

This is a free translation of the Adocia's Annual General Meeting minutes issued in the French language, for informational purposes only.

ADOCIA

French *Société anonyme* with a share capital of 621,327.60 €
Headquarters : 115, avenue Lacassagne - 69003 Lyon.
487 647 737 R.C.S. Lyon

ANNUAL COMBINED GENERAL MEETING ON JUNE 24, 2014

MINUTES

June 24, 2014, at 10 :30 am, ADOCIA's shareholders held their Combined General meeting at the Château de Montchat, Place du Château, 69003 Lyon, by the Board of Directors.

An attendance sheet has been established, and the powers of shareholders represented by proxy and voting forms by mail have been annexed. The attendance sheet was signed by the shareholders present and by the proxies of shareholders represented when entering the meeting.

The meeting was chaired by Mr Gérard Soula, as Chairman of the Board of Directors.

Mr Olivier Martinez and Mr Rémi Soula, the two shareholders present, representing either by themselves or as agents, the largest number of votes, and accepting, are appointed as scrutineers.

Valerie Danaguezian is nominated as Secretary.

ODICEO represented by Sylvain Boccon Gibbod and Ernst & Young represented by Sylvain Lauria, auditors duly convened are present.

The attendance sheet, certified by the officers thus formed, indicates that the shareholders present, represented or voting by mail have 3,675,086 shares, representing 7,203,530 votes attached, on 6,213,276 shares representing the share capital with 9,994,788 voting rights associated.

One quarter of the shares entitled to vote being present or represented, the meeting is declared duly constituted to deliberate for both ordinary and extraordinary sessions.

The President then listed the documents that have been made available for the shareholders:

- A copy of the notice of meeting published in the BALO on May 16, 2014,
- Copies of letters of notice of the meeting sent to all holders that have been registered as holders of shares, for at least one month before the date of the notice,
- A copy of the notice published in the BALO on June 6, 2014,

- A copy of the notice published in "Tout Lyon Posters» June 7, 2014,
- Copies and receipt of letters of notice of the meeting sent to the auditors,
- The attendance sheet of this meeting to which are attached the powers of shareholders represented by proxy and voting forms by mail,
- A document containing the name and first name of the directors and details of other companies in which they exercise management functions, management, administration and or monitoring
A document stating the names, references and job functions or nominees to the Board of Directors and the number of shares of the Company that they hold,
- The total amount, certified by the auditors, of the remuneration paid to the five highest paid employees of the Company and,
- A copy of the articles incorporation and in-laws of the Company.

He also put on the table the following documents that will be submitted to the approval of this meeting:

- An inventory of the assets and liabilities of the Company ended December 31, 2013 and the financial statements ended 31 December 2013
- Reports of the Board of Directors,
- Reports of the auditors and,
- The text of the resolutions proposed by the Board of Directors.

Then the president noted that the meeting was convened in accordance with the provisions of Articles R. 225-66 and following of the Commercial Code and declares that the documents and information referred to in Articles R. 225-81 and R. 225-83 of the Code, as well as the list of shareholders have been sent to shareholders or made available to them at the headquarters since the convening of the meeting.

The meeting gives him record his statements.

The President then declared that the meeting was called to deliberate on the following agenda:

Annual Shareholders' Meeting Agenda

- reading of the management report of the Board of Directors and presentation by the Board of the annual financial statements for the fiscal year closed December 31, 2013,
- reading of the auditors' reports on the performance of their duties during said fiscal year and the agreements specified in Article L. 225-38 of the French Commercial Code,
- approval of the annual financial statements for the fiscal year closed December 31, 2013,
- appropriation of income for the fiscal year closed December 31, 2013,
- review of the agreements specified in Articles L. 225-38 et seq. of the French Commercial Code,
- renewal of Directors,
- authorization to be given to the Board of Directors for the Company to purchase its own shares.

Extraordinary Shareholders' Meeting Agenda

- delegation of authority to be granted to the Board of Directors to increase capital by issuing up to an aggregate total value of €200,000 of common shares or equity securities, with a continuation of the preemptive subscription right,
- delegation of authority to be granted to the Board of Directors to increase capital by issuing up to an aggregate total value of €125,000 of common shares or equity securities, without a preemptive subscription right for shareholders, and to offer them to the general public,

- delegation of authority to be granted to the Board of Directors to increase capital by issuing up to an aggregate total value of €125,000 of common shares or equity securities, without a preemptive subscription right for shareholders, pursuant to an offering to qualified investors or a restricted group of investors as specified in Article L. 411-2(II) of the French Monetary and Finance Code,
- delegation granted to the Board of Directors to increase the capital, immediately and/or in the future, by issuing up to an aggregate total value of €60,000 of common shares or equity securities, without a preemptive subscription right for shareholder, and in favor of a nominated person,,
- if shares or any equity securities without a preemptive subscription right for shareholders are issued, authorization to be granted to the Board of Directors to determine the issue price for up to 10% of stated capital,
- delegation of authority to be granted to the Board of Directors to increase the number of securities to be issued in the event of capital increase with or without a preemptive subscription right,
- determination of the aggregate limits of the issues completed pursuant to the authorizations to increase the capital with or without a preemptive subscription right,
- delegation to be granted to the Board of Directors to issue and grant at no cost business founders' stock warrants (BSPCEs) to employees and directors of the Company,
- delegation of authority to be granted to the Board of Directors to issue and grant warrants to (i) members of the Board of Directors of the Company who held office on the warrant grant date who are not employees or officers of the Company or one of its subsidiaries, (ii) persons who have signed a services or consultancy contract with the Company, or (iii) members of any committee that the Board of Directors decides to create who are not employees or officers of the Company or one of its subsidiaries,
- determination of the aggregate limits of the issues completed pursuant to the authorizations to grant options, free shares and delegations to grant at no cost business founders' stock warrants (BSPCEs) and the aforementioned share warrants,
- delegation to be granted to the Board of Directors to increase stated capital by issuing shares and equity securities in the Company to employees who participate in a corporate savings plan,
- authorization granted to the Board of Directors for use of delegations and authorizations in force to increase the share capital of the Company during a public offer on the shares of the Company.

Then the President read the additional reports of the Board of Directors and the ones of the Statutory Auditors related to the issuance of shares decided by the Board prior to this meeting.

The General Assembly took note of these information.

Then the President read the reports of the Board and, then, the reports of the auditors.

Finally, the President declared open discussion.

The President declared to be at the disposal of the attendees to provide any explanations and clarifications as well as to answer any observations they may find useful to present.

Then no body asking the right to speak, the President put successively to the vote the resolutions listed in the agenda.

RESOLUTIONS FOR THE ANNUAL SHAREHOLDERS' MEETING

FIRST RESOLUTION

Approval of the financial statements for the fiscal year closed December 31,

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having familiarized themselves with the management report of the Board of Directors for the fiscal year closed December 31, 2013 and the auditors' report on the performance of their duties during said fiscal year,

approve the annual financial statements for the fiscal year closed December 31, 2013 which show losses of €9,689,252.43, as they have been presented thereto, as well as the transactions recorded in said financial statements and summarized in said reports,

approve the extraordinary and non-deductible expenses specified in Article 39-4 of said Code totaling €9,384 in the financial statements for the fiscal year closed December 31, 2013.

This resolution collecting 7,203,530 votes, that is to say 100% of the valid votes, was adopted.

SECOND RESOLUTION

Appropriation of income for the fiscal year closed December 31, 2013

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having familiarized themselves with the management report of the Board of Directors, noting that the losses for the fiscal year closed December 31, 2013 totaled 9.689.252,43 euros,

Decide to allocate said losses to the deficit retained earnings account.

In accordance with Article 243bis of the French General Tax Code, it is noted that no dividend was distributed for the past three fiscal years.

This resolution collecting 7,203,530 votes, that is to say 100% of the valid votes, was adopted.

THIRD RESOLUTION

Approval of the agreements specified in Articles L. 225-38 et seq. of the French Commercial Code

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having familiarized themselves with the special auditors' report on the agreements specified in Articles L. 225-38 et seq. of the French Commercial Code,

note that no agreement specified in the articles mentioned above was concluded during the fiscal year just ended.

This resolution collecting 7,203,530 votes, that is to say 100% of the valid votes, was adopted.

FOURTH RESOLUTION

Renewal of Mr. Gérard Soula as a Director of the Board of Adocia

The shareholders, voting pursuant to the quorum and majority requirements for ordinary annual shareholders' meetings,

having familiarized themselves with the management report of the Board of Directors, noting that the term of appointment of Mr. Gérard Soula expires at the end of this meeting,

decides to renew Mr. Gérard Soula as a Director for a term of three years expiring at the closing of the annual ordinary shareholders' meeting called to approve the financial statements for the year ended December 31, 2016.

Mr. Gérard Soula has already accepted the duties assigned to him.

This resolution collecting 7,203,529 votes, that is to say 99.9999% of the valid votes, was adopted.

FIFTH RESOLUTION

Renewal of Mr. Olivier Soula as a Director of the Board of Adocia

The shareholders, voting pursuant to the quorum and majority requirements for ordinary annual shareholders' meetings,

having familiarized themselves with the management report of the Board of Directors, noting that the term of appointment of Mr Olivier Soula expires at the end of this meeting,

decides to renew Mr. Olivier Soula as a Director for a term of three years expiring at the closing of the annual ordinary shareholders' meeting called to approve the financial statements for the year ended December 31, 2016.

Mr Olivier Soula has already accepted the duties assigned to him.

This resolution collecting 7,203,529 votes, that is to say 99.9999% of the valid votes, was adopted.

SIXTH RESOLUTION

Renewal of Bpifrance Investissement as a Director of the Board of Adocia

The shareholders, voting pursuant to the quorum and majority requirements for ordinary annual shareholders' meetings,

having familiarized themselves with the management report of the Board of Directors,

noting that the term of appointment of Bpifrance Investissement expires at the end of this meeting,

decides to renew Bpifrance Investissement as a Director for a term of three years expiring at the closing of the annual ordinary shareholders' meeting called to approve the financial statements for the year ended December 31, 2016.

Bpifrance Investissement has already accepted the duties assigned to him.

This resolution collecting 7,200,846 votes, that is to say 99.9627% of the valid votes, was adopted.

SEVENTH RESOLUTION

Renewal of Mr. Olivier Martinez as a Director of the Board of Adocia

The shareholders, voting pursuant to the quorum and majority requirements for ordinary annual shareholders' meetings,

having familiarized themselves with the management report of the Board of Directors,

noting that the term of appointment of Mr. Olivier Martinez expires at the end of this meeting,

decides to renew Mr. Olivier Martinez as a Director for a term of three years expiring at the closing of the annual ordinary shareholders' meeting called to approve the financial statements for the year ended December 31, 2016.

Mr. Olivier Martinez has already accepted the duties assigned to him.

This resolution collecting 7,203,529 votes, that is to say 99.9999% of the valid votes, was adopted.

EIGHTH RESOLUTION

Renewal of Mrs. Dominique Takizawa as a Director of the Board of Adocia

The shareholders, voting pursuant to the quorum and majority requirements for ordinary annual shareholders' meetings,

having familiarized themselves with the management report of the Board of Directors,

noting that the term of appointment of Mrs. Dominique Takizawa expires at the end of this meeting,

decides to renew Mrs. Dominique Takizawa as a Director for a term of three years expiring at the closing of the annual ordinary shareholders' meeting called to approve the financial statements for the year ended December 31, 2016.

Mrs. Dominique Takizawa has already accepted the duties assigned to her.

This resolution collecting 7,203,530 votes, that is to say 100% of the valid votes, was adopted.

NINTH RESOLUTION

Authorization to be given to the Board of Directors for the Company to purchase its own shares

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings,

Having familiarized themselves with the report of the Board of Directors,

authorize the Board of Directors, with a right to further delegate as provided for by law, for eighteen months

after the date hereof, to purchase shares in the Company as specified in Articles L. 225-209 et seq. of the French Commercial Code,

decide that these shares may be purchased, sold or transferred by any means, on one or more occasions, in particular, on a market or over-the-counter, including by block purchase or sale, public offerings, or using options or derivative mechanisms, as specified by market authorities and in accordance with applicable law,

decide that the authorization may be used to:

- ensure the liquidity of the Company’s shares pursuant to a liquidity agreement concluded with an investment service provider in accordance with a code of ethics recognized by the French Financial Markets Authority;
- honor obligations related to share purchase option, no-cost share grant, corporate savings and other share allocation programs for employees and officers of the Company or its affiliates;
- provide shares when the rights attached to such equity securities are exercised;
- purchase shares for retention and subsequent provision in exchange or as payment in mergers or acquisitions; or
- cancel some or all of the shares so purchased, subject to the adoption of the eighth resolution below in accordance with the terms specified therein,

decide to set the maximum unit purchase price per share (excluding fees and commissions) at €50, with an aggregate ceiling of €5,000,000, provided, however, that this purchase price may be adjusted if necessary to take capital transactions into consideration (in particular, in the event of the incorporation of reserves, a no-cost share grant, or a share split or reverse split) which take place while this authorization is in effect,

formally acknowledge that the maximum number of shares that may be purchased pursuant to this resolution may not, at any time, exceed 10% of the total number of shares, provided, however, that when (i) the shares are purchased to enhance the liquidity of the Company’s shares, the number of shares taken into consideration to calculate this limit will correspond to the number of shares purchased, after deduction of the number of shares resold throughout the term of the authorization, and (ii) they are purchased be retained and subsequently provided as payment or in exchange in a merger, spin off or contribution transaction, the number of shares purchased may not exceed 5% of the total number of shares,

grant all authority to the Board, with a right to further delegate as provided for by law, to submit any stock exchange orders, sign any sale or transfer instruments, conclude any contracts, liquidity agreements, options contracts, file any statements, and complete any necessary formalities.

This authorization terminates any prior authorization with the same purpose.

This resolution collecting 7,203,530 votes, that is to say 100% of the valid votes, was adopted.

RESOLUTIONS FOR THE EXTRAORDINARY SHAREHOLDER’S MEETING

TENTH RESOLUTION

Authorization to be given to the Board to reduce stated capital by cancelling shares pursuant to the authorization to purchase its own shares

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders’ meetings, Having familiarized themselves with the report of the Board of Directors and the special auditors’ report, subject to the adoption of the ninth resolution above,

authorize the Board, in accordance with Article L. 225-209 of the French Commercial Code, for 18 months after this meeting, to cancel, on one or more occasions, up to a maximum of 10% of stated capital per twenty-four month period, some or all of the shares purchased by the Company and reduce stated capital by the same amount, provided, however, that this limit will apply to stated capital which, if appropriate, will be adjusted to take the transactions which are completed after the date of this meeting into account,

decide that any excess purchase price of the shares over their par value will be allocated to the issue, merger and contribution premiums account or to any available reserve account, including the legal reserve (up to 10% of the capital reduction completed),

grant all authority to the Board, with a right to further delegate as provided for by law, to complete all actions, formalities or declarations to finalize the capital reductions which may be completed pursuant to this authorization and correspondingly amend the articles of incorporation and by-laws of the Company. This authorization will terminate any prior authorization with the same purpose.

This resolution collecting 7,203,529 votes, that is to say 99.9999% of the valid votes, was adopted.

ELEVENTH RESOLUTION

Delegation of authority to be granted to the Board to increase capital by issuing common shares or equity securities with a continuation of the preemptive subscription right for shareholders

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings, having familiarized themselves with the report of the Board of Directors and the special 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 and L. 228-92, **delegate** to the Board the authority to decide to issue, on one or more occasions, in the proportions and at the times that it determines, in France or abroad, in Euros, in foreign currencies or in any monetary unit whatsoever calculated by reference to multiple currencies, at no cost or for consideration, common shares in the Company, as well as any securities which grant access by any means, immediately and/or in the future, to common shares in the Company, with said shares granting the same rights as prior shares, depending on their effective date,

specify to the extent necessary that the issue of preferred shares is expressly excluded from this delegation,

decide that the securities so issued may consist of debt securities, be linked to the issue of such securities or allow the issue thereof as intermediate securities,

decide that the shareholders have, in proportion to their shares, a preemptive subscription right for any common shares or securities which are issued pursuant to this delegation,

grant to the Board the right to grant to shareholders an optional right to subscribe for a larger number of shares or securities than that to which they could irrevocably subscribe for in proportion to rights which they have and, in any event, up to the amount of their request,

decide that the total nominal value of the increases of stated capital that may be so completed, immediately and/or in the future, may not exceed €200,000, to which amount will be added, if appropriate, the additional value of shares issued to preserve, in accordance with legal or regulatory provisions and any applicable contractual provisions, the rights of the holders of equity securities,

decide further that the nominal value of any capital increase that may be so completed will be included in the aggregate ceiling specified in the seventeenth resolution below,

decide that the total nominal value of the issues of securities representing receivables granting access to capital that may be so completed may not exceed €30,000,000 (or the equivalent of said amount in the event of an issue in another currency),

decide further that the nominal value of any securities issue representing receivables granting access to capital that may be so completed will be included in the aggregate ceiling specified in the seventeenth resolution below,

decide that, if the irrevocable and any optional subscription rights do not cover all of said issue, the Board may, as provided for by law and as it may determine, use any of the options specified in Article L. 225-134 of the French Commercial Code, i.e.:

- limit the capital increase to the subscription value, provided that they reach at least three quarters of the initially approved issue,
- freely distribute some or all of the non-subscribed securities issued among persons of its choice, and
- offer to the general public, on French or international markets, some or all of the non-subscribed securities issued,

decide that the issues of share warrants in the Company may be completed by subscription offer or by no-cost grants to owners of prior shares,

decide that, in the event of no-cost grant of warrants, the Board will have the right to decide that the grant rights making up any remainder will not be negotiable and that the corresponding securities will be sold,

formally acknowledge to the extent necessary that this delegation constitutes by operation of law, an express waiver by the shareholders of their preemptive subscription right for the shares to which these securities grant a right in favor of the holders of any securities issued pursuant to this delegation,

specify that the delegation so made to the Board will be valid for a period of twenty-six months after this meeting and will terminate any prior delegation with the same purpose,

decide that the Board will have all authority, with a right to further delegate as provided for by law, to implement, as provided for by law and the articles of incorporation and by-laws, this delegation to, inter alia:

- determine the dates, conditions and procedures for any issue, as well as the form and characteristics of the shares or equity securities to be issued, with or without a premium,
- determine the amounts to be issued, the effective dates, which may be retroactive, for the shares or equity securities to be issued, the procedures to pay for them, as well as, if appropriate, the procedures to exercise exchange, conversion, repayment or grant rights in any other manner of capital or equity securities,
- make any adjustments required by law or regulation and, if appropriate, applicable contractual provisions, to protect the rights of the holders of equity securities in the Company and
- suspend, if appropriate, the exercise of the rights attached to said securities for a maximum of three months,

decide that the Board may:

- at its own initiative and when it so deems appropriate, allocate the expenses, duties and fees incurred for the capital increases completed pursuant to the delegation in this resolution to the premiums related to these transactions and deduct from these premiums the amounts necessary to allocate one tenth of the new capital to the legal reserve after each transaction,
- reach any decision to list securities so issued on the regulated Euronext market in Paris and, in general,
- take all steps, sign any agreement and complete any formalities necessary to successfully complete the proposed issue, as well as to finalize the resulting capital increase, and make the corresponding changes to the articles of incorporation and by-laws.

This resolution collecting 7,200,846 votes, that is to say 99.9627% of the valid votes, was adopted.

TWELFTH RESOLUTION

Delegation of authority to be granted to the Board to increase capital by issuing common shares or equity securities without a preemptive subscription right for shareholders and offer them to the general public

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the special 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. 225-135, L. 225-135-1, L. 225-136, L. 228-91 and L. 228-92,

delegate to the Board the authority to decide to issue, through a public offering, on one or more occasions, in the proportions and at the times that it determines, in France or abroad, in Euros, in foreign currencies or in any monetary unit whatsoever calculated by reference to multiple currencies, at no cost or for consideration, common shares in the Company as well as any securities granting access by any means, immediately and/or in the future, to common shares in the Company, with said shares having the same rights as prior shares, depending on their effective date,

specify to the extent necessary that the issue of preferred shares is expressly excluded from this delegation,

decide that the securities so issued may consist of debt securities, be associated with the issue of such securities or allow the issue thereof as intermediate securities,

decide to cancel the preemptive subscription right of shareholders for the common shares or securities issued pursuant to this delegation, but, however, allowing the Board the right to grant to shareholders, with respect to some or all of the issues, a priority right to subscribe for them during the period and in accordance with the terms that it determines in accordance with the provisions of Article L. 225-135 of the French Commercial Code; this priority will not result in the creation of negotiable rights, but may be exercised both as an irrevocable and an optional subscription right,

formally acknowledge, to the extent necessary, that this delegation constitutes, by operation of law, an express waiver by the shareholders of their preemptive subscription right for shares to which these securities grant a right in favor of the holders of any securities issued pursuant to this delegation,

decide that the total nominal value of the increases in stated capital that may be completed immediately and/or in the future pursuant to this delegation, may not exceed €125,000, to which amount will be added, if appropriate, the additional shares to be issued to preserve, in accordance with legal or regulatory provisions and, if appropriate, applicable contractual provisions, the rights of the holders of equity securities,

decide further that the nominal value of any capital increase that may be so completed will be included in the aggregate ceiling specified in the seventeenth resolution below,

decide that the total nominal value of the issues of securities representing receivables granting access to capital that may be so completed may not exceed €30,000,000 (or the equivalent of said amount in the event of an issue in another currency),

decide further that the nominal value of any securities issue representing receivables granting access to capital that may be so completed will be included in the aggregate ceiling specified in the seventeenth resolution below,

decide that, if subscriptions have not absorbed all of said issue, the Board may use, as provided for by law and in the sequence that it determines, one of the options provided for in Article L. 225-134 of the French Commercial Code, i.e.:

- limit the capital increase to subscriptions, provided that they reach at least three quarters of the initially approved issue,
- freely distribute some or all of the non-subscribed securities among persons of its choice, and
- offer to the general public, on French or international markets, some or all of the non-subscribed securities issued,

decide that the issue price of the shares and securities that may be issued pursuant to this delegation will be determined by the Board and will be no less than the weighted average price during the last three trading days preceding said determination, less, if appropriate, the discount authorized by law (i.e., currently, 5%) and corrected in the event of a difference in effective date, provided, however, that the issue price of equity securities will be equal to the amount immediately received by the Company plus any amount that may be subsequently received thereby, or, for each share issued as a result of the issue of these securities, no less than the issue price defined above,

specify that the delegation so granted to the Board will be valid for twenty-six months after this meeting and will terminate any prior delegation with the same purpose,

decide that the Board will have all authority, with a right to further delegate as provided for by law, to implement, as provided for by law and the articles of incorporation and by-laws, this delegation to, in particular:

- determine the dates, conditions and procedures for any issue, as well as the form and characteristics of the shares or equity securities to be issued, with or without a premium,
- determine the amounts to be issued, the effective dates, which may be retroactive, for the shares or equity securities to be issued, the procedures to pay for them, as well as, if appropriate, the procedures to exercise exchange, conversion, repayment or grant rights in any other manner of capital or equity securities,
- make any adjustments required by law or regulation and, if appropriate, applicable contractual provisions, to protect the rights of the holders of equity securities in the Company and
- suspend, if appropriate, the exercise of the rights attached to said securities for a maximum of three months,

decide that the Board may:

- at its own initiative and when it so deems appropriate, allocate the expenses, duties and fees incurred for the capital increases completed pursuant to the delegation in this resolution to the premiums related to these transactions and deduct from these premiums the amounts necessary to allocate one tenth of the new capital to the legal reserve after each transaction,
- reach any decision to list securities so issued on the regulated Euronext market in Paris and, in general,
- take all steps, conclude any agreements and complete any formalities necessary to successfully complete the proposed issue, as well as to finalize the resulting capital increase, and make the corresponding changes to the articles of incorporation and by-laws.

This resolution collecting 7,200,846 votes, that is to say 99.9627% of the valid votes, was adopted.

THIRTEENTH RESOLUTION

Delegation of authority to be granted to the Board to increase capital by issuing common shares or equity securities without a preemptive subscription right for shareholders pursuant to an offer to qualified investors or a restricted group of investors as specified in Article L. 411-2(II) of the French Monetary and Finance Code

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the special auditors' report, in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and, in particular, Articles L. 225-129-2, L. 225-135, L. 225-135-1, L. 225-136, L. 228-91 and L. 228-92,

delegate to the Board the authority to decide to issue, on one or more occasions, in the proportions and at the times that it determines, in France or abroad, in Euros, in foreign currencies or in any monetary unit whatsoever calculated by reference to multiple currencies, at no cost or for consideration, common shares in the Company, as well as of any securities granting access by any means, immediately and/or in the future, to common shares in the Company, pursuant to an offer to qualified investors or a restricted group of investors as specified in Article L. 411-2(II)(2) of the French Monetary and Finance Code, with said shares granting the same rights as prior shares depending on their effective date,

specify to the extent necessary that the issue of preferred shares is expressly excluded from this delegation,

decide that the securities so issued may consist of debt securities, be associated to the issue of such securities or allow the issue thereof as intermediate securities,

decide to cancel the preemptive subscription right of shareholders for common shares or securities issued pursuant to this delegation,

formally acknowledge to the extent necessary that this delegation constitutes, by operation of law, an express waiver by the shareholders of their preemptive subscription right for the shares to which these securities grant a right in favor of the holders of any securities so issued,

decide that the total nominal value of the increases of stated capital that may be completed immediately and/or in the future pursuant to this delegation may not exceed €125,000 or, in any event, exceed the limits specified by applicable law as of the issue date (e.g., as of the date of this shareholders' meeting, the issue of capital securities completed in an offer specified in Article L.411-2(II) of the French Monetary and Finance Code is limited to 20% of the Company's capital per year, with said capital calculated as of the date of the decision by the Board of Directors to use this delegation), to which maximum amount will be added any additional value of shares to be issued to preserve, in accordance with legal or regulatory provisions and any applicable contractual provisions, the rights of the holders of securities granting access to said shares,

decide further that the nominal value of any capital increase that may be so completed will be included in the aggregate ceiling specified in the seventeenth resolution below,

decide that the total nominal value of the issues of securities representing receivables granting access to capital which might be so completed may not exceed €30,000,000 (or the equivalent of said amount in the event of an issue in another currency),

decide further that the nominal value of any securities issue representing receivables granting access to capital that may be so completed will be included in the aggregate ceiling specified in the seventeenth resolution below,

decide that, if the subscriptions have not absorbed all of said issue, the Board may use, as provided for by law and sequence that it determines, one of the options provided for in Article L. 225-134 of the French Commercial Code, i.e.:

- limit the capital increase to subscriptions, provided that they reach at least three quarters of the initially approved issue,
- freely granted some or all of the non-subscribed securities issued among persons of its choice, and
- offer to the general public on French or international markets some or all of the non-subscribed securities issued,

decide that the issue price of the shares and securities that may be issued pursuant to this delegation will be determined by the Board and will be no less than the weighted average price during the last three trading days

preceding said determination, less, if appropriate, the discount authorized by law (i.e., currently, 5%) and corrected in the event of a difference in effective date, provided, however, that the issue price of equity securities will be equal to the amount immediately received by the Company plus any amount that may be subsequently received thereby, or, for each share issued as a result of the issue of these securities, no less than the issue price defined above,

specify that the delegation so granted to the Board will be valid for twenty-six months after this meeting and will terminate any prior delegation with the same purpose,

decide that the Board will have all authority, with a right to further delegate as provided for by law, in order to implement this delegation, as provided for by law and the articles of incorporation and by-laws, to:

- determine the dates, conditions and procedures for any issue, as well as the form and characteristics of the shares or equity securities to be issued, with or without a premium,
- determine the amounts to be issued, the effective dates, which may be retroactive, for the shares or equity securities to be issued, the procedures to pay for them, as well as, if appropriate, the procedures to exercise exchange, conversion, repayment or grant rights in any other manner of capital or equity securities,
- make any adjustments required by law or regulation and, if appropriate, applicable contractual provisions, to protect the rights of the holders of equity securities in the Company and
- suspend, if appropriate, the exercise of the rights attached to said securities for a maximum of three months,

decide that the Board may:

- at its own initiative and when it so deems appropriate, allocate the expenses, duties and fees incurred for the capital increases completed pursuant to the delegation in this resolution to the premiums related to these transactions and deduct from these premiums the amounts necessary to allocate one tenth of the new capital to the legal reserve after each transaction,
- reach any decision to list securities so issued on the regulated Euronext market in Paris and, in general,
- take all steps, conclude any agreements and complete any formalities necessary to successfully complete the proposed issue, as well as to finalize the resulting capital increase, and make the corresponding changes to the articles of incorporation and by-laws.

note that this delegation, as it is not a general delegation of authority related to a capital increase without a preemptive subscription right but rather a delegation of authority related to an increase in stated capital through an issue without a preemptive subscription right by an offer specified in Article L. 411-2(II) of the French Monetary and Finance Code, does not have the same purpose as the tenth resolution of this meeting,

formally acknowledge, as a result, that this delegation does not deprive the twelfth resolution of this meeting of effect and that its validity and term are not affected by this delegation.

This resolution collecting 7,200,845 votes, that is to say 99.9627% of the valid votes, was adopted.

FOURTEENTH RESOLUTION

Delegation of authority to be granted to the Board to increase the capital, immediately and/or in the future by issuing up to an aggregate total value of €60,000 of common shares or equity securities, without a preemptive subscription right for shareholder, and in favor of a nominated person

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings and noting that the capital is fully paid,

having familiarized themselves with the report of the Board of Directors and the special auditors' report, in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-138, and L. 228-92,

delegates to the Board the authority to decide, on one or more occasions, in the proportions and at the times it deems appropriate, in France and abroad, the issue of common shares of the Company or any securities giving access by any means, immediately and / or in the future, to shares of the Company, for which payment may be made either in cash or by offsetting receivables,

specify to the extent necessary that the issue of preferred shares is expressly excluded from this delegation,

decide that the securities so issued may consist of debt securities, be associated with the issuance of such securities or allow the issuance of hybrid securities,

decide to cancel the preemptive subscription right of shareholders on the shares and securities giving access to capital that would be so issued and book their subscription to Société Générale, as part of a program called “Programme d’Augmentation de Capital par Exercice d’Options” (PACEO)

formally acknowledge, to the extent necessary, that this delegation constitutes, by operation of law, an express waiver by the shareholders of their preemptive subscription right for shares to which these securities grant a right in favor of the holders of any securities issued pursuant to this delegation,

decide that the total nominal value of the increases of stated capital that may be completed immediately and/or in the future pursuant to this delegation may not exceed €60,000 or, in any event, exceed the limits specified by applicable law as of the issue date, to which maximum amount will be added any additional value of shares to be issued to preserve, in accordance with legal or regulatory provisions and any applicable contractual provisions, the rights of the holders of securities granting access to said shares

further

decide that the nominal value of any capital increase that may be so completed will be included in the aggregate ceiling specified in the seventeenth resolution below

decide that the total nominal value of the issues of securities representing receivables granting access to capital which might be so completed may not exceed 30 million euros (or the equivalent of said amount in the event of an issue in another currency)

further

decides that the nominal value of any securities issue representing receivables granting access to capital that may be so completed will be included in the aggregate ceiling specified in the seventeenth resolution below,

decide that the issue price of the shares and securities that may be issued pursuant to this delegation will be no less than the weighted average price during the last three trading days preceding said determination, less, if appropriate, the discount authorized by law (i.e., currently, 5%) and corrected in the event of a difference in effective date, provided, however, that the issue price of equity securities will be equal to the amount immediately received by the Company plus any amount that may be subsequently received thereby, or, for each share issued as a result of the issue of these securities, no less than the issue price defined above

decide that the Board will have all authority, with a right to further delegate as provided for by law, in order to implement this delegation, as provided for by law and the articles of incorporation and by-laws, to:

- determine the dates, conditions and procedures for any issue, as well as the form and characteristics of the shares or equity securities to be issued, with or without a premium,
- determine the amounts to be issued, the effective dates, which may be retroactive, for the shares or equity securities to be issued, the procedures to pay for them, as well as, if appropriate, the procedures to exercise exchange, conversion, repayment or grant rights in any other manner of capital or equity securities,
- make any adjustments required by law or regulation and, if appropriate, applicable contractual provisions, to protect the rights of the holders of equity securities in the Company and
- suspend, if appropriate, the exercise of the rights attached to said securities for a maximum of three months,

decide that the Board may:

- at its own initiative and when it so deems appropriate, allocate the expenses, duties and fees incurred for the capital increases completed pursuant to the delegation in this resolution to the premiums related to these transactions and deduct from these premiums the amounts necessary to allocate one tenth of the new capital to the legal reserve after each transaction,
- reach any decision to list securities so issued on the regulated Euronext market in Paris and, in general,
- take all steps, conclude any agreements and complete any formalities necessary to successfully complete the proposed issue, as well as to finalize the resulting capital increase, and make the corresponding changes to the articles of incorporation and by-laws.

decide that this delegation is granted for a period of eighteen (18) months of this meeting,

acknowledge that, in the event this authorization is used by the Board, a report will be made to the next ordinary general meeting in accordance with the law and regulation.

This resolution collecting 7,125,113 votes, that is to say 98.9114% of the valid votes, was adopted.

FIFTEENTH RESOLUTION

If shares or any equity securities without a preemptive subscription right for shareholders are issued, authorization to be granted to the Board to determine the issue price for up to 10% of stated capital and up to the limits specified by the shareholders

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the special auditors' report, **authorize** the Board, in accordance with the provisions of Articles L. 225-136-1, second paragraph of the French Commercial Code, with a right to further delegate, for 26 months after this meeting, for each of the issues approved pursuant to the delegations granted under the twelfth and fourteenth resolutions above and for up to 10% of the Company's stated capital (as of the date of the transaction) per 12-month period, to derogate from the requirements for calculating the price specified in the aforementioned resolutions and determine the issue price of the common shares and/or securities granting access immediately or in the future to issued capital in accordance with the following procedures:

- the issue price of the common shares may not be less than the weighted average price over the last three trading preceding its determination, possibly less a maximum 20% discount, provided, however, that the issue price may not under any circumstances be less than the par value of a share of the Company on the issue date of the shares in question,
- the issue price of the equity securities must be calculated so that the amount immediately received by the Company, plus any amount that may be subsequently received thereby, is, for each share issued as a result of the issue of these securities, no less than the issue price specified the preceding paragraph,

decide that the Board will have all authority to implement this resolution as specified in the resolution pursuant to which the issue is approved.

This resolution collecting 7,125,113 votes, that is to say 98.9114% of the valid votes, was adopted.

SIXTEENTH RESOLUTION

Delegation to the Board to increase the number of securities to be issued in the event of a capital increase with or without a preemptive subscription right

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the special auditors' 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,

delegate to the Board the authority to increase the number of shares or securities to be issued in the event of excess subscription demand for capital increases of the Company, with or without a preemptive subscription right, approved pursuant to the ninth to eleventh resolutions above, as specified in Article L. 225-135-1 and R. 225-118 of the French Commercial Code (i.e., as of the date hereof, within thirty days after the close of the subscription period, at the same price as that set for the initial issue and for up to 15% of the initial issue), with said shares granting the same rights as prior shares, depending on their effective date,

specify that the nominal value of any capital increase will be included in the aggregate ceiling specified in the seventeenth resolution below,

decide that this delegation is given to the Board for twenty-six months after this meeting and will terminate any prior delegation with the same purpose,

decide that the Board will have all authority, with a right to further delegate as provided for by law, to implement, as provided for by law and the articles of incorporation and by-laws, this delegation to, in particular:

- determine the dates, conditions and procedures for any issue, as well as the form and characteristics of the shares or equity securities to be issued, with or without a premium,
- determine the amounts to be issued, the effective dates, which may be retroactive, for the shares or equity securities to be issued, the procedures to pay for them, as well as, if appropriate, the procedures to

exercise exchange, conversion, repayment or grant rights in any other manner of capital or equity securities,

- make any adjustments required by law or regulation and, if appropriate, applicable contractual provisions, to protect the rights of the holders of equity securities in the Company and
- suspend, if appropriate, the exercise of the rights attached to said securities for a maximum of three months,

decide that the Board may:

- at its own initiative and when it so deems appropriate, allocate the expenses, duties and fees incurred for the capital increases completed pursuant to the delegation in this resolution to the premiums related to these transactions and deduct from these premiums the amounts necessary to allocate one tenth of the new capital to the legal reserve after each transaction,
- reach any decision to list securities so issued on the regulated Euronext market in Paris and, in general,
- take all steps, conclude any agreements and complete any formalities necessary to successfully complete the proposed issue, as well as to finalize the resulting capital increase, and make the corresponding changes to the articles of incorporation and by-laws.

This resolution collecting 7,125,113 votes, that is to say 98.9114% of the valid votes, was adopted.

SEVENTEENTH RESOLUTION

Aggregate limits on the issues completed pursuant to the twelfth to fourteenth and sixteenth resolutions above and the twenty-first resolution below

The shareholders, voting pursuant to the quorum and majority requirements for special shareholders' meetings,

Having familiarized themselves with the report of the Board of Directors and the extraordinary auditors' report,

decide that:

- the maximum aggregate nominal value of the capital increases that may be completed pursuant to the delegations granted in the twelfth to fourteenth and sixteenth resolutions above and the twenty-first resolution below may not exceed €200,000, provided, however, that the additional value of the shares to be issued to preserve, in accordance with legal or regulatory provisions and, if appropriate, applicable contractual provisions, the rights of the holders of securities granting access to the shares will be added to this ceiling,
- the maximum aggregate par value of debt securities that may be issued pursuant to the delegations granted under the twelfth to fourteenth and sixteenth resolutions above and the twenty-third resolution below is set at €30,000,000 (or the equivalent on the issue date of this amount in foreign currency or an accounting unit calculated by reference to multiple currencies).

This resolution collecting 7,125,114 votes, that is to say 98.9114% of the valid votes, was adopted.

EIGHTEENTH RESOLUTION

Delegation to be granted to the Board of Directors to issue and grant at no cost business founders' stock warrants (BSPCEs) to employees and officers of the Company,

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the special auditors' report,

note that the Company fulfills all conditions to issue business founders' stock warrants (BSPCEs) as specified in Article 163bis G of the French General Tax Code,

delegate to the Board its authority to decide to issue, at no cost, a maximum of 120,000 business founders' stock warrants (bons de souscription de parts de créateurs d'entreprise or "BSPCE"), each granting a right to subscribe for one common share of the Company,

decide, as a result, to set the maximum total number of shares that may be subscribed for upon BSPCE

exercise at 120,000 shares with a par value of €0.10, provided, however, that this number must be included in the aggregate ceiling specified in the twenty-second resolution below and may not, in any event, exceed 5% of the Company's capital on a fully diluted basis (i.e., assuming the exercise of all securities in and other equity rights to the Company in circulation),

decide to cancel, for these BSPCE, the preemptive subscription right for shareholders as said BSPCE may only be granted to the following categories of beneficiaries: employees or officers subject to employee tax rules (the chairman, CEO and deputy general manager) of the Company in office on the BSPCE grant date (hereinafter the "Beneficiaries"),

decide, in accordance with the provisions of the paragraph III of Article 163bis G of the French General Tax Code, to delegate to the Board the decision to issue and grant BSPCE, as well as the determination of the Beneficiaries and the number of BSPCE to be granted to each Beneficiary so designated,

authorize, as a result and subject to the foregoing terms, the Board, to issue and grant BSPCE, on one or more occasions, to some or all of the Beneficiaries,

decide to delegate to the Board of Directors the decision to determine, for each Beneficiary, the terms of the BSPCE, including, the timetable for BSPCE exercise, provided, however, that they must be exercised no later than ten (10) years after their issue and that BSPCE that have not been exercised upon expiration of said ten (10) year period will automatically become null and void,

decide that this authorization will expire and that BSPCE that have not yet been granted by the Board will automatically become null and void on the latter of the following dates: (i) December 26, 2015, or (ii) the date on which the conditions specified in Article 163bis G of the French General Tax Code are no longer met,

decide that each BSPCE will allow the subscription, as specified in Article 163bis G III of the French General Tax Code and the conditions specified hereinafter, for one common share with a par value of €0.10 at a subscription price determined by the Board as it deems appropriate on the BSPCE grant date:

for so long as the Company's shares are traded on a regulated market or organized multilateral trading system (such as AIM or Alternext) in the European Union, on a securities stock exchange in Switzerland, or on the Nasdaq National Market or the New York Stock Exchange in the United States, the subscription price for a common ordinary of the Company upon exercise of a BSPCE, which will be determined by the Board when BSPCE are granted, must be no less than the higher of the following three values:

- (a) the share sale price at the close of this regulated market the day preceding the decision by the Board to grant BSPCE;
- (b) ninety-five percent (95%) of the average trading price during the twenty trading days preceding the date of the Board's decision to grant BSPCE;
- (c) if one or more capital increases are completed less than six months prior to the decision by the Board to grant the BSPCE in question, the subscription price of the Company's common share selected using the most recent of said capital increases determined on the grant date of each BSPCE;
provided, however, that, to determine the common share subscription price ordinary upon exercise of a BSPCE, the Board of Directors may not take into consideration capital increases completed due to the exercise of warrants by persons who create an enterprise, warrants, share subscription options and no-cost share grant,

decide that the common shares so subscribed for must be fully paid for upon subscription by payments in cash, including by offset against certain, liquid, due and payable receivables,

decide that the new shares issued to each Beneficiary upon exercise of his BSPCE will be subject to all provisions of the articles and by-laws and will have an effective date of the first day of the fiscal year during which they were issued,

decide that, in accordance with Article 163bis G-II of the French General Tax Code, BSPCE will be non-transferable, issued in registered form and registered in an account,

decide to issue a maximum of 120,000 common shares to which the exercise of BSPCE issued will grant a right,

specify that, pursuant to Articles L. 228-91 and L. 225-132 of the French Commercial Code, this decision constitutes a waiver by the shareholders of their preemptive subscription right for the common shares to which BSPCE grant a right in favor of BSPCE holders,

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

- in the event of a capital reduction due to losses completed by reducing the number of the shares, the rights of BSPCE holders with respect to the number of shares to be received upon exercise of BSPCE will be correspondingly reduced as if said holders had been shareholders on the BSPCE issue date;

- in the event of a capital reduction due to losses by reducing share par value, the subscription price for the shares to which BSPCE grant a right will remain unchanged and the issue premium will be increased by the amount par value is reduced;

decide further that:

- in the event of capital reduction not due to losses by reducing share par value, the subscription price for the shares to which BSPCE grant a right will be reduced by a like amount;
- in the event of capital reduction not due to losses by reducing the number of the shares, BSPCE holders, if they exercise their BSPCE, may request that their shares be purchased under the same conditions as if they had been shareholders when the Company purchased its own shares,

decide, as provided for in Article L. 228-98 of the French Commercial Code, that the Company is authorized, without having to request an authorization from BSPCE holders, to change its form and corporate purpose,

recall that, pursuant to the provisions of Article L. 228-98 of the French Commercial Code, the Company may not change the rules for allocating its income, amortize its capital or create preferred shares which result in such a change or amortization other than may be authorized as specified in Article L. 228-103 of the French Commercial Code, subject to creating the provisions necessary to continue the rights of equity securities holders as specified in Article L. 228-99 of the French Commercial Code or an issue contract,

authorize the Company to require BSPCE holders to purchase or redeem their rights as specified in Article L. 208-102 of the French Commercial Code,

decide that, if an adjustment must be made as provided for in Article L. 228-99 3 of the French Commercial Code, it must be made by applying the method specified in Article R. 228-91 of the French Commercial Code, provided, however, that the value of the preemptive subscription right and the value of the share prior to being separated from the subscription right will, if necessary, be determined by the Board based on the subscription, exchange or sale price per share selected when the most recent transaction involving the Company's equity (capital increase, securities contribution, share sale, etc.) was completed during the six (6) months prior to said Board meeting, or, if there was no such transaction during said period, based on any other financial parameter which seems appropriate to the Board (which must be validated by the Company's auditor),

decide to grant all authority to the Board of Directors to implement this resolution, and in particular, to:

- issue and grant BSPCE and determine the conditions for the exercise and final BSPCE procedures, including the exercise timetable, in accordance with the provisions and up to the limits specified in this resolution;
- formally acknowledge the number of common shares issued as a result of BSPCE exercise, complete the formalities resulting from the corresponding capital increases and make the corresponding changes to the articles of incorporation and by-laws;
- take all steps to protect BSPCE holders if a financial transaction takes place that affects the Company in accordance with applicable laws and regulations;
- in general, take any steps and complete any formalities necessary for to this issue,

specify to the extent necessary that this delegation supersedes any prior delegation to grant BSPCE.

This resolution collecting 7,125,113 votes, that is to say 98.9114% of the valid votes, was adopted.

NINETEENTH RESOLUTION

Delegation of authority to be granted to the Board to issue and grant warrants to (i) members and observers of the Board of the Company who held office on the warrant grant date who are not employees or officers of the Company or one of its subsidiaries, (ii) persons who have signed a services or consultancy contract with the Company, or (iii) members of any committee that the Board of Directors decides to create who are not employees or officers of the Company or one of its subsidiaries

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board of Directors and the auditors' report,

delegate to the Board the authority to grant a maximum of 30,000 common warrants (bons de souscription d'actions ordinaires or "BSA") each granting a right to subscribe for a common share of the Company with a par value of €0.10,

decide, as a result, to set the maximum total number of shares that may be subscribed for upon exercise of the

BSA at 30,000 shares with a par value of €0.10, provided, however, that this number will be included in the aggregate ceiling specified in the twenty-second resolution below and may not, in any event, exceed 1% of Company's capital on a fully diluted basis (i.e., assuming the exercise of all securities in and other equity rights to the Company in circulation),

decide that the issue price of a BSA will be determined by the Board on the issue date of said BSA depending on the characteristics thereof and may not, in any event, be less than 10% of the subscription price (including the share premium) of the share to which the BSA grants a right (the "Exercise Price") as set by the Board as specified below,

decide, for these BSA, to cancel the preemptive subscription right of shareholders as said BSA can only be granted to the following category of beneficiaries: (i) members of the Board of Directors of the Company in office as of the BSA grant date who are not employees or officers of the Company or one of its subsidiaries, (ii) persons who have signed a services or consultancy contract with the Company, or (iii) members of any committee that the Board of Directors creates who are not employees or officers of the Company or one of its subsidiaries, (the "Beneficiaries"),

decide, in accordance with the provisions of Article L. 225-138-I of the French Commercial Code, to delegate to the Board the decision to determine the Beneficiaries and the number of BSA to be granted to each Beneficiary so selected,

authorize the Board, as a result, subject to the foregoing limits, to issue and grant BSA to each Beneficiary on one or more occasions,

decide to delegate to the Board, for each Beneficiary, [a determination of] the BSA exercise conditions and procedures and, in particular, the BSA issue price, the Exercise Price and the BSA exercise timetable, provided, however, that they must be exercised no later than ten (10) years after their issue and that BSA that have not been exercised after the expiration of this ten (10) year period will automatically become null and void,

decide that this delegation is granted for eighteen months after the date hereof and,

specify to the extent necessary that this delegation supersedes any prior delegation to grant BSA,

decide that, for so long as that the Company's shares are traded on a securities market or exchange, the Exercise Price, which will be determined by the Board when BSA are granted, may not be less than the weighted average price over the last 20 trading days preceding the date said BSA are granted by the Board,

decide that the common shares so subscribed for must be fully paid for upon subscription, either by payment in cash or by offset against liquid, due and payable receivables,

decide that the new shares issued to the Beneficiary upon exercise of his BSA will be subject to all provisions of the articles and by-laws and will have an effective date of the first day of the fiscal year during which they were issued,

decide that the BSA will be transferable. They will be issued in registered form and be registered in an account,

decide to issue a maximum of 30,000 common shares which will grant a right to exercise the BSA issued,

specify that, under Articles L. 228-91 and L. 225-132 of the French Commercial Code, this decision constitutes a waiver by the shareholders of their preemptive subscription right for the common shares to which BSA grant a right in favor of BSA holders,

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

- in the event of a capital reduction due to losses completed by reducing the number of the shares, the rights of BSA holders with respect to the number of shares to be received upon exercise of BSA will be reduced as a result as if said holders had been shareholders on the BSA issue date;
- in the event of a capital reduction due to losses by reducing share par value, the subscription price for the shares to which BSA grant a right will remain unchanged and the issue premium will be increased by the amount par value is reduced;

decide further that:

- in the event of capital reduction not due to losses by reducing share par value, the subscription price for the shares to which BSA grant a right will be reduced by a like amount;
- in the event of capital reduction not due to losses by reducing the number of the shares, BSA holders, if they exercise their BSA, may request that their shares be purchased under the same conditions as if they had been shareholders when the Company purchased its own shares,

decide, as provided for in Article L. 228-98 of the French Commercial Code, that the Company is authorized, without having to request an authorization from BSA holders, to change its form and corporate purpose,

recall that, pursuant to the provisions of Article L. 228-98 of the French Commercial Code, the Company may

not change the rules for allocating its income, amortize its capital or create preferred shares which result in such a change or amortization other than may be authorized as specified in Article L. 228-103 of the French Commercial Code, subject to creating the provisions necessary to continue the rights of equity securities holders as specified in Article L. 228-99 of the French Commercial Code or an issue contract,

authorize the Company to require BSA holders to purchase or redeem their rights as specified in Article L. 208-102 of the French Commercial Code,

decide that, if an adjustment must be made as provided for in Article L. 228-99 3 of the French Commercial Code, it must be made by applying the method specified in Article R. 228-91 of the French Commercial Code, provided, however, that the value of the preemptive subscription right and the value of the share prior to being separated from the subscription right will be, if necessary, determined by the Board based on the subscription, exchange or sale price per share selected when the most recent transaction involving the Company's equity (capital increase, securities contribution, share sale, etc.) was completed during the six (6) months prior to said Board meeting, or, if there was no such transaction during said period, based on any other financial parameter which seems appropriate to the Board (which must be validated by the Company's auditor),

decide to grant all authority to the Board of Directors to implement this resolution, and in particular, to:

- issue and grant BSA and determine the conditions for the exercise and final BSA procedures, including the exercise timetable, in accordance with the provisions and up to the limits specified in this resolution;
- determine the identity of the BSA Beneficiaries and the number of BSA to be granted to each of them;
- determine the price of the share which may be subscribed for upon BSA exercise as described above;
- formally acknowledge the number of common shares issued as a result of BSA exercise, complete the formalities resulting from the corresponding capital increases and make the corresponding changes to the articles of incorporation and by-laws;
- take all steps to protect BSA holders if a financial transaction takes place that affects the Company in accordance with applicable laws and regulations;
- in general, take any steps and complete any formalities necessary for to this issue.

This resolution collecting 7,200,845 votes, that is to say 99.9627 % of the valid votes, was adopted.

TWENTIETH RESOLUTION

Aggregate limits of the issues completed pursuant to the eighteenth and the nineteenth resolutions above

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board and the reports special of the auditor,

decide that the total number of shares that may be (i) issued or purchased upon exercise of the options granted pursuant to the eighteenth resolution above, (ii) granted at no cost pursuant to the nineteenth resolution above, may not exceed either 200,000 shares with a par value of €0.10 or 5% of the Company's capital on a fully diluted basis (i.e., assuming the exercise of all securities in and other equity rights to the Company in circulation), provided, however, that the additional number of shares to be issued to preserve the rights of the holders of securities granting a right to shares in accordance with applicable contractual provisions will be added to this ceiling.

This resolution collecting 7,125,114 votes, that is to say 98.9114% of the valid votes, was adopted.

TWENTY-FIRST RESOLUTION

Delegation to be granted to the Board to increase stated capital by issuing shares and equity securities in the Company to the employees who participate in a corporate savings plan

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board and the special report of the auditor,

in accordance with, inter alia, first, the provisions of Articles L. 225-129 et seq. and L. 225-138-1 of the French Commercial Code and, second, of Articles L. 3332-1 et seq. of the French Labor Code,

delegate to the Board the authority to decide to issue, on one or more occasions, in the proportions and at the times that it determines, common shares or securities granting a right by any means, immediately and/or in the future, to common shares in the Company reserved for participants in the corporate savings plan of the Company or, if appropriate, of the French or foreign companies which are affiliated with it as defined in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code (the “Adocia Group”),

decide that the total nominal value of the capital increases that may be completed pursuant to this resolution may not exceed €10,000, nor exceed 5% of the Company’s capital on a fully diluted basis (i.e., assuming the exercise of all securities in and other equity rights to the Company in circulation), to which maximum value will be added, if appropriate, the additional value of the shares to be issued to preserve the rights of the holders of securities granting access to the shares in accordance with legal or regulatory provisions and any applicable contractual provisions,

decide further that the nominal value of any capital increase that may be so completed will be included in the aggregate ceiling specified in the seventeenth resolution above,

decide that the total nominal value of the issues of securities representing receivables granting access to capital that may be so completed may not exceed €3,000,000 (or the equivalent of said amount in the event of an issue in another currency),

decide further that the nominal value of any securities issue representing receivables granting access to capital that may be so completed will be included in the aggregate ceiling specified in the seventeenth resolution above,

set the term of validity of the delegation covered by this resolution at eighteen months from the date of this meeting,

decide that this delegation may be used at any time during said term, including, up to the limits allowed under applicable regulations, during a period when there is a public tender offer for the Company’s securities,

decide that the issue price of the new shares or securities granting access to capital will be determined by the Board as specified in Articles L. 3332-18 to L. 3332-23 of the French Labor Code,

decide to cancel the preemptive subscription right of shareholders for shares or securities granting access by any means, immediately and/or in the future, to the common shares to be issued in favor of participants in a corporate saving plan,

decide that the Board will have all authority to implement this delegation, with a right to further delegate as provided for by law and under the conditions specified above, to, in particular:

- decide that the subscriptions may be completed directly or through a corporate mutual fund (fonds communs de placement d’entreprise) or any other structure or entity allowed under applicable law or regulation,
- determine the dates, conditions and procedures for the issues which will be completed pursuant to this resolution, and, in particular, determine the subscription opening and closing dates, the effective dates, procedures to pay for the shares and other equity securities in the Company, and grant extensions for payment for the shares and, if appropriate, other equity securities in the Company,
- request that the securities created be listed on a stock exchange, formally acknowledge completion of the capital increases up to the value of the shares which are actually subscribed for and correspondingly amend the articles of incorporation and by-laws, complete, either itself or through an agent, all actions and formalities to finalize the capital increases, allocate, if appropriate, the expenses for capital increases to the premiums related to these increases and deduct from said amount the amounts necessary to increase the legal reserve to one tenth of the new stated capital after each increase.

This resolution collecting 544,231 votes, that is to say 7.5550 % of the valid votes, was rejected.

TWENTY-SECOND RESOLUTION

Authorization to be given to the Board to use delegations and authorizations in force for the purpose of increasing the share capital of the Company during a tender offer for the securities of the Company

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders’ meetings,

having familiarized themselves with the report of the Board and the special report of the auditor in accordance with the provisions of Article L. 233-33, paragraph 2 of the Commercial Code,

expressly **authorizes** the Board for a period of 18 months from the date of this General Meeting, to use during a public tender offer for the securities of the Company, in the event that Article L. 233 - 33 paragraph 1 of the Commercial Code is applicable, and in accordance with the laws and regulations in force at the date of such use, delegations of authority, delegation of authority and authorizations granted to the Board by the present general under the above resolutions, subject to their approval.

This resolution collecting 7,125,113 votes, that is to say 98.9114% of the valid votes, was adopted.

The agenda being exhausted and nobody asking for the right to speak any more, the President declares the session terminated.

Of all that above, the present report was established, and was signed by the members of the office after reading.

President

Secretary

Scrutineer

Scrutineer