

PROPOSED RESOLUTIONS OF THE ANNUAL COMBINED GENERAL SHAREHOLDERS' MEETING

First Resolution

Approval of the financial statements for the year ended December 31, 2017 - Discharge of directors and statutory auditors.

The General Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by Ordinary General Meetings,

having considered the Board of Directors' management report on the Company's business and situation during the financial year ended December 31, 2017, the financial statements for the aforementioned year and the Statutory Auditors' report on the performance of their responsibilities during the year,

approves the financial statements for the year ended December 31, 2017, as presented to it, as well as the transactions reflected in these accounts and summarized in these reports,

duly notes that these annual financial statements do not address excess amortization and non-deductible amortization and that the amount of the non-deductible expenses referred to in article 39-4 of the French General Tax Code during the financial year amounts to €7,109,172, **and consequently approves these expenses and the corresponding tax** ,

and, consequently, gives full discharge to the Directors and Statutory Auditors for the performance of their responsibilities during the financial year in question.

Second Resolution

Allocation of earnings for the year ended December 31, 2017

The General Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by Ordinary General Meetings,

having considered the Board of Directors' management report,

recognizing that the losses for the year ended December 31, 2017 amount to a total of €19,519,177,

resolves to allocate these losses to "retained earnings", the balance of which, after this allocation, will amount to €121,456,252.

In accordance with applicable legal provisions, it is noted that no dividend has been paid in respect of any of the past three years.

Third Resolution

Approval of the consolidated financial statements for the year ended December 31, 2017.

The General Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by Ordinary General Meetings,

having considered the report on the management of the group during the financial year ended December 31, 2017 and the financial statements for the aforementioned year and the Statutory Auditors' report on the financial statements,

approves the annual financial statements for the year ended December 31, 2017 as presented to it which show an overall loss of \$ 32.087 million, and also the transactions reflected in these financial statements and summarized in these reports.

Fourth Resolution

Review of the agreements described under articles L. 225-38 et seq. of the French Commercial Code.

The General Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by Ordinary General Meetings,

having considered the Statutory Auditors' special report on the agreements described under article L. 225-38 of the French Commercial Code,

notes that no agreement covered by the aforementioned article was entered into during the past financial year.

Fifth Resolution

Renewal of the mandates of the statutory auditors

The General Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by Ordinary General Meetings,

having considered the Board of Directors' report,

noting that the terms of office of the statutory auditors, KPMG AUDIT IS and VACHON et ASSOCIES, as well as the mandates of the deputy statutory auditors, KPMG AUDIT ID and MBV and ASSOCIES, expire at the end of this meeting,

decides to renew the terms of office of KPMG AUDIT IS and VACHON et ASSOCIES for a further six-year term, expiring at the end of the ordinary general meeting of shareholders called to approve the financial statements for the year ended December 31, 2023.

Decides not to renew the terms of the deputy statutory auditors, KPMG AUDIT ID and MBV and ASSOCIES, as the nomination of deputy statutory auditors is no longer required under French law provided the statutory auditors are not individuals or a sole proprietorship.

Each of the auditors hereby appointed has indicated that he accepts the duties entrusted to him and has declared that he meets all the conditions required by law and regulations for the performance of his duties.

Sixth Resolution

Ratification of the Provisional Appointment of Ms. Nora Denzel as Director.

The General Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by Ordinary General Meetings,

having considered the Board of Directors' report,

having noted that the Board of Directors, at its meeting of July 28, 2017, appointed Ms. Nora Denzel as a director to replace Mr. Matthieu Baret, who has resigned, for the remaining period of the latter's term of office, i.e. up to the Ordinary General Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2018,

ratifies the appointment of Ms. Nora Denzel as a director and, as far as necessary, the issuance to Ms. Denzel of share subscription warrants and the payment of attendance fees decided by the Board of Directors since her nomination.

Seventh Resolution

Ratification of the Provisional Appointment of Mr. Brian Lillie as Director.

The General Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by Ordinary General Meetings,

having considered the Board of Directors' report,

having noted that the Board of Directors, at its meeting of May 3, 2018, appointed Mr. Brian Lillie as a director to replace Mr. Bernard Liautaud, who has resigned, for the remaining period of the latter's term of office, i.e., until the Ordinary General Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2017,

ratifies the appointment of Mr. Brian Lillie as a director and, as far as necessary, the issuance to Mr. Brian Lillie of share subscription warrants and the payment of attendance fees decided by the Board of Directors since his nomination.

Eighth Resolution

Renewal of the term of office of Ms. Nanci Caldwell.

The General Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by Ordinary General Meetings,

having considered the Board of Directors' report,

noting that the term of office of Ms. Nanci Caldwell expires at the end of this General Meeting,

Renews the term of office of Ms. Nanci Caldwell for a period of three (3) years expiring at the end of the annual ordinary general meeting called to approve the financial statements for the year ended December 31, 2020.

Ms. Nanci Caldwell has already indicated that she accepts the renewal of her mandate as director and is not subject to any conflict likely to prohibit her from serving this term.

Ninth Resolution

Renewal of the term of office of director Mr. Patrick Jones.

The General Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by Ordinary General Meetings,

having considered the Board of Directors' report,

noting that the term of office of Mr. Patrick Jones expires at the end of this General Meeting,

renews the appointment of Mr. Jones for a period of three (3) years expiring after the Ordinary General Meeting called to approve the financial statements for the year ended December 31, 2020.

Mr. Jones has already indicated that he accepts the renewal of his term of office as a director and is not subject to any conflict likely to prohibit him from serving this term.

Tenth Resolution

Renewal of the term of office of Mr. Brian Lillie.

The General Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by Ordinary General Meetings,

having considered the Board of Directors' report,

noting that the term of office of Mr. Brian Lillie expires at the end of this General Meeting,

Renews the term of office of Mr. Brian Lillie for a period of three (3) years expiring at the end of the annual ordinary general meeting called to approve the financial statements for the year ended December 31, 2020.

Mr. Brian Lillie has already indicated that he accepts the renewal of his mandate as director and is not subject to any conflict likely to prohibit him from serving this term.

Eleventh Resolution

Appointment of Mr. Mark Nelson as a Director.

The General Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by Ordinary General Meetings,

having considered the Board of Directors' report,

hereby appoints Mr. Mark Nelson for a period of three (3) years expiring after the Ordinary General Meeting called to approve the financial statements for the year ended December 31, 2020.

Mr. Mark Nelson has already indicated that he accepts this appointment as a director and is not subject to any conflict likely to prohibit him from serving this term.

Twelfth Resolution

Delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares and / or other securities, with preservation of preferential subscription rights of the shareholders

The General Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by Extraordinary General Meetings,

having considered the Board of Directors' report and the statutory auditors' report,

in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and in particular Articles L. 225-129 to L. 225-129-6, L. 225-132, L. 225-133, L. 225-134, L. 228-91, L. 228-92, and L. 228-93,

delegates to the Board of Directors the power to decide to issue, on one or more occasions, in such amounts and at such times as it shall decide, in France or abroad, ordinary shares of the Company or securities of capital giving access to other equity securities or giving right to the allocation of debt securities, and / or other securities (including in particular, all debt securities) giving access to equity securities of the Company or of any company which directly or indirectly owns more than half of its share capital or of which it directly or indirectly owns more than half of the share capital, such securities to be issued in Euros, in foreign currency or in any monetary units established by reference to several currencies at the discretion of the Board of Directors, the payment of which may be made in cash, including by offsetting of any debt,

resolves that the securities thus issued may consist of debt securities, be associated with the issue of such securities or allow them to be issued as intermediate securities,

resolves that the shareholders have, in proportion to the amount of their shares, a preferential right to subscribe to the ordinary shares or securities which, if applicable, will be issued pursuant to this delegation,

grants to the Board of Directors the power to grant shareholders the right to subscribe, on a reducible basis, a greater number of shares or securities than they could subscribe on an irreducible basis, in proportion to the rights they have and, in any case, within the limit of their request,

decides to set at €928,000 (or the equivalent of this amount in the event of issue in another currency) the maximum nominal amount of the capital increases that may be carried out, immediately or in the future, under this resolution, it being specified that:

- the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation will be deducted from the amount of the overall limit provided for in the Sixteenth Resolution below,

- to this global limit shall be added, where applicable, the nominal value of the shares to be issued in order to preserve the rights of the holders of securities and other rights giving access to the capital, in accordance with the law and, where applicable, contractual provisions,

decides to fix at €136,300,000 (or the equivalent of this amount in case of issue in another currency) the maximum nominal amount of the debt securities that may be issued pursuant to this delegation, it being specified that:

- this amount will be increased, if applicable, by any redemption premium above par,
- this amount will be deducted from the overall limit referred to in the Sixteenth Resolution below,
- this limit does not apply to debt securities referred to in Articles L. 228-40, L. 228-36, and L-A. 228-92 paragraph 3 of the French Commercial Code, whose issuance would be decided or authorized by the Board of Directors under the conditions provided by Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company in accordance with the provisions of Article L. 228-36-A of the French Commercial Code,

decides that, if the subscriptions received do not account for the full amount of a subscription, the Board of Directors may use, in the order it determines, one or more of the following options:

- limit the issue to the amount of the subscriptions, on the condition that they amount to at least three quarters of amount of the initial issue,
- freely distribute all or part of the unsubscribed securities among persons of its choosing, and
- offer to the public, on the French or international market, all or part of the unsubscribed securities,

resolves that issues of rights to subscribe to the Company's shares may be made by subscription offer, but also by free allocation to the owners of the existing shares,

resolves that in the event of a free allocation of subscription rights, the Board of Directors may decide that any fractional allocation rights will not be negotiable and that the corresponding shares will be sold,

notes, as and when necessary, that this delegation automatically entails, for the benefit of the holders of any securities issued pursuant to this delegation, the express waiver by the shareholders of their preferential subscription right in respect of the shares to which these securities will give a right,

decides that this delegation shall not be used during the period of a public takeover bid or offer of exchange relating to the Company's shares,

confirms that the delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months from this meeting,

resolves that the Board of Directors will have all powers, with the ability to sub-delegate under the conditions provided for by law, to implement, in accordance with the conditions set by law and the Bylaws, this delegation in order to, in particular:

- decide on the capital increase and determine the securities to be issued and, more generally, decide on the issues pursuant to this delegation,

- decide the amount of the capital increase and, more generally, the amount of the issue in the event of the issue of securities, the issue price and the amount of any premium that may, if applicable, be requested pursuant to the issuance,
- set the dates, terms and conditions of any issue and the form and characteristics of the shares or securities giving access to the capital to be issued, with or without a premium,
- set the date of the possible retroactive dividend rights of the shares or securities giving access to the capital to be issued, their method of payment and, where applicable, the conditions for the exercise of rights of exchange, conversion, refund or allotment of any other type of shares or securities giving access to the capital,
- make any necessary adjustments in accordance with legal or regulatory provisions and, where applicable, contractual stipulations, to protect the rights of holders of securities and other rights giving access to the Company's capital, and
- to suspend, if necessary, the exercise of the rights attached to these securities for a maximum period of three months,

decides that the Board of Directors may:

- on its sole initiative and when it deems it appropriate, allocate the fees, rights and expenses arising from the capital increases carried out pursuant to the delegation referred to in this resolution, from the amount of the premiums related to these transactions and to deduct, on the amount of these premiums, the sums necessary to bring the legal reserve to one-tenth of the new capital, after each transaction,
- make any decision to admit the securities and securities so issued to trading on the Nasdaq Global Market in the United States of America and, more generally,
- take any measures, enter into any commitment and carry out any formalities necessary for the successful completion of the proposed issuance, and to finalize the resulting capital increase definitive and amend the bylaws accordingly.

Thirteenth Resolution

Delegation of authority to be granted to the Board of Directors with a view to increase the share capital by issuing ordinary shares and / or other securities, with cancellation of preferential subscription rights of the shareholders in an offer to the public

The General Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by Extraordinary General Meetings,

having considered the Board of Directors' report and the statutory auditors' report,

in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and in particular Articles L. 225-129 to L. 225-129-6, L. 225-132, L. 225-133, L. 225-134, L. 228-91, L. 228-92, and L. 228-93,

delegates to the Board of Directors its authority to decide, by way of a public offering, the issue, on one or more occasions, in such amounts and at such times as it may determine, in France or abroad, ordinary

shares of the Company or securities of capital giving access to other equity securities or giving right to the allocation of debt securities, and / or other securities (including in particular, all debt securities) giving access to equity securities of the Company or of any company which directly or indirectly owns more than half of its share capital or of which it directly or indirectly owns more than half of the share capital, such securities to be issued in Euros, in foreign currency or in any monetary unit established by reference to several currencies at the discretion of the Board of Directors, the payment of which may be made in cash, including by offsetting of any debt,

resolves that the securities thus issued may consist of debt securities, be associated with the issue of such securities or allow them to be issued as intermediate securities,

resolves to cancel the shareholders' preferential subscription right with respect to the ordinary shares or securities issued pursuant to this delegation,

decides to leave to the Board of Directors, if in the use of this delegation the shares of the Company are admitted to trading on a regulated market, the authority to institute, for the benefit of the shareholders, and for all or part of the issues, a right of priority to subscribe to such shares during the period and according to the terms it will set in accordance with the provisions of Article L. 225-135 of the French Commercial Code, with this priority not giving rise to the creation of negotiable rights, but which may be exercised both on an irreducible and a reducible basis,

notes, as and when necessary, that this delegation automatically entails, for the benefit of the holders of any securities issued pursuant to this delegation, the express waiver by the shareholders of their preferential subscription right in respect of the shares to which these securities will give a right,

decides to fix at €232,000 (or the equivalent of this amount in the event of issue in another currency) the maximum nominal amount of the capital increases that may be carried out, immediately and / or in the future, under of this resolution, it being specified that:

- the maximum nominal amount of the capital increases that may be carried out immediately or in the future under this delegation will be deducted from the amount of the overall limit provided for in the Sixteenth Resolution below,
- to this global limit shall be added, as the case may be, the nominal value of the shares to be issued to preserve, in accordance with the law and, where applicable, the applicable contractual provisions, the rights of the holders of securities and other rights giving access to the capital,

decides to set at €136,300,000 (or the equivalent of this amount in case of issue in another currency) the maximum nominal amount of the debt securities that may be issued under this delegation, it being specified that:

- this amount will be increased, if applicable, by any redemption premium above par,
- this amount will be deducted from the overall limit referred to in the Sixteenth Resolution below,
- this limit does not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A, and L. 228-92 paragraph 3 of the French Commercial Code, whose issuance is decided or authorized by the Board of Directors under the conditions set out in Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions that the Company may determine in accordance with the provisions of Article L. 228-36-A of the French Commercial Code,

decides that, if the subscriptions received do not account for the full amount of a subscription, the Board of Directors may use, in the order it determines, one or more of the following options:

- limit the issue to the amount of the subscriptions, on the condition that they amount to at least three quarters of amount of the initial issue,
- freely distribute all or part of the unsubscribed securities among persons of its choosing, and
- offer to the public, on the French or international market, all or part of the unsubscribed securities,

decides that the issue price of the shares that may be issued pursuant to this delegation shall be fixed by the Board of Directors and, as long as shares of the Company (in the form of *American Depositary Shares*) are admitted to trading on the *Nasdaq Global Market* in the United States of America, shall be at least equal to the volume-weighted average trading price for the five trading days prior to the setting of the price of the issue, which may be reduced by a maximum discount of 5% (although it is specified that if, when using this delegation, the Company's shares are admitted to trading on a regulated market within the meaning of the Commercial Code, the price would be set in accordance with the provisions of Article L. 225-136-1° of the French Commercial Code), taking into account, if applicable, the date of any dividend rights and being specified that the issue price of securities giving access to the capital, if any, issued pursuant to this delegation shall be such that the sum received immediately by the Company, plus the amount that may be collected by the Company upon the exercise or conversion of such securities, is, for each share issued as a result of the issue of such securities, at least equal to the minimum amount referred to above,

resolves that the Board of Directors will have all powers, with the ability to sub-delegate under the conditions provided for by law, to implement, in accordance with the conditions set by law and the Bylaws, this delegation in order to, in particular:

- decide on the capital increase and determine the securities to be issued and, more generally, decide on the issues pursuant to this delegation,
- decide the amount of the capital increase and, more generally, the amount of the issue in the event of the issue of securities, the issue price and the amount of any premium that may, if applicable, be requested pursuant the issuance,
- set the dates, terms and conditions of any issue and the form and characteristics of the shares or securities giving access to the capital to be issued, with or without a premium,

set the date of the possible retroactive dividend rights of the shares or securities giving access to the capital to be issued, their method of payment and, where applicable, the conditions for the exercise of rights of exchange, conversion, refund or allotment of any other type of shares or securities giving access to the capital,

- make any necessary adjustments in accordance with legal or regulatory provisions and, where applicable, contractual stipulations, to protect the rights of holders of securities and other rights giving access to the Company's capital, and
- suspend, if necessary, the exercise of the rights attached to these securities for a maximum period of three months,

decides that the Board of Directors may:

- on its sole initiative and when it deems it appropriate, allocate the fees, rights and expenses arising from the capital increases carried out pursuant to the delegation referred to in this resolution, from the amount of the premiums related to these transactions and to deduct, from the amount of these premiums, the sums necessary to bring the legal reserve to one-tenth of the new capital, after each transaction,
- make any decision to admit the securities and securities so issued to trading on the Nasdaq Global Market in the United States of America and, more generally,
- take any measures, enter into any commitment and carry out any formalities necessary for the successful completion of the proposed issuance, and to finalize the resulting capital increase definitive and amend the bylaws accordingly.

decides that this delegation shall not be used during the period of a public takeover bid or offer of exchange relating to the Company's shares,

specifies that the delegation granted to the Board of Directors is valid for a period of twenty-six (26) months as from the date of this meeting.

Fourteenth Resolution

Delegation of authority to be granted to the Board of Directors to increase the capital by issuing ordinary shares and / or other securities, with cancellation of the preferential subscription rights of the shareholders, to be issued in connection with an offer to qualified investors or a limited group of investors as contemplated by Article L. 411-2 II of the French Monetary and Financial Code

The General Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by Extraordinary General Meetings,

having considered the Board of Directors' report and the statutory auditors' report,

in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and, in particular, Articles L. 225-129 to L. 225-129-6, L. 225-132, L. 225-133, L. 225-134, L. 228-91, L. 228-92, and L. 228-93,

delegates to the Board of Directors the power to decide to issue, on one or more occasions, in such amounts and at such times as it shall decide, in France or abroad, ordinary shares of the Company or securities of capital giving access to other equity securities or giving right to the allocation of debt securities, and / or other securities (including in particular, all debt securities) giving access to equity securities of the Company or of any company which directly or indirectly owns more than half of its share capital or of which it directly or indirectly owns more than half of the share capital, such securities to be issued in Euros, in foreign currency or in any monetary units established by reference to several currencies at the discretion of the Board of Directors, the payment of which may be made in cash, including by offsetting of any debt, in the context of an offer for the benefit of qualified investors or a restricted number of investors referred to in II.2 of Article L. 411-2 of the French Monetary and Financial Code,

resolves that the securities thus issued may consist of debt securities, be associated with the issue of such securities or allow them to be issued as intermediate securities,

resolves to cancel the shareholders' preferential subscription right on the ordinary shares or securities issued pursuant to this delegation,

notes, as and when necessary, that this delegation automatically entails, for the benefit of the holders of any securities issued pursuant to this delegation, the express waiver by the shareholders of their preferential subscription right in respect of the shares to which these securities will give a right,

resolves that the total nominal amount of share capital increases that may be carried out immediately or in the future under this delegation may not exceed €232,000, or, in any event, exceed the limits provided for by the regulations applicable on the day of the issue (indicatively, on the day of this general meeting, the issue of equity securities carried out by an offer referred to in Article L. 411-2 II of the French Monetary and Financial Code is limited to 20% of the Company's share capital per year, said capital being assessed on the date of the Board of Directors' decision to use this delegation), the maximum amount to be increased, as the case may be, by the additional amount of shares to be issued to preserve, in accordance with legal or regulatory provisions and, where applicable, contractual provisions, the rights of holders of securities giving access to share capital,

further resolves that the nominal amount of any increase in share capital that may be realized in this manner will be deducted from the overall ceiling provided for in the Sixteenth Resolution below,

decides to set €136,300,000 (or the equivalent of this amount in case of issue in another currency) the maximum nominal amount of the debt securities that may be issued under this delegation, it being specified that:

- this amount will be increased, if applicable, by any redemption premium above par,
- this amount will be deducted from the overall limit referred to in the Sixteenth Resolution below,
- this limit does not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A, and L. 228-92 paragraph 3 of the French Commercial Code whose issuance is decided or authorized by the Board of Directors under the conditions set out in Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions that the Company may determine in accordance with the provisions of Article L. 228-36-A of the French Monetary and Financial Code,

decides that, if the subscriptions received do not account for the full amount of a subscription, the Board of Directors may use, in the order it determines, one or more of the following options:

- limit the issue to the amount of the subscriptions, on the condition that they amount to at least three quarters of amount of the initial issue,
- freely distribute all or part of the unsubscribed securities amongst persons of its choosing, and
- offer to the public, on the French or international market, all or part of the unsubscribed securities,

decides that the issue price of the shares that may be issued pursuant to this delegation shall be fixed by the Board of Directors and, as long as shares of the Company (in the form of *American Depositary Shares*) are admitted to trading on the *Nasdaq Global Market* in the United States of America, shall be at least equal to the volume-weighted average trading price for the five trading days prior to the setting of the price of the issue, which may be reduced by a maximum discount of 5% (although it is specified that if, when using this delegation, the Company's shares are admitted to trading on a regulated market within the meaning of the Commercial Code, the price would be set in accordance with the provisions of Article L. 225-136-1° of the

French Commercial Code), taking into account, if applicable, the date of any dividend rights and being specified that the issue price of securities giving access to the capital, if any, issued pursuant to this delegation shall be such that the sum received immediately by the Company, plus the amount that may be collected by the Company upon the exercise or conversion of such securities, is, for each share issued as a result of the issue of such securities, at least equal to the minimum amount referred to above,

resolves that the Board of Directors will have all powers, with the ability to sub-delegate under the conditions provided for by law, to implement, in accordance with the conditions set by law and the Bylaws, this delegation in order to, in particular:

- decide on the capital increase and determine the securities to be issued and, more generally, decide on the issues pursuant to this delegation,
- decide the amount of the capital increase and, more generally, the amount of the issue in the event of the issue of securities, the issue price and the amount of any premium that may, if applicable, be requested pursuant the issuance,
- set the dates, terms and conditions of any issue and the form and characteristics of the shares or securities giving access to the capital to be issued, with or without a premium,
- set the date of the possible retroactive dividend rights of the shares or securities giving access to the capital to be issued, their method of payment and, where applicable, the conditions for the exercise of rights of exchange, conversion, refund or allotment of any other type of shares or securities giving access to the capital,
- make any necessary adjustments in accordance with legal or regulatory provisions and, where applicable, contractual stipulations, to protect the rights of holders of securities and other rights giving access to the Company's capital, and
- to suspend, if necessary, the exercise of the rights attached to these securities for a maximum period of three months,

decides that the Board of Directors may:

- on its sole initiative and when it deems it appropriate, charge the fees, duties and expenses arising from the capital increases carried out pursuant to the delegation referred to in this resolution, the amount of the premiums related to these transactions and collect, on the amount of these premiums, the sums necessary to bring the legal reserve to one-tenth of the new capital, after each transaction,
- make any decision to admit the securities and securities so issued to trading on the Nasdaq Global Market in the United States of America and, more generally,
- take any measures, conclude any commitment and carry out any formalities necessary for the successful completion of the proposed issue, as well as the effect of making the resulting capital increase definitive, and amend the bylaws accordingly,

decides that this delegation shall not be used during the period of a public takeover bid or offer of exchange relating to the Company's shares,

notes that this delegation, not being a general delegation of authority relating to the increase of capital without preferential subscription rights, but a delegation of authority relating to the increase of the share capital by issue without preferential subscription rights through an offer referred to in Article L. 411-2 II of the monetary and financial code, does not have the same object as the Thirteenth Resolution of this meeting,

notes, therefore, that this delegation shall not render inoperative the Thirteenth Resolution of this meeting, the validity and term of which is not affected by this delegation,

specifies that the delegation granted to the Board of Directors is valid for a period of twenty-six (26) months from this meeting.

Fifteenth Resolution

Delegation to the Board of Directors to increase the number of securities to be issued in the event of a capital increase with or without preferential subscription rights.

The General Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by Extraordinary General Meetings,

having considered the Board of Directors' report,

in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-135-1 *et seq.*, L. 228-91 and L. 228-92 of the French Commercial Code,

delegates to the Board of Directors the authority to increase the number of shares or securities to be issued in the event of excess demand for subscription in the context of one or more capital increases of the Company, with or without preferential subscription rights, decided in pursuant to the Twelfth Resolution, Thirteenth Resolution and Fourteenth Resolution above, under the conditions set out in Articles L. 225-135-1 and R. 225-118 of the French Commercial Code (as of the date hereof, within thirty days of the closing of the subscription, at the same price as that used for the initial issue and within the limit of 15% of the initial issue), with such shares conferring the same rights as the initial issuance shares, subject to the date of their dividend rights,

specifies that the nominal amount of any increase in share capital decided pursuant to this delegation in the context of capital increases of the Company, with or without preferential subscription rights decided under the above delegations, will be deducted from the aggregate limit set forth in the Sixteenth Resolution below, to which shall be added, as the case may be, the additional amount of any additional shares or securities to be issued in order to preserve, in accordance with the law and, as the case may be, any contractual stipulations, the rights of holders of securities giving access to the share capital and other rights giving access to the share capital,

decides that this delegation shall not be used during the period of a public takeover bid or offer of exchange relating to the Company's shares,

resolves that this delegation be given to the Board of Directors for a period of twenty-six (26) months from the date of this meeting,

resolves that the Board of Directors shall have all powers, with the power to sub delegate under the conditions provided for by law, to implement, in accordance with the conditions set by law and the Bylaws, this delegation in order to, in particular:

- set the dates, terms and conditions, and manner of any issue and the form and characteristics of the shares or securities giving access to the capital to be issued, with or without a premium,
- to decide on the amounts to be issued, the date of attachment of dividend rights (which may be retroactive) of shares or securities giving rights to the share capital to be issued, the means of payment and, as the case may be, the manner of exercising any rights of exchange, conversion, redemption or allocation of any other type of shares or securities giving access to share capital,
- make any necessary adjustments in accordance with legal or regulatory provisions and, where applicable, contractual stipulations, to protect the rights of holders of securities and other rights giving access to the Company's capital, and
- to suspend, if necessary, the exercise of the rights attached to these securities for a maximum period of three months,

decides that the Board of Directors may:

- on its sole initiative and when it deems it appropriate, charge the fees, duties and fees arising from the capital increases carried out pursuant to the delegation referred to in this resolution, the amount of the premiums related to these transactions and collect, on the amount of these premiums, the sums necessary to bring the legal reserve to one-tenth of the new capital, after each operation,
- make any decision to admit the securities and securities so issued to trading on the Nasdaq Global Market in the United States of America and, more generally,
- take any measures, conclude any commitment and carry out any formalities necessary for the successful completion of the proposed issue, as well as the effect of making the resulting capital increase definitive, and amend the Bylaws accordingly.

Sixteenth Resolution

Overall limitations on the amount of issues made pursuant to the Twelfth, Thirteenth, Fourteenth and Fifteenth Resolutions above

The General Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by Extraordinary General Meetings,

having considered the Board of Directors' report and the statutory auditors' report,

resolves that:

- the aggregate maximum nominal amount of the capital increases that may be realized pursuant to the delegations granted pursuant to the Twelfth Resolution, Thirteenth Resolution, Fourteenth Resolution and Fifteenth Resolution of this meeting shall not be greater than €928,000, it being specified that the maximum nominal global amount of the share capital increases which may be realized pursuant to the

delegations granted pursuant to the Thirteenth resolution, the Fourteenth Resolution and the Fifteenth Resolution shall not be greater than €232,000, and to these limits shall be added the additional amount of the shares to be issued in order to preserve, in accordance with legal or regulatory provisions and, as the case may be, with the applicable contractual provisions, the rights of the holders of securities and other rights giving access to shares,

- the maximum aggregate nominal amount of the debt securities that may be issued pursuant to the delegations granted pursuant to the resolutions referred to above is €136,300,000 (or the equivalent on the date of issue of this amount in foreign currency) or in units of account established by reference to several currencies), it being specified that this limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A, and L. 228-92, paragraph 3, of the French Commercial Code, whose issuance would be decided or authorized by the Board of Directors under the conditions provided by Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions that the Company may determine in accordance with the provisions of Article L. 228-36-A of the French Commercial Code.

Seventeenth Resolution

Delegation of authority granted to the Board of Directors to increase the share capital by capitalization of premiums, reserves, profits or other sums allowed to be capitalized

The General Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by provided for by Article L. 225-130 of the French Commercial Code,

having considered the Board of Directors' report and the statutory auditors' report,

in accordance with the provisions of Articles L. 225-129, L. 225-129-2, and L. 225-130 of the French Commercial Code,

delegates to the Board of Directors the power to decide on one or more capital increases by capitalization of bonuses, reserves, profits or other amounts, the capitalization of which is legally and statutorily permissible, in the form of new free shares, by increasing the par value of the existing shares, or through the combined use of these two methods, with such shares conferring the same rights as the original shares subject to their date of dividend rights,

resolves that the total nominal amount of the share capital increases that may be realized immediately or in the future, may not exceed € 150,000, plus, if applicable, the additional amount of shares issued in order to preserve, in accordance with legal or regulatory provisions and, as the case may be, applicable contractual stipulations, the rights of holders of securities and other rights giving access to shares, it being specified that this limit is set independently and separately from the limit referred to in the Sixteenth Resolution above,

resolves, in accordance with the provisions of Article L. 225-130 of the French Commercial Code, that in the event of use by the Board of Directors of this delegation, any fractional rights will not be negotiable and that the corresponding securities will be sold, with the sums from such sale being allocated to the rights holders within the period prescribed by regulation,

resolves that the Board of Directors shall have all power, with the authority to sub delegate under the conditions provided by law, to implement, in accordance with the conditions set by law and the Bylaws, this delegation in order to, in particular:

- adopt all the terms and conditions of the authorized transactions and in particular to fix the amount and nature of the reserves, premiums to be incorporated, number of new shares to be issued or the amount by which the par value of the existing shares will be increased,
- take all measures to protect the rights of holders of securities giving access to the capital of the Company as of the date of the capital increase,
- in its discretion, charge the costs of the capital increase to the amount of the premiums related thereto and to deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new share capital after each capital increase,
- acknowledge the completion of any capital increase that will result,
- carry out any related formalities and proceed, in particular, with the modification of the Bylaws and more generally carry out any necessary formalities,

decides that this delegation shall not be used during the period of a public takeover bid or offer of exchange relating to the Company's shares,

resolves that this delegation is granted for a period of twenty-six (26) months from the date of this meeting and terminates all previous delegations having the same purpose.

Eighteenth Resolution

Authorization to be given to the Board of Directors to carry out the free allocation of existing shares or newly issued shares to salaried employees of the Company or companies in the group and / or to certain corporate officers of the Company

The General Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by Extraordinary General Meetings,

having considered the Board of Directors' report and the Statutory Auditors' report,

in accordance with the provisions of articles L. 225-197-1 et seq. of the French Commercial Code.

authorizes the Board of Directors to allocate, on one or more occasions, free existing or newly issued Company shares to salaried employees, or certain categories of them, and / or its corporate officers who meet the conditions stipulated in Article L. 225-197-1, II of the French Commercial Code, and to salaried employees of companies or economic interest groups in which the Company holds, directly or indirectly, at least 10% of the share capital or voting rights on the date of allocation of the shares in question,

resolves to set the total number of free shares that may be allocated by the Board of Directors pursuant to this authorization at 2,000,000 shares with a par value of €0.08 per share, it being specified that the total number of free shares allocated by the Board of Directors may never exceed the overall limit of 10% of the existing share capital of the Company on the date of the allocation decision, and that this number shall be deducted from the overall limit provided by the Twentieth Resolution below,

resolves that the allocation of the shares to their beneficiary shall be final, subject to the conditions or criteria that may be set by the Board of Directors being met, at the end of a period of at least one (1) year (the "**Vesting Period**") and that the beneficiaries of the shares must, where applicable, hold them during a period set by the

Board of Directors (the “**Holding Period**”) which, combined with the Vesting Period, may not be less than two (2) years,

resolves, notwithstanding the foregoing provisions, that the shares shall be permanently allocated before the end of the term of the Vesting Period in the event of the disability of the beneficiary corresponding to the second or third category referred to in article L. 341-4 of the French Social Security Code,

resolves that the shares allocated shall be freely assignable in the event of an allocation request submitted by the heirs of a deceased beneficiary or in the event of the disability of the beneficiary corresponding to the aforementioned categories of the French Social Security Code,

resolves that the duration of the Vesting Period and, where applicable, the Holding Period, shall be set by the Board of Directors in accordance with the above-mentioned limits,

notes that, in accordance with the provisions of Article L. 225-197-1 of the French Commercial Code, when the allocation involves newly issued shares, this authorization automatically entails, in favor of the beneficiaries of the free share allocation, the waiver by shareholders of their preferential subscription rights to the newly issued shares, with the corresponding capital increase being fully realized by sole virtue of the final allocation of the shares to the beneficiaries,

notes that this decision entails, as may be necessary, the waiver by shareholders in favor of the beneficiaries of free shares, of the portion of reserves, profits or share premiums which, where applicable, shall be used in the event of the issuance of new shares at the end of the Vesting Period and, for which purpose, all powers are delegated to the Board of Directors,

delegates to the Board of Directors all powers in order to:

- ensure existing reserves are sufficient and transfer to a blocked reserve account upon each allocation, the amounts required to pay for the new shares to be allocated;
- decide on the identity of the beneficiaries of the allocations and the number of shares that may be allocated to each of them;
- set the conditions and, where applicable, the criteria for allocating these shares,

where applicable:

- decide, in due course, the capital increase(s) relating to any issuance of new shares that are freely allocated;
- acquire the shares, where applicable, that are necessary for the delivery of any existing shares that are freely allocated;
- take any appropriate measures to ensure beneficiaries’ compliance with the required holding obligation;
- and, generally, in the context of legislation in effect, do all that is required to implement this resolution.

decides that this delegation shall not be used during a public offering of the Company’s shares.

This authorization, which is granted for a period of thirty-eight (38) months from the date of this Meeting, terminates any prior authorization having the same purpose.

Nineteenth Resolution

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by Extraordinary General Meetings,

having considered the Board of Directors' report and the Statutory Auditors' report,

delegates to the Board of Directors its authority to issue a maximum number of 2,000,000 ordinary share purchase warrants ("BSAs"), it being specified that this number be deducted from the overall limit provided by the Twentieth Resolution below,

resolves that each BSA shall give entitlement to subscribe to one ordinary share of the Company with a par value of €0.08, representing a capital increase of a maximum par amount of €160,000,

resolves that the issue price of a BSA shall be determined by the Board of Directors on the date the BSA is issued in accordance with its characteristics and shall be at least equal to 5% of the volume-weighted average price of the last five (5) trading sessions on the NASDAQ Global Market preceding the date of allocation of the aforementioned BSA by the Board of Directors,

resolves to waive, for these BSAs, the shareholders' preferential subscription rights, with the aforementioned BSAs only able to be allocated to the following category of beneficiaries: Directors of the Company or of one of its subsidiaries according to the date of allocation of the BSAs, who are not employees or managers of the Company or of one of its subsidiaries, independent members of any committee that the Board of Directors of the Company has established or will establish, as well as any natural or legal person related to the Company or to one of its subsidiaries by means of a consultancy agreement (the "**Beneficiaries**"),

resolves, in accordance with the provisions of Article L. 225-138-I of the French Commercial Code, to delegate to the Board of Directors the task of agreeing the list of Beneficiaries and number of BSAs allocated to each Beneficiary designated as such,

authorizes the Board of Directors, within the limits of the foregoing, to issue and allocate BSAs, on one or more occasions, to each Beneficiary,

resolves to delegate to the Board of Directors the task of setting, for each Beneficiary, the terms and conditions for exercising BSAs and, in particular, the issue price of BSAs and the BSA exercise schedule, it being specified that these must be exercised no later than ten (10) years from their issuance and that the BSAs not exercised at the expiry of this ten (10) year period shall automatically lapse,

resolves that each BSA will allow the subscription of one ordinary share with a par value of €0.08 at an exercise price determined by the Board of Directors on the date of application of the BSAs, which must be at least equal the equivalent in Euros of the closing price in US dollars of an ADS on the *Nasdaq Global Market* on the day preceding the Board of Directors' decision to allocate the BSAs, and

resolves that the ordinary shares thus subscribed must be fully paid up at the time of their subscription, either by cash or through offsetting of any debt,

resolves that the new shares delivered to the Beneficiary upon the exercise of their BSAs shall be subject to all legal provisions and shall carry dividend rights from the first day of the financial year in which they are issued,

resolves that the BSAs shall be transferable. They shall be issued in registered form and held in an administered account,

resolves to issue a maximum of 2,000,000 ordinary shares to which the BSAs issued shall grant entitlement,

states that pursuant to the provisions of articles L. 228-91 and L. 225-132 of the French Commercial Code, this decision entails shareholders waiving, in favor of the BSA holders, their preferential subscription rights in respect of the ordinary shares to which the BSAs grant entitlement,

recalls that pursuant to Article L. 228-98 of the French Commercial Code:

- that in the event of a capital reduction prompted by losses from a reduction in the number of shares, the rights of BSA holders in terms of the number of shares to be received upon exercise of the BSAs shall, as a consequence, be reduced as if these holders had been shareholders from the date of issue of the BSAs;
- that in the event of a capital reduction prompted by losses from a reduction in the par value of the shares, the subscription price of the shares to which the BSAs grant entitlement shall remain unchanged, with the issue premium being increased by the amount of the reduction in the par value,

resolves further that:

- in the event of a capital reduction not prompted by losses from a reduction in the par value of the shares, the subscription price of the shares to which the BSAs grant entitlement shall be reduced proportionally;
- in the event of a capital reduction not prompted by losses from a reduction in the number of shares, the BSA holders, if they exercise their BSAs, may request that their shares be repurchased under the same conditions as if they had been shareholders at the time that the company repurchased its own shares,

resolves, as stipulated in Article L.228-98 of the French Commercial Code, that the Company is authorized, without having to request the authorization of the BSA holders, to modify their form and corporate purpose,

recalls that pursuant to the provisions of article L. 228-98 of the French Commercial Code, the Company may neither amend the rules for distributing its profits, nor redeem its capital or create preference shares involving such a modification or redemption unless so authorized by the contract of issuance or in the circumstances stipulated in Article L. 228-103 of the French Commercial Code and subject to making the provisions necessary to maintain the rights of the holders of securities giving access to the capital according to the conditions defined in Article L. 228-99 of the French Commercial Code,

resolves that, in the event that it should be necessary to make the adjustment provided by Article L. 228-99 paragraph 3 of the French Commercial Code, the adjustment would be made by applying the method stipulated in article R. 228-91 of the French Commercial Code, it being specified that the value of the preferential subscription right and the value of the share before the detachment of the preferential subscription right would, where necessary, be determined by the Board of Directors in accordance with the subscription, exchange or sales price used for the last transaction involving the Company's capital (capital increase, contribution of securities, sale of shares, etc.) during the six (6) months preceding the meeting of the aforementioned Board of Directors, or, in the event that no such transaction had been carried out during this period, in accordance with

any other financial parameter that might appear relevant to the Board of Directors (and which shall be approved by the Company's Statutory Auditors),

authorizes the Company to impose on the holders of BSAs the repurchase or redemption of their rights as stipulated in Article 228-102 of the French Commercial Code,

resolves to give all powers to the Board of Directors to implement this resolution and, in particular, in order to:

- set the issue price of the BSAs and of the shares to which they give entitlement in fulfillment of the terms of this resolution;
- issue and allocate BSAs and to decide the conditions for their exercise and the final terms and conditions of the BSAs, including the exercise schedule, in accordance with the provisions of this resolution and within the limits set by this resolution;
- receive subscriptions for BSAs and the related payments;
- report the number of ordinary shares issued following the exercise of BSAs, carry out the formalities following the corresponding capital increases and make the relevant amendments to the Bylaws;
- take all measures to ensure that BSA holders are protected in the event of a financial transaction involving the Company and in accordance with the legal and regulatory provisions in effect;
- generally, take any measures and perform any formality appropriate to this issuance.

decides that this delegation shall not be used during a public offering of the Company's shares

This delegation, which is granted for a period of eighteen (18) months from the date of this Meeting, terminates any prior delegation having the same purpose.

Twentieth Resolution

Overall limitations on the amount of issues under the Eighteenth Resolution and the Nineteenth Resolution above.

The Company is seeking shareholder approval of a maximum aggregate number of shares (i.e., up to €160,000 of nominal value in the aggregate representing up to 2,000,000 new shares) that the Board of Directors may issue pursuant to the authorization to grant free shares under the Eighteenth Resolution, and delegation to grant warrants under the Nineteenth Resolution, in an aggregate total amount of 2,000,000 shares.

The Board of Directors recommends the approval of a maximum aggregate number of shares that may be issued pursuant to the preceding resolutions relating to grants of free shares and warrants in order to limit potential dilution to existing shareholders.

In determining the overall limitation being requested for shareholder approval by this Twentieth Resolution, the Board of Directors considered the following:

- *Remaining Competitive by Attracting and Retaining Talent.* The Board of Directors considered the importance of maintaining an equity incentive program to attract, retain and reward high-performing

employees, consultants, and directors particularly in the highly competitive technology markets in which we compete for talent.

- *Number of Shares Outstanding; Number of Shares Available for Grant.* As of March 31, 2018, 29,630,663 ordinary shares are outstanding and if the preceding resolutions are approved, no ordinary shares other than the 2,000,000 will be available for issuance as free shares or warrants. The ordinary shares available for issuance under the Company's equity incentive programs are not increased due to forfeitures or expiration of outstanding awards from prior delegations.
- *Overhang.* Overhang measures the potential dilution to which the Company's existing shareholders are exposed due to outstanding equity awards. As of March 31, 2018, we had outstanding 2,524,825 shares subject to outstanding options and warrants with an average remaining term of 7.1 years and a weighted average exercise price of \$14.39 per share, and 918,508 outstanding free shares.

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by Extraordinary General Meetings,

having considered the Board of Directors' report,

resolves that the total number of (i) shares that would be allocated free of charge pursuant to the Eighteenth Resolution above and (ii) shares that may be issued upon the exercise of share warrants allocated pursuant to the Nineteenth Resolution above, may not exceed 2,000,000 shares with a par value of €0.08 each, it being specified that to this ceiling shall be added the additional amount of shares to be issued in order to protect, in accordance with the applicable contractual stipulations, the rights of the holders of securities and other rights giving access to the shares.

Twenty-First Resolution

Delegation to be granted to the Board of Directors in view of a capital increase through the issuance of shares of the Company to participants in a company savings plan established in accordance with articles L. 3332-1 et seq. of the French Labor Code.

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by Extraordinary General Meetings,

having considered the Board of Directors' report and the Statutory Auditors' report,

in accordance, in particular, with the provisions of Articles L. 225-129 *et seq.* and L. 225-138-1 of the French Commercial Code and Articles L. 3332-1 *et seq.* of the French Labor Code,

delegates to the Board of Directors its authority in order to increase the share capital, on one or more occasions, at its discretion, by issuing ordinary shares reserved, directly or through the intermediary of a collective employee shareholding plan as stipulated in Articles L. 3332-1 *et seq.* of the French Labor Code which would be open to employees of the Company and of companies related to it within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code and which, moreover, meet the conditions that may be set by the Board of Directors (hereafter, "**Group Employees**"),

resolves, consequently, to waive the preferential subscription rights granted to shareholders by Article L. 225-132 of the French Commercial Code and to reserve subscription for the aforementioned shares to Group Employees,

resolves that the total par amount of capital increases that may be carried out pursuant to this resolution must not exceed the maximum amount of €45,680, and will be deducted from the aggregate maximum limit contemplated by the Twenty-Fourth Resolution, to which shall be added, where applicable, the additional amount of shares to be issued in order to protect, in accordance with the applicable contractual stipulations, the rights of the holders of securities and other rights giving access to the shares,

resolves that the issue price for a share shall be determined by the Board of Directors in accordance with the terms and conditions stipulated in Article L. 3332-20 of the French Labor Code, it being specified, however, that if, when use is made of this delegation, the shares of the Company were admitted for trading on a regulated market within the meaning of the French Commercial Code, the price would be set in accordance with the provisions of Article L. 3332-19 of the French Labor Code,

resolves that the Board of Directors shall have all powers, with the ability to delegate further according to the conditions stipulated in law, in order to implement this delegation,

decides that this delegation shall not be used during a public offering of the Company's shares,

sets at eighteen (18) months from the date of this Annual General Meeting, the term of validity of this delegation.

Twenty-Second Resolution

Delegation to be granted to the Board of Directors in view of a capital increase through the issuance of Company shares with waiver of shareholders' preferential subscription right in favor of a first category of persons meeting certain determined criteria.

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by Extraordinary General Meetings,

having considered the Board of Directors' report and the Statutory Auditors' report,

in accordance with the provisions of Articles L. 225-129 *et seq.* and L.225-138 of the French Commercial Code,

delegates to the Board of Directors its authority to proceed with a capital increase, on one or more occasions, by its sole deliberation, through the issuance of shares of the Company,

decides to waive the preferential subscription right granted to shareholders under Article L. 225-132 of the French Commercial Code and to reserve the subscription of such shares to the following category of persons:

- any trust, investment fund, company or other legal entity to be created, in France or abroad, in connection with permitting such entity to implement, as the case may be, an international Employee Stock Purchase Plan ("ESPP") adopted or to be adopted by the Company and available to all or a part of the employees of the Company and affiliated companies, in France or abroad, within the meaning of Article L. 225-180 of the French Commercial Code and who, in addition, satisfy any criteria to be determined by the Board of Directors,

decides that the total nominal amount of the share capital increases that may be carried out in accordance with the present resolution may not exceed €45,680 and will be counted against the aggregate maximum limit contemplated by the Twenty-Fourth Resolution hereafter, it being specified that this maximum amount may be increased, as the case may be, by the additional amount of shares to be issued in order to preserve, in accordance with applicable law and regulations and, as the case may be, any contractual provisions, the rights of shareholders and holders of other rights giving access to shares,

decides that the issuance price for a share shall be determined by the Board of Directors on the date of the decision to issue the shares and must be no less than, during each offering period, as defined in the ESPP (“Offering Period”), the Euro equivalent of eighty-five percent (85%) of the lower of the closing price in US dollars of an ADS of the Company on the NASDAQ Global Market on the first day of the relevant Offering Period and on the last day of such period (or, as the case may be, on any other date during such period as shall be decided by the Board of Directors in accordance with the ESPP), as published in the Wall Street Journal or any other source that the Board of Directors shall judge to be reliable,

decides that the Board of Directors shall have all other powers, with the ability to sub-delegate within the conditions contemplated by law, in order to implement the present delegation and, in particular, to determine the list of Beneficiaries meeting the requirements mentioned above,

decides that this delegation shall not be used during a public offering of the Company’s shares,

fixes at eighteen (18) months as from the date of this shareholders’ meeting the duration of the validity of this delegation.

Twenty-Third Resolution

Delegation to be granted to the Board of Directors in order to increase the share capital through the issuance of shares of the Company, with waiver of the preferential subscription right of shareholders, in favor of a second category of persons meeting certain determined criteria

The Shareholders’ Meeting, acting in accordance with the quorum and majority requirements required by Extraordinary General Meetings,

having considered the Board of Directors’ report and the Statutory Auditors’ report,

in accordance with the provisions of Articles L. 225-129 *et seq.* and L.225-138 of the French Commercial Code,

delegates to the Board of Directors its authority to proceed with a capital increase, on one or more occasions, on its sole deliberation, through the issuance of shares of the Company,

decides to waive the preferential subscription right granted to shareholders under Article L. 225-132 of the French Commercial Code and to reserve the subscription of such shares to the following category of persons:

- The employees of the Company and affiliated companies, in France and abroad, within the meaning of Article L. 225-180 of the French Commercial Code belonging to an ESPP and meeting the criteria as may be determined, as the case may be, by the Board of Directors (the “**Beneficiaries**”),

decides that the total nominal amount of the share capital increases that may be carried out in accordance with the present resolution may not exceed €45,680 and will be counted against the aggregate maximum limit

contemplated by the Twenty-Fourth Resolution hereafter, it being specified that this maximum amount may be increased, as the case may be, by the additional amount of shares to be issued in order to preserve, in accordance with applicable law and regulations and, as the case may be, any contractual provisions, the rights of shareholders and holders of other rights giving access to shares,

decides that the issuance price for a share shall be determined by the Board of Directors on the date of the decision to issue the shares and must be no less than, during each offering period, as defined in the ESPP (“Offering Period”), to the Euro equivalent of eighty-five percent (85%) of the lower of the closing price in US dollars of an ADS of the Company on the NASDAQ Global Market on the first day of the relevant Offering Period and on the last day of such period (or, as the case may be, on any other date during such period as shall be decided by the Board of Directors in accordance with the ESPP), as published in the Wall Street Journal or any other source that the Board of Directors shall judge to be reliable,

decides that the Board of Directors shall have all other powers, with the ability to sub-delegate within the conditions contemplated by law, in order to implement the present delegation and, in particular, to determine the list of Beneficiaries meeting the requirements mentioned above,

decides that this delegation shall not be used during a public offering of the Company’s shares,

fixes at eighteen (18) months as from the date of this shareholders’ meeting the duration of the validity of this delegation.

Twenty-Fourth Resolution

Global limit of the amount of the issuances implemented under the Twenty-First Resolution, Twenty-Second Resolution and Twenty-Third Resolution above.

The Company is seeking shareholder approval of the maximum share capital increase aggregate amount (i.e., up to €45,680 of nominal value in the aggregate, representing up to 571,000 new shares) that the Board of Directors may decide pursuant to the Twenty-First through Twenty-Third Resolutions above, including shares to be issued pursuant to its ESPP.

The Board of Directors recommends the approval of a maximum aggregate number of shares that may be issued pursuant to the Twenty-First through Twenty-Third Resolutions above in order to limit potential dilution to existing shareholders.

In June 2017, our shareholders authorized up to 571,000 shares that may be issued under the ESPP, and the ESPP was approved by our Board of Directors in October 2017.

In determining the overall limitation being requested for shareholder approval by this Twenty-Fourth Resolution, the Board of Directors considered the following:

- *Remaining Competitive by Attracting and Retaining Talent.* Our ESPP will be a significant part of our overall equity compensation strategy, especially with respect to our non-executive employees. The ESPP allows our employees to buy our shares at a discount through payroll deductions. In the highly competitive technology industry in which we compete for talent, we believe that offering an employee stock purchase program is critical to our ability to maintain competitive. Without an ESPP, we may be restricted in our ability to offer competitive compensation to existing employees and qualified candidates, and our business and ability to increase long-term shareholders value could be adversely affected.
- *Estimated Purchases.* The actual number of Shares that will be purchased under the ESPP cannot be determined because such number will depend on a number of indeterminable factors (including the number of participants, the rates at which participants make contributions to the ESPP, and our share price). However, using the per share price as of May 1, 2018 the estimated numbers of shares that may be purchased under the ESPP during the current six-month offering period is 179,016 shares (assuming no decrease in the share price).
- *Employee Participation.* As of May 1, 2018, approximately 902 employees were eligible to participate in the ESPP.

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements required by Extraordinary General Meetings,

having considered the Board of Directors' report,

decides that the aggregate total nominal amount of the share capital increases that may be carried out in accordance with the delegations granted pursuant to the Twenty-First Resolution, Twenty-Second Resolution and Twenty-Third Resolution above is set at €45,680, it being specified that this maximum amount may be increased, as the case may be, by the additional amount of shares to be issued in order to preserve, in accordance with applicable law and regulations and, as the case may be, any contractual provisions, the rights of shareholders and holders of other rights giving access to shares.