shares and/or securities to be issued under the conditions and limits provided by applicable laws and regulations,
- at its sole discretion, charging issuance fees to the premium amounts associated therewith and withholding from these sums the amount necessary to bring the legal reserve to a tenth of the capital as set after each increase,
- determining and making any adjustments intended to take into account the impact of transactions on the company's capital or equity, in particular in the event of a change in the nominal amount of the share, of capital increase by incorporation of reserves, profits or premiums, free allocation of shares, stock split or reverse stock split, distribution of dividends, reserves or premiums or any other assets, amortization of capital, or any other transaction relating to capital or equity (including in the case of public offer and/or change of control), and setting out any other conditions to ensure, where appropriate, the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including by way of cash adjustments),
- generally taking all appropriate measures, executing all agreements, obtaining all authorizations, carrying out all formalities necessary to ensure successful completion of the issuance or stay the implementation thereof, notably acknowledging completion of any capital increases resulting from any issuance conducted by this present delegation, amending the bylaws, requesting the listing of any shares and/or securities issued as a result of this present delegation.

The Board of Directors may not, except by prior authorization of the Shareholders' General Meeting, make use of this delegation from the time of deposit by a third party of a public offer for the Company's securities, until the end of the offer period.

***Eleventh resolution - Delegation of authority to be granted to the Board of Directors for the purpose of proceeding with a capital increase by way of the issuance of shares and/or any securities giving access to the Company's share capital, without preferential subscription rights, immediately or in the future***

The Shareholders' General Meeting, under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, having considered the Board of Directors' report and the statutory auditors' special report, and pursuant to the provisions of Articles L. 225-129 et seq. of the French Commercial Code, specifically Articles L. 225-129-2, L. 225-135, L. 225-136, L. 225-148 and L. 228-91 et seq. of the French Commercial Code:

1. **delegates** to the Board of Directors with a possibility to sub-delegate, in accordance with applicable law, its authority and powers for the purpose of deciding to issue, on one or several occasions, in France as well as abroad, in such amount and at such times as it deems appropriate, in euros, in foreign currencies, or any other accounting unit established by reference to a basket of currencies, without preferential subscription rights, for consideration or for free, within the framework of a public offering, ordinary shares and/or any securities governed by Articles L.228-92 subparagraph 1, L.228-93 subparagraph 1 and 3, or L.228-94 subparagraph 4 of the French Commercial Code, giving access by any means, immediately or in the future, at any time or on a determined date, by way of subscription, conversion, exchange, reimbursement, presentation of a warrant or in any other manner, to the Company's share capital (including capital securities giving right to the allocation of debt securities), provided that the subscription of shares and/or securities may be made either in cash or by setting off against due and payable receivables, or by incorporation of reserves, profits, or premiums;
2. **sets** at twenty-six (26) months as from the day of this Shareholders' Meeting the validity of this delegation, with the clarification that it renders obsolete any delegation of authority conferred by a similar resolution adopted previously;
3. **sets** the following limits on the issuance amounts in the event the Board of Directors decides to use its delegation of authority:
  - a. the maximum nominal amount of capital increases that may be carried out, immediately or in the long term, based on this delegation of authority may not go above the ceiling of €6 million for the nominal value, or the counter-value of this amount, on the understanding that:
    - (i) this ceiling applies to the present resolution and the twelfth, thirteenth, fourteenth, fifteenth, sixteenth and eighteenth resolutions,
    - (ii) this amount will be deducted from the global nominal ceiling amount of €30 million referred to in paragraph "3.a. (i)" of the tenth resolution or, if need be, to the possible amount, if any, provided by a resolution of the same nature succeeding this resolution during the term of this delegation,
    - (iii) to these ceilings will be added the nominal amount of capital increases related to ordinary shares which may be issued to preserve, in accordance with the law, and, where applicable, contractual provisions providing for other adjustments, the rights of holders of securities and other rights giving access to the Company's capital,
  - b. the maximum nominal amount of securities representing bond or related securities, giving access, immediately or in the future, to the Company's capital, likely to be issued on the basis of the present resolution, may not exceed the ceiling of €300 million or the counter value of this amount, plus, as appropriate, any redemption premium above par,, provided that this amount is deducted from the global ceiling amount of €300 million pursuant to "3.b." of the eleventh resolution of the present meeting or, as the case may be, from the possible ceiling amount pursuant to a resolution of the same nature that may succeed this resolution during the term of validity of the present delegation;
4. **decides** that any issuance performed pursuant thereto shall be performed through public offers, on the understanding that such may be performed in conjunction with an offer or offers covered by Article L. 411-2 (II) of the French Monetary and Financial Code, which may be completed under the thirteenth resolution of the present Shareholders' Meeting;

5. **decides** to remove the shareholders' preferential subscription rights to the shares and/or securities that are likely to be issued based on the present delegation;
6. **decides** that the Board of Directors may bestow a preferential period to shareholders not resulting in the creation of tradeable rights, over an amount of time that shall be set in accordance with applicable laws and regulations, for all or part of an issuance performed based on this resolution and which shall be exercised in proportion to the number of shares held by each shareholder pursuant to applicable laws and regulations and in addition excess subscription rights may be granted, with the clarification that shares not subscribed in this manner will be submitted for public placement in France or abroad;
7. **decides** that if the subscriptions as of right (*à titre irréductible*) and, where applicable, excess subscriptions (*à titre réductible*) do not cover the entire amount of the issuance of shares or securities, as defined above, the Board of Directors may undertake, as provided by law, and in the order of its choosing, one and/or any of the following:
  - to limit the capital increase to the subscriptions' amount upon the condition that this amount reaches at least three-quarters of the decided issuance,
  - to freely distribute all or part of the non-subscribed securities between the individuals of its choice,
  - to offer the public all or part of the non-subscribed securities, on the French market and/or internationally;
- 8 **acknowledges and decides**, as relevant, that this delegation shall, to the benefit of holders of any securities giving access to Company shares that may be issued pursuant to this delegation, automatically result in the waiver of shareholder preferential subscription rights to the new shares to which these securities would give rise;
9. **decides** that (i) the share price for ordinary shares to be issued pursuant to this resolution or those to which the securities to be issued under this resolution may give right, shall be at least equal to the minimum price permitted by laws and regulations applicable on the date of issue (to date, the weighted average of the last three trading days preceding the fixation of the subscription price minus 5%), after, if necessary, adjusting this average to take into account any difference between the maturity dates, and (ii) the issuance price for the securities giving access to capital shall be that of the sum immediately received by the Company, increased, where appropriate, by the sum likely to be collected subsequently by the Company, *i.e.* for each share issued as a consequence of the issuance of these securities, at least equal to the price defined in part (i) of this paragraph;
10. **decides** that the Board of Directors shall have the powers, with the possibility to sub-delegate, in accordance with applicable law, to decide on the aforementioned issuances and proceed with them in such a form as it deems appropriate and in compliance with applicable law, notably:
  - determining the dates and the terms of issuance as well as the form and characteristics of the shares and/or securities to be issued,
  - determining the number of shares and/or other securities to be issued, the issue price and conditions attached thereto, specifically the issuance thereof, if applicable the issuance premium, the terms of their release and their maturity date (if applicable, retroactively) and, if necessary, repurchase conditions,
  - in the case of issuance of debt securities, deciding whether they are subordinate or not (and, where appropriate, their rank of subordination, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), setting their interest rate, providing for their duration (fixed or otherwise), the possibility of reducing or increasing the nominal value of the securities and the other conditions of issuance and amortization, amending, during the life of the securities concerned, the terms referred to above, in compliance with the applicable formalities,
  - setting, where appropriate, the terms for exercising the rights (as the case may be, the conversion, exchange, and reimbursement rights, including by providing Company assets such as treasury shares or securities already issued by the Company) attached to the shares or securities giving access to the capital and, in particular, setting the date, even retroactively, from which the new shares shall be entitled to dividend rights, as well as any other conditions and terms for the realization of the capital increase,

- suspending, if need be, the exercise of rights attached to these shares and/or securities to be issued under the conditions and limits provided by applicable laws and regulations,
- at its sole discretion, charging issuance fees to the premium amounts associated therewith and withholding from these sums the amount necessary to bring the legal reserve to a tenth of the capital as set after each increase,
- determining and making any adjustments intended to take into account the impact of transactions on the Company's capital or equity, in particular in the event of a change in the nominal amount of the share, of capital increase by incorporation of reserves, profits or premiums, free allocation of shares, stock split or reverse stock split, distribution of dividends, reserves or premiums or any other assets, amortization of capital, or any other transaction relating to capital or equity (including in the case of public offer and/or change of control), and setting out any other conditions to ensure, where appropriate, the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including by way of cash adjustments),
- generally taking all appropriate measures, executing all agreements, obtaining all authorizations, carrying out all formalities necessary to ensure successful completion of the issuance or stay the implementation thereof, notably acknowledging completion of any capital increases resulting from any issuance conducted by this present delegation, amending the bylaws, requesting the listing of any shares and/or securities issued as a result of this present delegation.

The Board of Directors may not, except by prior authorization of the Shareholders' General Meeting, make use of this delegation from the time of deposit by a third party of a public offer for the Company's securities, until the end of the offer period.

***Twelfth resolution – Delegation of authority to be granted to the Board of Directors for the purpose of issuing shares and/or any securities giving access to the Company's share capital to categories of persons meeting defined requirements, without the Shareholders' preferential subscription rights, immediately or in the future***

The Shareholders' General Meeting, under the conditions of quorum and majority required for Extraordinary General Meetings, having considered the Board of Directors' report and the statutory auditors' special report, and pursuant to the provisions of Articles L. 225-129 et seq., L. 228-91 to L. 228-93, and L. 225-135 to L. 225-138 of the French Commercial Code:

1. **delegates** to the Board of Directors, with the possibility to sub-delegate within the terms and conditions provided by law, its authority to proceed, in one or more installments, in such amount and at such time as it deems appropriate, in euros, in foreign currencies, or any other accounting unit established by reference to a basket of currencies, with the issue, without preferential subscription rights, for consideration or for free, in France and/or abroad, of ordinary shares and/or any securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, giving access by any means, immediately and/or in the future, at any time or on a fixed date, by subscription, conversion, exchange, reimbursement, presentation of a warrant or any other means, to the Company's capital (including securities giving entitlement to the allocation of debt securities), it being specified that subscription of said shares and/or other securities may be made either in cash or by offsetting liquid and due receivables, or by incorporation of reserves, profits or premiums;
2. **decides** to eliminate the preferential subscription rights of the shareholders in connection to shares and/or securities giving access to Company equity to be issued and to reserve, as it pertains to this delegation, the right to subscribe these shares and/or securities to those persons meeting the following requirements: financial institutions or investment funds of French or foreign law aiming at supporting growth technology companies in the medium term;
3. **delegates** the authority to define the precise list of beneficiaries of the elimination of preferential subscription rights to the Board of Directors as well as the authority to set the number of shares and/or securities that may be issued to each such entity;

4. **acknowledges and** decides, as the case may be, that this delegation shall automatically apply to the beneficiaries appearing in the list provided by the Board of Directors mentioned above, the waiver of shareholder preferential subscription rights to the new shares to which these securities would give rise;
5. **sets** the following limits on the issuance amounts in the event the Board of Directors decides to use its delegation of authority:
- a. the maximum nominal amount of capital increases that may be carried out, immediately or in the long term, based on this delegation of authority may not go above the ceiling of €6 million for the nominal value, or the counter-value of this amount, on the understanding that this amount will be deducted:
    - (i) from the common ceiling amount of €6 million of nominal value referred to in “3. a. (i)” of the eleventh resolution of this Shareholders’ Meeting or, when appropriate, to the ceiling, if any, provided by a resolution of the same nature succeeding this resolution during the term of this delegation, on the understanding in any event that issuances of securities made within this framework are limited according to the legal provisions in force on the day of the issuance,
    - (ii) from the global nominal ceiling amount of €30 million referred to in paragraph “3.a. (i)” of the tenth resolution or, if need be, to the possible amount, if any, provided by a resolution of the same nature succeeding this resolution during the term of this delegation. To these ceilings will be added the nominal amount of capital increases related to ordinary shares which may be issued to preserve, in accordance with the law, and, where applicable, contractual provisions providing for other adjustments, the rights of holders of securities and other rights giving access to the Company’s capital,
  - b. the maximum nominal amount of securities representing bond or related securities, giving access, immediately or in the future, to the Company’s capital, likely to be issued on the basis of the present resolution, may not exceed the ceiling of €300 million or the counter value of this amount, provided that this amount, plus, as appropriate, any redemption premium above par, is deducted from the global ceiling amount of €300 million pursuant to “3.b.” of the eleventh resolution of the present meeting or, as the case may be, from the possible ceiling amount pursuant to a resolution of the same nature that may succeed this resolution during the term of validity of the present delegation;
6. **decides** that (i) the shares’ issuance price for ordinary shares pursuant to this resolution or those which may give rights to securities to be issued under this resolution, shall be at least equal to the share market price of the last trading day preceding the fixation of the subscription price minus a 10% discount), after, if necessary, adjusting this average in the event of a difference between the maturity dates, and (ii) the issuance price for the securities giving access to capital shall be that of the sum immediately received by the Company, increased, where appropriate, by that likely to be collected subsequently by the Company, or for each share issued as a consequence of the issuance of the securities, at least equal to the minimum price defined in part (i) of this paragraph;
7. **grants** that the Board of Directors shall have the powers, with the possibility to sub-delegate in accordance with applicable law, to proceed with the aforementioned issuance in such a form as it deems appropriate and in compliance with applicable law, and notably:
- determining the list of beneficiaries of the above-mentioned categories and the number of shares to be attributed to each of them,
  - determining the terms of issuance as well as the form and characteristics of the shares and/or securities that would grant access to Company equity, the terms under which the shares or securities would be allocated as well as the dates on which the allocation rights may be exercised,
  - in the case of issuance of debt securities, deciding whether they are subordinate or not (and, where appropriate, their rank of subordination, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), setting their interest rate, providing for their duration (fixed or otherwise), the possibility of reducing or increasing the nominal value of the securities and the other conditions of issuance and amortization, amending, during the life of the securities concerned, the terms referred to above, in compliance with the applicable formalities,

- setting, where appropriate, the terms for exercising the rights (as the case may be, the conversion, exchange, and reimbursement rights, including by providing Company assets such as treasury shares or securities already issued by the Company) attached to the shares or securities giving access to the capital and, in particular, setting the date, even retroactively, from which the new shares shall be entitled to dividend rights, as well as any other conditions and terms for the realization of the capital increase,
- suspending, where appropriate, the exercise of rights attached to these shares and/or securities to be issued under the conditions and limits provided by applicable laws and regulations,
- at its sole discretion, charging the costs of the capital increases to the amount of the related issue premiums and deduct from this amount the sums required to constitute the legal reserve,
- making any adjustments intended to take any transactions that affect Company capital into account, executing all agreements in order to issue the shares or securities set out herein, acknowledging the completion of the capital increases, amending the bylaws as a result hereof, and carrying out all formalities and generally doing all that is useful and necessary;

8. **sets** at eighteen (18) months as of the date of this Shareholders' Meeting the duration of the present delegation with the clarification that it renders obsolete any delegation of authority conferred by a similar resolution adopted previously.

The Board of Directors may not, except by prior authorization of the Shareholders' General Meeting, make use of this delegation from the time of deposit by a third party of a public offer for the Company's securities, until the end of the offer period.

***Thirteenth resolution – Delegation of authority to be granted to the Board of Directors in order to issue, by an offer set out at Article L. 411-2 II of the French Monetary and Financial Code, shares and/or securities giving access, immediately or in the future, to the Company's share capital, without the shareholders' preferential subscription rights***

The shareholders, under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, having considered the Board of Directors' report and the statutory auditors' special report, and pursuant to the provisions of Articles L. 225-129 *et seq.* and L. 228-91 *et seq.* of the French Commercial Code, notably Articles L. 225-129-2, L. 225-135, and L. 225- 136, and Articles L. 228-91 *et seq.* of the French Commercial Code:

1. **delegates** to the Board of Directors, with the possibility to sub-delegate within the terms and conditions provided by law, its authority to proceed, in one or more installments, in such amount and at such time as it deems appropriate, with the issue in France and/or abroad, as part of an offer referred to in II of Article L. 411-2 of the French Monetary and Financial Code, in euros, in foreign currencies, or any other accounting unit established by reference to a basket of currencies, for consideration or for free, of ordinary shares and/or any securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, giving access by any means, immediately and/or in the future, at any time or on a fixed date, by subscription, conversion, exchange, reimbursement, presentation of a warrant or any other means, to the Company's capital (including securities giving entitlement to the allocation of debt securities), it being specified that subscription of said shares and/or other securities may be made either in cash or by offsetting liquid and due receivables, or by incorporation of reserves, profits or premiums;
2. **decides** to remove the shareholders' preferential subscription rights to the securities that can be issued on the grounds of this resolution;
3. **decides** that the maximum nominal amount of capital increases that may be performed immediately or in the future by virtue of this resolution may not, within the limits set out by law applicable on the day of the issuance (as an indication, on the day of the present Shareholders' General Meeting, the issuance of share capital carried out by an offer pursuant to Article L. 411-2 (II) of the French Financial and Monetary Code is limited to 20% of the Company's capital per year), exceed the €6 million ceiling, or the counter-value of this amount, it being understood that such amount shall be deducted from:

- (i) the common nominal ceiling amount of €6 million referred to in paragraph “3.a. (i)” of the twelfth resolution of this Shareholders’ Meeting or, when appropriate, to the global ceiling, if any, provided by a resolution of the same nature succeeding this resolution during the term of this delegation, on the understanding in any event that issuances of securities made in this framework are limited according to the legal provisions in force on the day of the issuance,
- (ii) the nominal ceiling amount of €30 million referred to in paragraph “3.a. (i)” of the tenth resolution or, if need be, to the possible amount, if any, provided by a resolution of the same nature succeeding this resolution during the term of this delegation.

To these ceilings will be added the nominal amount of capital increases related to ordinary shares which may be issued to preserve, in accordance with the law, and, where applicable, contractual provisions providing for other adjustments, the rights of holders of securities and other rights giving access to the Company’s capital,

4. **decides** that the nominal amount of debt securities or related securities, giving access, immediately or in the future, to the Company’s capital, likely to be issued on the basis of the present delegation, may not exceed €300 million or the counter value of this amount, it being understood that this amount, supplemented where appropriate by any redemption premium above the nominal value, shall be deducted from the global ceiling of €300 million pursuant to “3. b” of the tenth resolution, or, where appropriate, the amount of any ceiling provided for by a resolution of the same nature succeeding this resolution during the term of this delegation;
5. **acknowledges** that if the subscriptions do not absorb the total issuance, the Board of Directors may limit the operation’s amount to the amount of subscriptions received, provided that they reach at least three-quarters of the subscriptions issued;
6. **decides** that (i) the shares’ issuance price for ordinary shares pursuant to this resolution or those which may give rights to securities to be issued under this resolution, shall be at least equal to the minimum price permitted by laws and regulations applicable on the date of issue (to date, the weighted average of the last three trading days preceding the fixation of the subscription price minus 5%), after, if necessary, adjusting this average in the event of a difference between the maturity dates; and (ii) the issuance price for the securities giving access to capital and the number of shares to which entitlement arises by the conversion, redemption, or generally, the transformation of each security giving access to the capital, of the sums received immediately by the Company, increased, where appropriate, by that likely to be collected subsequently by the Company, or for each share issued as a consequence of the issuance of the securities, at least equal to the minimum price defined in part (i) of this paragraph;
7. **decides** that the Board of Directors shall have the powers, with the possibility to sub-delegate in accordance with applicable law, to proceed with the aforementioned issuance in such a form as it deems appropriate and in compliance with applicable law, and notably:
  - determining the dates and the terms of issuance as well as the form and characteristics of the shares and/or securities to be issued,
  - determining the number of shares and/or other securities to be issued, the issue price and conditions attached thereto, specifically the issuance thereof, if applicable the issuance premium, the terms of their release and their maturity date (if applicable, retroactively) and, if necessary, repurchase conditions,
  - in the case of issuance of debt securities, deciding whether they are subordinate or not (and, where appropriate, their rank of subordination, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), setting their interest rate, providing for their duration (fixed or otherwise), the possibility of reducing or increasing the nominal value of the securities and the other conditions of issuance and amortization, amending, during the life of the securities concerned, the terms referred to above, in compliance with the applicable formalities,
  - setting, where appropriate, the terms for exercising the rights (as the case may be, the conversion, exchange, and reimbursement rights, including by providing Company assets such as treasury shares or securities already issued by the Company) attached to the shares or securities giving access to the capital and, in particular, setting the date, even retroactively, from which the new shares shall be entitled to dividend rights, as well as any other conditions and terms for the realization of the capital increase,

- suspending, where appropriate, the exercise of rights attached to these shares and/or securities to be issued under the conditions and limits provided by applicable laws and regulations,
- at its sole discretion, charging issuance fees to the premium amounts associated therewith and withholding from these sums the amount necessary to bring the legal reserve to a tenth of the capital as set after each increase,
- determining and making any adjustments intended to take into account the impact of transactions on the Company's capital or equity, in particular in the event of a change in the nominal amount of the share, of capital increase by incorporation of reserves, profits or premiums, free allocation of shares, stock split or reverse stock split, distribution of dividends, reserves or premiums or any other assets, amortization of capital, or any other transaction relating to capital or equity (including in the case of public offer and/or change of control), and setting out any other conditions to ensure, where appropriate, the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including by way of cash adjustments),
- generally taking all appropriate measures, executing all agreements, obtaining all authorizations, carrying out all formalities necessary to ensure successful completion of the issuance or stay the implementation thereof, notably acknowledging completion of any capital increases resulting from any issuance conducted by this present delegation, amending the bylaws, requesting the listing of any shares and/or securities issued as a result of this present delegation;

8. **sets** at twenty-six (26) months as from the day of this Shareholders' Meeting the validity of this delegation, on the understanding that, as a result, all other delegations of authority previously granted by a resolution of the same nature are obsolete;

The Board of Directors may not, except by prior authorization of the Shareholders' General Meeting, make use of this delegation from the time of deposit by a third party of a public offer for the Company's securities, until the end of the offer period.

***Fourteenth resolution – Delegation of authority to be granted to the Board of Directors for the purpose of increasing the issuance amount with or without preferential subscription rights, within the limit of 15% of the initial issuance***

The Shareholders' General Meeting, under the conditions of quorum and majority required for Extraordinary General Meetings, having considered the Board of Directors' report and the statutory auditors' special report, and pursuant to the provisions of Articles L. 225-135-1 of the French Commercial Code:

1. **grants** to the Board of Directors, with faculty of sub-delegation under the conditions set out by law, the power to decide to increase the number of shares issued, in the event of issuance of shares or securities giving access to the Company's capital, with or without preferential subscription rights decided on the basis of the tenth, eleventh, twelfth and thirteenth resolutions of the present Shareholders' Meeting, at the same price as the initial issuance and in the same time limits provided by the applicable legal and regulatory provisions on the day of the issuance (to date, within thirty days of the subscription and limited to 15% of the initial issuance), subject to the ceiling(s) under which the issuance is decided;
2. **sets** at twenty-six (26) months as from the day of this Shareholders' Meeting the validity of this authorization, on the understanding that, as a result, all other delegations of authority previously granted by a resolution of the same nature are obsolete;
3. **delegates** to the Board of Directors, with the possibility to sub-delegate, in accordance with applicable law and the bylaws, all the powers required to implement the present delegation of authority.



***Fifteenth resolution - Authorization to be granted to the Board of Directors in the event of issuance, without preferential subscription rights, of shares and/or securities giving access, immediately or in the future, to the Company's share capital, for the purpose of fixing the issuance price within the limit of 10% of the Company's share capital under the conditions adopted by the Shareholders' General Meeting***

The shareholders, under the conditions of quorum and majority required for Extraordinary General Meetings, having considered the Board of Directors' report and the statutory auditors' special report, and pursuant to the provisions of Article L. 225-136-1 of the French Commercial Code:

1. **authorizes** the Board of Directors, with the possibility to sub-delegate within the terms and conditions provided by law, in the case of issuance, without preferential subscription rights, of ordinary shares and/or of any securities governed by articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, pursuant to the eleventh and thirteenth resolutions submitted to this Shareholders' Meeting, to waive the price conditions set out in these resolutions and to set the issuance price according to the following terms:
  - a. the issuance price for ordinary shares to be issued pursuant to this issuance shall be, at the discretion of the Board of Directors, equal to (i) the last closing price preceding the setting of the price with a maximum discount of 5% or (ii) the average price of the share on the market, weighted by the trading volume of the share, during the trading day on which the issue price was set with a maximum discount of 5%,
  - b. the issuance price for the securities other than ordinary shares shall be that of the sums received immediately by the Company plus, where appropriate, the sum likely to be collected subsequently by the Company for each ordinary share issued as a consequence of the issuance of the securities, at least equal to the amount determined by the Board of Directors in paragraph "1.a." above;
2. **decides** that the maximum nominal amount for the Company's capital increases carried out under the conditions indicated in this present resolution, immediately or in the future by virtue of this delegation, shall not exceed 10% of the share capital per 12-month period (where this percentage applies to capital adjusted according to the transactions affecting it subsequent to this Shareholders' Meeting),
  - (i) the common ceiling amount of €6 million referred to in paragraph "3.a. (i)" of the eleventh resolution of this Shareholders' Meeting or, when appropriate, to the global ceiling, if any, provided by a resolution of the same nature succeeding this resolution during the term of this authorization, on the understanding in any event that issuances of securities made in this framework are limited according to the legal provisions in force on the day of the issuance,
  - (ii) the global nominal ceiling amount of €30 million referred to in paragraph "3.a. (i)" of the tenth resolution of this Shareholders' General Meeting or, if need be, the possible ceiling amount provided for by a resolution of the same nature succeeding this resolution during the term of this authorization;To the ceilings mentioned in paragraphs (i) and (ii) above will be added the nominal amount of capital increases related to ordinary shares which may be issued to preserve, in accordance with the law, and, where applicable, contractual provisions providing for other adjustments, the rights of holders of securities and other rights giving access to the Company's capital,
3. **decides** that the maximum nominal amount of bond securities giving right immediately or in the future to receive shares of the Company or deemed equivalent financial instruments, likely to be issued under the conditions provided for in this resolution, shall be deducted from the global ceiling of €250 million referred to in "3.b." of the eleventh resolution of this Shareholders' Meeting, or as the case may be, from the possible ceiling amount pursuant to a resolution of the same nature that may subsequently be made during the validity of the authorization; on the understanding that this amount shall be included in the nominal amount of bond securities;
4. **acknowledges** that the Board of Directors shall draft an additional report, certified by the statutory auditors, describing the final terms of the transaction and providing criteria for assessing the actual impact on the shareholder's situation;

5. **sets** at twenty-six (26) months as from the day of this Shareholders' Meeting the validity of this authorization, on the understanding that, as a result, all other authorizations of authority previously granted by a resolution of the same nature are obsolete;
6. **delegates** to the Board of Directors, with the possibility to sub-delegate, in accordance with applicable law and the bylaws, all the powers required to implement the present authorization.

The Board of Directors may not, except by prior authorization of the Shareholders' General Meeting, make use of this authorization from the time of deposit by a third party of a public offer for the Company's securities, until the end of the offer period.

***Sixteenth resolution - Delegation of powers to be granted to the Board of Directors for the purpose of proceeding with an increase of the Company's share capital in compensation for capital contributions in kind consisting of capital securities or securities giving access to the Company's share capital***

The Shareholders' General Meeting, under the conditions of quorum and majority required for Extraordinary General Meetings, having considered the Board of Directors' report and the statutory auditors' special report, and pursuant to the provisions of Article L. 225-147 of the French Commercial Code:

1. **delegates** to the Board of Directors, with faculty of sub-delegation under the conditions set out by law and the Company's bylaws, the powers necessary for the purposes of carrying out, based on a report by the statutory auditors, a capital increase, within the limit of 10% of the share capital (this percentage being applied to capital as adjusted to take into account transactions occurring after this Shareholders' Meeting), by issuing ordinary shares and/or any securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, giving access by any means, immediately or in the future, at any time or on a determined date, by way of subscription, conversion, exchange, reimbursement, presentation of a warrant or in any other manner, to Company shares (including securities giving entitlement to the allocation of debt securities), as consideration for contributions in kind made to the Company in the form of shares or securities giving access to capital, when provisions of Article L. 225-148 of the French Commercial Code do not apply,
2. **decides** that the maximum nominal amount of the capital increase that may be carried out immediately or in the future by virtue of this delegation of powers shall not exceed a ceiling of €6 million or the counter-value of that amount, shall be deducted from:
  - (i) the common ceiling amount of €6 million referred to in paragraph "3.a. (i)" of the eleventh resolution of this Shareholders' Meeting or, when appropriate, to the global ceiling, if any, provided by a resolution of the same nature succeeding this resolution during the term of this delegation, on the understanding in any event that issuances of securities made in this framework are limited according to the legal provisions in force on the day of the issuance, and
  - (ii) the ceiling amount of €30 million referred to in paragraph "3.a. (i)" of the tenth resolution or, if need be, to the possible amount, if any, provided by a resolution of the same nature succeeding this resolution during the term of this delegation;  
To these ceilings will be added the nominal amount of capital increases related to ordinary shares which may be issued to preserve, in accordance with the law, and, where applicable, contractual provisions providing for other adjustments, the rights of holders of securities and other rights giving access to the Company's capital,
3. **decides** that the maximum nominal amount of bond securities giving right immediately or in the future to receive shares of the Company or deemed equivalent financial instruments, likely to be issued on the basis of this resolution, plus, as appropriate, any redemption premium above par, shall be deducted from the global ceiling of €300 million referred to in "3.b." of the eleventh resolution of this Shareholders' Meeting, or as the case may be, from the possible ceiling amount pursuant to a resolution of the same nature that may subsequently be made during the validity of the authorization;

4. **sets** at twenty-six (26) months as from the day of this Shareholders' Meeting the validity of this authorization, on the understanding that, as a result, all other delegations of powers previously granted by a resolution of the same nature are obsolete;
5. **grants** to the Board of Directors, with faculty to sub-delegate, all powers necessary to decide on the above-mentioned issuances and carry them out in accordance with the terms it will determine in compliance with the law, and notably:
  - deciding on the issuance of shares and/or securities giving access, immediately or in the future, to the Company's capital, as compensation for contributions,
  - determining the list of equity shares and securities giving access to the capital contributed, approving the valuation of the contributions, setting the conditions for the issuance of the shares and/or securities as compensation for contributions, as well as, where applicable, the amount of the balance to be paid, approving the granting of specific advantages, and reducing, with the agreement of the contributors, the valuation of the contributions or the compensation of specific advantages
  - to determine the number, the terms, the form and the characteristics of the shares and/or securities to be issued,
  - in compensation for the contributions, as well as their terms and conditions, and the amount of the premium, if any, to make a decision on the valuation of contributions and special benefit grants, to determine the number of shares and/or other securities to be issued, the terms and conditions and, if applicable, the premium amount,
  - to suspend if need be the exercise of rights attached to these securities for a maximum time period of three months under the conditions and the limits provided by laws and regulations,
  - at its sole discretion, charging issuance fees to the premium amounts associated therewith and withholding from these sums the amount necessary to bring the legal reserve to a tenth of the capital as set after each increase,
  - determining and making any adjustments intended to take into account the impact of transactions on the Company's capital or equity, in particular in the event of a change in the nominal amount of the share, of capital increase by incorporation of reserves, profits or premiums, free allocation of shares, stock split or reverse stock split, distribution of dividends, reserves or premiums or any other assets, amortization of capital, or any other transaction relating to capital or equity (including in the case of public offer and/or change of control), and setting out any other conditions to ensure, where appropriate, the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including by way of cash adjustments),
  - to take all appropriate measures, execute all agreements, obtain all authorizations, and carry out all formalities necessary to ensure successful completion of issuance or to postpone such, including any capital increases resulting from any issuance performed pursuant to this present delegation, amend the bylaws, and request the listing of any securities issued as a result of the present delegation.

The Board of Directors may not, except by prior authorization of the Shareholders' General Meeting, make use of this delegation from the time of deposit by a third party of a public offer for the Company's securities, until the end of the offer period.

***Seventeenth resolution – Delegation of authority to be granted to the Board of Directors for the purpose of increasing the share capital by capitalizing premiums, reserves, profits, or any other funds that may be capitalized***

The Shareholders' General Meeting, under the conditions of quorum and majority required for Ordinary General Meetings, having considered the Board of Directors' report and the statutory auditors' special report, and pursuant to the provisions of Articles L. 225-129, L. 225-129-2, and L. 225-130 of the French Commercial Code:

1. **authorizes** the Board of Directors, with faculty of sub-delegation in the conditions set out by law and the Company's bylaws, its powers for the purposes of carrying out a capital increase, in one or several installments, in proportions and at times it deems appropriate through successive or simultaneous incorporation of premiums, reserves, profits, or other amounts which may be capitalized, in the form of distribution of free shares or the increase of the nominal value of the existing shares or the combination of these two methods;

2. **sets** at twenty-six (26) months as from the day of this Shareholders' Meeting the validity of this delegation, on the understanding that, as a result, all other delegations of authority previously granted by a resolution of the same nature are obsolete;
3. **decides** that the maximum amount of capital increases that may be carried out immediately or in the future by virtue of this delegation shall not exceed the total amount of funds that may be incorporated nor a €6 million ceiling, or the equivalent of this amount in another currency, on the understanding that this amount shall be deducted from the global €30 million ceiling mentioned in paragraph "3.a. (i)" of the tenth resolution or, as the case may be, from the ceiling that may be established by a subsequent resolution of the same nature that may be voted during the validity of this authorization. To these ceilings will be added, where applicable, the nominal amount of shares which may be issued to preserve, in accordance with legal or regulatory provisions, and, where applicable, with contractual provisions providing for other adjustments, the rights of holders of securities giving access to the capital or other rights giving access to the capital;;
4. **decides** that, in case of an increase in capital in the form of distribution of free shares and in accordance with Article L. 225-130 of the French Commercial Code, the rights to fractional shares shall not be negotiable and the corresponding securities shall be sold;
5. **grants** to the Board of Directors, with faculty to sub-delegate, all powers necessary to decide on the above-mentioned issuances, and carry them out in accordance with the terms it will determine in compliance with the law, and notably:
  - to determine the dates, methods, and other characteristics of the issuances,
  - deciding, with regard to free share allocation plans, that the rights forming fractional shares will not be negotiable or assignable and that the corresponding shares will be sold in accordance with the terms and conditions determined by the Board of Directors,
  - setting any terms and conditions to ensure, where appropriate, the preservation of the rights of the holders of securities giving access to the capital or other rights giving access to the capital (including by way of cash adjustment),
  - to take all appropriate measures, execute all agreements, obtain all authorizations, and carry out all formalities necessary to ensure successful completion of issuance or to postpone such, including any capital increases resulting from any issuance performed pursuant to this present delegation, amend the bylaws, and request the listing of any securities issued as a result of the present delegation.

***Eighteenth resolution - Delegation of authority to be granted to the Board of Directors for the purpose of proceeding with an increase of the share capital by the issuance of shares or securities giving access, immediately or in the future, to the Company's share capital, to compensate shares brought within the framework of a public exchange offer initiated by the Company***

The Shareholders' General Meeting, under the conditions of quorum and majority required for Extraordinary General Meetings, having considered the Board of Directors' report and the statutory auditors' special report, in accordance with Articles L. 225-129, L. 225-148, and L. 228-91 of the French Commercial Code:

1. **delegates** to the Board of Directors, with faculty of sub-delegation in the conditions set out by law, its authority and powers to decide, in one or several installments in such amount and at such times as it deems appropriate, in euros, in foreign currencies, or any other accounting unit established by reference to a basket of currencies, the issuance of ordinary shares and/or other securities governed by Articles L. 228-92 subparagraph 1, L. 228-93 subparagraphs 1 and 3, or L. 228-94 subparagraph 2 of the French Commercial Code, giving access, immediately or in the future, at any time or on a determined date, by way of subscription, conversion, exchange, reimbursement, presentation of a warrant or any other manner, to the Company's share capital, for consideration or for free, as consideration for shares that would be contributed within the framework of a public exchange offer initiated in France or abroad, in compliance with local rules, by the Company on its shares or the shares of another entity listed on a regulated market pursuant to Article L. 225-148 of the French Commercial Code (including of any other transactions with the same effect as a public exchange offer, initiated by the Company on its own shares or the shares of another entity whose shares are listed on a regulated market governed by foreign law, or deemed equivalent);

2. **sets** at twenty-six (26) months as from the day of this Shareholders' Meeting the validity of this delegation, on the understanding that, as a result, all other delegations of authority previously granted by a resolution of the same nature are obsolete;
3. **decides** that the maximum nominal amount of the capital increases that may potentially be performed immediately or in the future by virtue of this delegation shall not exceed the €6 million value ceiling, or the counter-value of this amount, on the understanding that such amount shall be deducted from:
  - (i) the shares ceiling amount of €6 million referred to in paragraph "3.a. (i)" of the eleventh resolution of the present Shareholders' Meeting or, when appropriate, to the global ceiling, if any, provided by a resolution of the same nature succeeding this resolution during the term of this delegation, on the understanding that these capital increases shall not be subject to issuance price rules set out in the fifteenth resolution, as well as
  - (ii) the global ceiling amount of €30 million referred to in paragraph "3.a. (i)" of the tenth resolution of the present Shareholders' Meeting or, when appropriate, to the global ceiling, if any, provided by a resolution of the same nature succeeding this resolution during the term of this delegation;To these ceilings will be added the nominal amount of capital increases related to ordinary shares which may be issued to preserve, in accordance with the law, and, where applicable, contractual provisions providing for other adjustments, the rights of holders of securities and other rights giving access to the Company's capital,
4. **decides** that the maximum nominal amount of bond securities giving right, immediately or in the future, to receive shares of the Company or deemed equivalent financial instruments, likely to be issued on the basis of this resolution plus, as appropriate, any redemption premium above par, shall be deducted from the global ceiling of €300 million referred to in "3.b." of the tenth resolution of this Shareholders' Meeting, or as the case may be, from the possible ceiling amount pursuant to a resolution of the same nature that may subsequently be made during the validity of the authorization;
5. **acknowledges that** the shareholders of the Company will not be entitled to preferential subscription rights to subscribe to shares and/or securities that would be issued under this delegation, the latter being solely issued as consideration for shares contributed within the framework of a public exchange offer initiated by the Company;
6. **acknowledges** that the price of the shares and/or securities that would be issued pursuant to this resolution shall be set in accordance with the laws and regulations concerning public exchange offers;
7. **grants** to the Board of Directors, with faculty to sub-delegate, all powers necessary to carry out the above-mentioned issuance in accordance with the terms it will determine in compliance with the law, and notably:
  - to set the exchange ratio as well as, where appropriate, the amount of the balancing cash payment to be made,
  - to draw up the list of securities that may be contributed in exchange,
  - to determine the dates, methods, and other characteristics of the issuance,
  - determining and making any adjustments intended to take into account the impact of transactions on the Company's capital or equity, in particular in the event of a change in the nominal amount of the share, of capital increase by incorporation of reserves, profits or premiums, free allocation of shares, stock split or reverse stock split, distribution of dividends, reserves or premiums or any other assets, amortization of capital, or any other transaction relating to capital or equity (including in the case of public offer and/or change of control), and setting out any other conditions to ensure, where appropriate, the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including by way of cash adjustments),
  - at its sole discretion, charging issuance fees to the premium amounts associated therewith and withholding from these sums the amount necessary to bring the legal reserve to a tenth of the capital as set after each increase,

- to take all appropriate measures, execute all agreements, obtain all authorizations, and carry out all formalities necessary to ensure successful completion of issuance or to postpone such, including any capital increases resulting from any issuance performed pursuant to this present delegation, amend the bylaws, and request the listing of any securities issued as a result of the present delegation.

***Nineteenth resolution – Delegation of authority to be granted to the Board of Directors for the purpose of proceeding with an increase of the share capital through shares or securities issuance giving access to the capital, restricted to employees subscribing to a company savings plan, without preferential subscription rights in their favor***

The Shareholders' General Meeting, under the conditions of quorum and majority required for Extraordinary General Meetings, having considered the Board of Directors' report and the statutory auditors' special report, in accordance with the provisions of Articles L. 225-129, L. 225-129-2 to L. 225-129-6, L. 225-138, L. 225-138-1, L. 228-91, and L. 228-92 of the French Commercial Code, and Articles L. 3332-18 *et seq.* of the French Labor Code:

1. **delegates** to the Board of Directors, with the possibility to sub-delegate within the terms and conditions provided by law, its authority to carry out, in one or more installments, in such amount and at such time as it deems appropriate, in euros, in foreign currencies, or any other accounting unit established by reference to a basket of currencies, a capital increase, without preferential subscription rights, for consideration or for free, in France and/or abroad, for a maximum nominal amount of €500,000, by the issue of ordinary shares and/or securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, giving access by any means, immediately and/or in the future, at any time or on a fixed date, by subscription, conversion, exchange, reimbursement, presentation of a warrant or any other means, to the Company's capital (including equity securities giving entitlement to the allocation of debt securities), reserved for the beneficiaries of one or more company savings plans (or other plans that would, under Articles L. 3332-18 *et seq.* of the French Labor Code, be entitled to reserve a capital increase for their members under equivalent conditions), that may be set up within the Group comprising the Company and other companies, whether French or foreign, within the scope of consolidation of the Company's financial statements pursuant to Article L. 3344-1 of the French Labor Code, it being specified that (i) the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation, will be increased, where applicable, by any redemption premium above par and deducted from the overall nominal ceiling of €30 million referred to in "3.a. (i)" of the tenth resolution of this Shareholders' General Meeting or, as the case may be, the amount of any ceiling set by a resolution of the same nature that may subsequently be adopted during the term of this delegation (to which will be added the nominal amount of the capital increases in respect of ordinary shares that may be issued in order to preserve, in accordance with the law and, where applicable, contractual provisions providing for other adjustments, the rights of holders of securities and other rights giving access to the Company's capital), and (ii) the maximum nominal amount of debt securities or other related securities, giving immediate or future access to the Company's capital, which may be issued pursuant to this delegation, shall be deducted from the overall ceiling of €300 million referred to in "3. b." of the tenth resolution of this Shareholders' General Meeting or, as the case may be, the amount of the any ceiling pursuant to a resolution of the same nature that may subsequently be adopted during the term of this delegation;
2. **sets** at twenty-six (26) months as from the day of this Shareholders' Meeting the validity of this authorization, on the understanding that, as a result, all other delegations of authority previously granted by a resolution of the same nature are obsolete;
3. **decides** that the issue price of new shares or securities conferring entitlement to shares will be determined under the terms and conditions provided by Articles L. 3332-18 *et seq.* of the French Labor Code and will at least be equal to 80% (or, if the lock-in period stipulated in the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labor Code is greater than or equal to ten years, 70%, in accordance with Article L. 3332-21 of the French Labor Code) of the average listed price of the shares on the Paris Euronext market over the previous 20 trading sessions leading up to the date on which the decision was made to set the date for the opening of the subscription period for the capital increase reserved for members of a company savings plan (hereinafter the "Reference Price"); however, the Shareholders' General Meeting expressly

authorizes the Board of Directors, if it should deem it to be appropriate, to reduce or withdraw the aforementioned discount, within the legal and regulatory limits, in order to take into account, in particular, the legal, accounting, tax and social regimes that apply on a local level;

4. **authorizes** the Board of Directors to allocate, free of charge, to the beneficiaries listed herein above, in addition to the cash subscription for shares or securities conferring entitlement to shares, shares or securities conferring entitlement to shares to be issued or already issued, as full or partial substitution for the discount as compared to the Reference Price and/or employer's contribution, it being acknowledged that the advantages arising out of this allotment may not exceed the legal or regulatory limits in application of Articles L. 3332-18 *et seq.* and L. 3332-11 *et seq.* of the French Labor Code;
5. **decides** to remove, for the benefit of the aforementioned beneficiaries, the preferential subscription rights of shareholders to shares and securities conferring entitlement to shares, the issue of which is the subject of this delegation of powers, said shareholders waiving, in case of a free-of-charge allotment to the aforementioned beneficiaries of shares and securities conferring entitlement to shares, all rights to said shares and securities conferring entitlement to shares, including that part of the reserves, profits or share premiums incorporated into the share capital, to the extent of the free-of-charge allotment of said shares made on the basis of the present resolution;
6. **authorizes** the Board of Directors, according to the terms and conditions of this delegation, to sell shares to members of a company savings plan as provided for in Article L. 3332-24 of the French Labor Code, it being stated that the sale of shares at a discount to members of one or more company savings plans provided for in the present resolution will be offset against the amount of the caps mentioned at paragraph 1 above, up to the nominal value of the shares thereby sold.
7. **grants** full powers to the Board of Directors to implement this delegation, with the power to sub-delegate, as provided by law, in order to proceed with the aforementioned issues according to the terms that it shall approve pursuant to law, and
  - to establish, in accordance with the law, the list of companies for which the members of one or more company savings plans may subscribe to the shares and securities conferring entitlement to shares thereby issued and benefit, where applicable, from the shares and securities conferring entitlement to shares allotted free-of-charge,
  - to decide that the subscriptions could be made directly by the beneficiaries, members of an employee savings plan, or through a company mutual fund or other structures or entities permitted under applicable legal or regulatory provisions,
  - to determine the conditions, in particular seniority, that the beneficiaries of capital increases provided for in the present delegation must meet,
  - to set subscription opening and closing dates,
  - to set the amount of the capital increases that will be completed by virtue of the present delegation of powers and in particular, to set the issue price, dates, periods, procedures and conditions of subscription, payment, delivery and enjoyment of shares (even retroactive), downsizing rules to be applied in case of over subscription, and all other terms and conditions for the issue, within the applicable legal and regulatory limits,
  - determining and making any adjustments intended to take into account the impact of transactions on the Company's capital or equity, in particular in the event of a change in the nominal amount of the share, of capital increase by incorporation of reserves, profits or premiums, free allocation of shares, stock split or reverse stock split, distribution of dividends, reserves or premiums or any other assets, amortization of capital, or any other transaction relating to capital or equity (including in the case of public offer and/or change of control), and setting out any other conditions to ensure, where appropriate, the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including by way of cash adjustments),
  - in case of free-of-charge allotment of shares or securities conferring entitlement to shares, to determine the nature, the characteristics and the number of shares or securities conferring entitlement to shares to be issued, the number to be allotted to each beneficiary, and to determine the dates, periods, terms and conditions for the allotment of these shares or securities conferring entitlement to shares, within the applicable legal and regulatory limits and in particular to choose either to fully or partially substitute the allotment of these shares

- or securities conferring entitlement to shares for a discount to the Reference Price provided for herein, or to charge the equivalent value of these shares against the total amount of the employer's contribution, or to combine these two possibilities,
- in the event of issue of new shares being allotted free-of-charge, where applicable, to charge the sums necessary to pay up said shares against reserves, profits or share premiums,
  - to acknowledge completion of capital increases with the number of subscribed shares (after reductions in the event of over subscription),
  - where applicable, to charge the costs of the capital increase against the amount of related premiums, and take from this amount the sums necessary to bring the legal reserves to one-tenth of the new share capital resulting from these share capital increases,
  - to enter into any agreements, to carry out all operations directly or indirectly through an agent, including completing all necessary formalities further to the capital increases and the corresponding amendments to the bylaws, and, generally, to enter into any agreement, in particular to ensure the successful conclusion of the planned issues, to take all measures and decisions, and to carry out all formalities appropriate for the issue, admission to trading and financial servicing of the shares issued by virtue of the present delegation, as well as the exercise of the rights attaching thereto or resulting from the completed capital increases.

**- RESOLUTION NO. 20: CANCELLATION OF TREASURY SHARES -**

*In terms of **resolution no. 20**, in order to allow the Company to reach the objectives of the share buyback program, we propose to authorize the Board of Directors **to cancel**, upon its sole decision, on one or more occasions, **all or part of the Company's treasury shares** acquired by virtue of share buyback programs, **within the limit of 10% of the capital over a period of 24 months** as from your Shareholders' General Meeting, and to decrease the Company's capital accordingly.*

*On the date of each cancellation, the total number of shares canceled by the Company during the 24-month period preceding said cancellation (including those that are the subject of said cancellation) may not exceed 10% of the Company's share capital on that date, said percentage applying to capital adjusted to include transactions affecting it after your Shareholders' General Meeting.*

*This authorization would be given for a **period expiring on the day of the Shareholders' General Meeting called to approve the financial statements for the fiscal year ending on March 31, 2019**, with the understanding that this authorization would have the effect of voiding any authorization conferred by a **resolution of the same type adopted previously**.*

**Twentieth resolution – Authorization to be granted to the Board of Directors to cancel, if necessary, the Company's own treasury shares up to a maximum of 10%**

The Shareholders' General Meeting, under the conditions of quorum and majority required for Extraordinary General Meetings, having considered the Board of Directors' report and the statutory auditors' special report, **authorizes** the Board of Directors, in accordance with the provisions of Article L. 225-209 of the French Commercial Code, to cancel the Company's treasury shares acquired by it within the framework of the authorization granted by the shareholders and in accordance with Article L. 225-209 of the French Commercial Code as follows:

- the Board of Directors is authorized to cancel, upon its sole decision, in one or several occasions, all or part of the Company's treasury shares acquired by it by virtue of share buy-back plans within the limit of 10% of the Company's capital over a period of 24 months as of this Shareholders' Meeting, and to decrease the Company's capital accordingly;
- the difference between the purchase price of the shares and their nominal value shall be offset against issuance premiums and, if need be, the legal reserve up to 10% of the canceled capital.



On the date of each cancellation, the total number of shares canceled by the Company during the 24-month period preceding said cancellation (including those that are the subject of said cancellation) may not exceed 10% of the Company's share capital on that date, said percentage applying to capital adjusted to include transactions affecting it after this Shareholders' General Meeting.

This authorization **is valid from** the date of this Shareholders' Meeting and shall expire on the date on which the Shareholders' General Meeting shall be convened in 2019 to approve the accounts of the current fiscal year, ending on March 31, 2019, with the clarification that this authorization voids any authorization conferred by a similar resolution adopted previously.

This authorization is granted to the Board of Directors, with the power to sub-delegate, in order to carry out any act, formality, or declaration with a view to cancel the shares acquired and decrease the Company's capital, as well as amend the bylaws as necessary.

**- RESOLUTION NO. 21: DELEGATION TO BRING THE BYLAWS  
IN LINE WITH NEW LAWS AND REGULATIONS -**

*The provisions of Article L. 225-36 of the French Commercial Code, as amended by French law No. 2016-1691 of December 9, 2016 on transparency, the fight against corruption and on the modernization of economic life (also known as the "Sapin 2 Act") offer the **option for the Shareholders' General Meeting to delegate its authority to the Board of Directors so that it may, if necessary, make any necessary amendments to the bylaws to bring them into line with current laws and regulations, subject to the ratification of such amendments by the next Extraordinary Shareholders' General Meeting.***

*Consequently, we propose that you **grant such delegation to your Board of Directors.***

*This delegation would be **granted for a 12-month period expiring at the close of the Ordinary Shareholders' General Meeting that will be called in 2019 to cast a vote on the financial statements for the fiscal year ending on March 31, 2019.***

**Twenty-first resolution – Delegation of authority to be granted to the Board of Directors for the purpose of bringing the bylaws into line with new statutory and regulatory provisions pursuant to Article L. 225-36 of the French Commercial Code**

The Shareholders' General Meeting, under the conditions of quorum and majority required for Extraordinary General Meetings, having considered the Board of Directors' report, and pursuant to the provisions of Article L. 225-36 of the French Commercial Code:

1. **delegates** to the Board of Directors, with the power to sub-delegate pursuant to the legal conditions, its authority to make the necessary amendments to the Company's bylaws to bring them into line with the laws and regulations, subject to ratification by the next shareholders' Extraordinary General Meeting;
2. **grants** all powers to the Board of Directors to implement this delegation, with the power to sub-delegate pursuant to the legal conditions, within the limits and under the conditions specified above, and in particular to undertake all formalities required by the law and regulations;
3. **sets** at twelve (12) months as from the day of this Shareholders' Meeting, the validity of this authorization, which will expire on the day of the Shareholders' General Meeting that will be called in 2019 to vote on the accounts of the current fiscal year, to end on March 31, 2019, on the understanding that this delegation cancels and supersedes all other delegations of authority previously granted by a resolution of the same nature.

### 3 | WITHIN THE COMPETENCE OF THE ORDINARY SHAREHOLDERS' GENERAL MEETING

#### - RESOLUTION NO. 22: DIRECTORS' FEES -

**Resolution no. 22 aims at raising the total annual amount of the Board of Directors' fees.**

*Despite the increase in the number of directors during the fiscal year 2016-2017 (with the Board of Directors increasing from 7 to 13 members at the time, and comprising 12 at present), no increase in the Directors' fees other than that of the Chairman of the Board of Directors has been submitted to the vote of shareholders since 2012.*

*As a consequence, you are proposed to set the total annual amount of Directors' fees allocated to the Board of Directors for the fiscal year beginning April 1, 2018 at €720,000.*

*This decision would apply until a new resolution is adopted at the Shareholders' General Meeting.*

*You will also be asked to acknowledge that the amounts due by the Company for (i) the part of any potential social contributions and (ii) the corporate contribution payable by the Company in connection with the payment of the Directors' fees, will not be included in said envelope of €720,000 and will accordingly be borne additionally by the Company.*

#### **Twenty-second resolution – Powers for formalities – Determination of directors' fees**

The Shareholders' General Meeting, under the conditions of quorum and majority required for Ordinary Shareholders' General Meetings, having considered the report of the Board of Directors, brings the overall amount of director's fees allocated to the Board of Directors to a maximum of seven hundred and twenty thousand Euros (€720,000) in respect of the fiscal year opened April 1, 2018.

The Shareholders' General Meeting specifies that the sums owed by the Company for the corporate contribution and the part of any potential social contributions linked to the payment by the Company of fees to its directors are not included in the above-mentioned seven hundred and twenty thousand Euros (€720,000), and will then be borne by the Company on top of this envelope. This decision will be upheld and the amount allocated to the Board of Directors for subsequent fiscal years until the Shareholders' General Meeting renders a new decision.

#### - RESOLUTION NO. 23: POWERS -

**Resolution no. 23 aims at granting all powers to the bearer of an original, copy, or excerpt of the minutes of the Shareholders' General Meeting for the purpose of carrying out all formalities required by the applicable laws and/or regulations.**

#### **Twenty-third resolution - Powers for formalities**

The Shareholders' General Meeting **decides**, under the conditions of quorum and majority required for Ordinary General Meetings, to grant all powers to the bearer of an original, a copy, or an excerpt of the minutes of this Shareholders' General Meeting for the purpose of carrying out all formalities required by law and/or by regulations.

## OPTION FOR THE E-NOTICE

### **FOR REGISTERED SHAREHOLDERS ONLY**

The e-notice, or notice sent by e-mail, is a simple, rapid and secure way of being invited to the shareholders' general meetings. It will enable you to receive by email a notice of meeting and a shareholders' brochure along with a single postal voting or proxy vote form.

As part of our gradual digitalization process, we propose you to opt for the e-notice for the shareholders' general meetings to be convened following that of July 26, 2018.

By choosing this option, you will be able to receive all the relevant documentation as soon as it is available and you will contribute to better protect the environment by avoiding the print-out and sending of notices by post.

To opt for the e-notice, you simply need to fill-in the reply form below, and send it back to us:

**By post:**

Soitec

For the attention of the Legal Department

Parc Technologique des Fontaines - Chemin des Franques - 38190 Bernin - France



**By e-mail:**

[agm26juillet2018@soitec.com](mailto:agm26juillet2018@soitec.com)



**Reply form to opt for the e-notice**

**Please send it back to:**

 Soitec - Legal Department  
Parc Technologique des Fontaines -  
Chemin des Franques - 38190 Bernin -  
France  
 [agm26juillet2018@soitec.com](mailto:agm26juillet2018@soitec.com)

I, the undersigned:     Mrs.                                     Miss                                     Mr.

Name: \_\_\_\_\_

First name(s): \_\_\_\_\_

Date of birth (mm/dd/yyyy): \_\_\_\_\_

E-mail address: \_\_\_\_\_

Owner of \_\_\_\_\_ registered shares

**wish to receive by email my notice of meeting and the documents relating to Soitec's shareholders' general meetings from the shareholders' general meetings to be convened following that of July 26, 2018.**

Signed on: \_\_\_\_\_ In: \_\_\_\_\_

Signature:



## REQUEST FOR ADDITIONAL DOCUMENTS



Information and documents referred to in Article R. 225-73-1 of the French Commercial Code, including those listed in Article R. 225-83 of the said Code, are available on the Company's website:

[www.soitec.com](http://www.soitec.com)

Section Company - Investors - Shareholders'  
Information - General Meetings - 2018 -  
O&EGM July 26, 2018



Shareholders have the right to ask the Company to send them information and documents referred to in Article R. 225-83 of the French Commercial Code.

To exercise this right, you simply need to fill-in the reply form below, and send it back to us:

**By post:**

Soitec

For the attention of the Legal Department  
Parc Technologique des Fontaines - Chemin des  
Franques - 38190 Bernin - France

**By e-mail:**

[investors@soitec.com](mailto:investors@soitec.com)

Moreover, pursuant to paragraph 3 of Article R. 225-88 of the French commercial Code, the shareholders owning registered shares may, by way of a unique request, obtain from the Company the postal dispatch of the documents listed in Article R. 225-83 of the said Code for each of the next shareholders' general meetings.



**soitec**

### Request for additional documents

I, the undersigned:  Mrs.  Miss  Mr.

Name: \_\_\_\_\_

Last name(s): \_\_\_\_\_

Date of birth (mm/dd/yyyy): \_\_\_\_\_

Postal address: \_\_\_\_\_

E-mail address: \_\_\_\_\_

Owner of \_\_\_\_\_ shares  registered form  bearer form, registered in the accounts of (\*)

**Please send it back to:**



Soitec - Legal Department  
Parc Technologique des Fontaines -  
Chemin des Franques - 38190 Bernin -  
France



[agm26juillet2018@soitec.com](mailto:agm26juillet2018@soitec.com)

wish to receive the information and documents referred to in Article R. 225-83 of the French Commercial Code in view of the Ordinary and Extraordinary Shareholders' General Meeting of July 26, 2018:

by post to my above-mentioned mail address  by e-mail to my above-mentioned e-mail address

Signed on: \_\_\_\_\_ In: \_\_\_\_\_

Signature :

(\*) indication of the bank, financial institution, or broker (etc.) holding the securities account (the requestor must give evidence that he is a shareholder of the Company by sending a shareholding certificate duly stamped by the authorized intermediary)

