

## TEXT OF THE DRAFT RESOLUTIONS

### The general shareholders' meeting ruling as extraordinary meeting

**First resolution** (*Delegation of authority to the Board of Directors with a view to carrying out a share capital increase in cash through the issue of new ordinary shares of the Company with shareholders' preferential subscription right*)

The General Shareholders' Meeting, ruling under the quorum and majority conditions required for extraordinary shareholders' meetings, after having reviewed the Board of Directors' report and the report of the independent expert, and after having acknowledged that the share capital is fully paid up, and in accordance with the provisions of articles L.225-129 to L.225-129-6, L.225-132, L.225-133, and L.225-134 of the French commercial Code, subject to (i) the adoption of the second to fifth and seventh resolutions of this general meeting, it being specified that these resolutions form, with this resolution, an indivisible whole and are interdependent, and (ii) the fulfilment or the waiver of the following cumulative conditions precedent:

- the approval of the Company's accelerated financial safeguard plan (the "**Plan**") pursuant to a judgment of the Paris Commercial Court; and
- the issue by the *Autorité des marchés financiers* of its approval on the prospectus relating to the share capital increases set forth in the first to fifth resolutions,

together, the "**Conditions Precedent**",

1. **Delegates** to the Board of Directors, with the option for the latter to sub-delegate under the applicable legal conditions, **its authority** to decide to increase the Company's share capital, in one or more instalments, by a maximum nominal amount of EUR 1,107,382.55 it being specified that this amount shall be deducted from the overall issue ceiling set forth in the seventh resolution, through the issue of a maximum number of 110,738,255 new ordinary shares with a nominal value of EUR 0.01 each, paired with an issue premium of EUR 2.97, i.e. an issue price of EUR 2.98 per new ordinary share, representing a share capital increase in a maximum total amount (issue premium included) of EUR 329,999,999.90;
2. **Resolves** that the subscription to these shares shall be fully paid up on the date of their subscription exclusively in cash (with the exception, as the case may be, of the subscription by the Creditors (as this term is defined in the second resolution) in connection with their commitment to guarantee the share capital increase covered by this resolution, which shall be implemented by way of set-off against certain, liquid and due claims held against the Company under the Facility Agreements (as this term is defined in the second resolution));
3. **Resolves** that the ordinary shares issued under this resolution shall be created with immediate rights to dividends as from their issue and shall be fully assimilated to the existing shares and be subject to all of the provisions of the by-laws as from this date;
4. **Resolves** that the shareholders shall, in proportion to the number of shares they hold, have a preferential subscription right to the shares issued pursuant to this resolution and that a subscription right on a reducible basis (*à titre réductible*) to the shares issued shall be granted, which shall be exercised in proportion to their subscription rights and within the limit of their requests;
5. **Resolves** that, if subscriptions on a reducible basis and an irreducible basis (*à titre réductible et irréductible*) have not covered the entire share capital increase, and in accordance with the option granted under article L. 225-134 of the French commercial Code, the Board of Directors shall allocate the unsubscribed shares among the Creditors in accordance with their subscription undertakings to guarantee the share capital increase covered by this resolution;
6. **Resolves** that the Board of Directors shall have all powers, with the option for the latter to sub-delegate its powers under the conditions provided for by applicable law and regulations, within the limits and subject to the conditions set forth below, to implement this delegation, with a view,

*inter alia*, to:

- a. acknowledging the fulfilment of the Conditions Precedent or, as the case may be, waiving, as far as possible, some of them;
- b. deciding to implement this resolution if the Conditions Precedent are met or waived (such implementation can only take place if the delegations granted to the Board of Directors under the second, third, fourth and fifth resolutions are implemented), or postponing it;
- c. deciding and carrying out the share capital increase, covered by this resolution, and acknowledging the issue of the new ordinary shares in connection with the said share capital increase;
- d. determining, within the limits mentioned above, the final amount of the share capital increase covered by this resolution, as well as the maximum number of ordinary shares to be issued;
- e. determining all the terms and conditions for the issue of the new shares;
- f. determining the opening and closing dates of the subscription period;
- g. determining the number of preferential subscription rights that will be granted to the Company's shareholders on the basis of the number of Company's existing shares that will be recorded in their securities account at the end of the accounting day preceding the opening of the subscription period;
- h. collecting from the Company's shareholders the subscription to the new ordinary shares which shall be paid up only in cash (the subscriptions resulting from the Creditors' guarantee commitment being paid up by way of set-off against certain liquid and payable claims held by the Creditors against the Company under the Facility Agreements);
- i. proceeding with any adjustments intended to take into account the impact of transactions on the Company's share capital, determining the terms and conditions under which the rights of holders of securities that give or may give access to the Company's share capital shall be preserved, as the case may be;
- j. as the case may be, allocating the unsubscribed shares in accordance with the conditions set forth in this resolution;
- k. proceeding, as the case may be, with the determination of the claims (*arrêté de créances*) in accordance with article R.225-134 of the French commercial Code;
- l. obtaining, as the case may be, from the statutory auditors a report certifying as accurate the determination of the claims prepared by the Board of Directors, in accordance with article R.225-134 of the French commercial Code;
- m. closing, as applicable in advance, the subscription period or extending its term;
- n. acknowledging that all the ordinary shares issued have been fully paid up and, consequently, that the resulting share capital increase has been definitively completed;
- o. proceeding with the publication and filing formalities consequential to the completion of the share capital increase resulting from the issue of the new ordinary shares and with the corresponding amendment to the Company's by-laws;
- p. entering into any agreement with a view to carrying out the issue contemplated by this resolution;
- q. as applicable, deducting the costs of the share capital increase from the amount of the related premiums and deducting from this amount the sums required to fund the legal

reserve;

- r. arranging for the new ordinary shares to be admitted to trading on the regulated market of Euronext Paris ("**Euronext Paris**");
  - s. doing whatever will be necessary or useful to carry out the share capital increase provided for in this resolution, the issue and the admission for trading of the new ordinary shares issued pursuant to this delegation of authority; and
  - t. carrying out all related formalities.
7. **Acknowledges** that, in the case where the Board of Directors would use the delegation of authority granted to it under this resolution, it will report to the next ordinary general meeting, in accordance with applicable law and regulations, on the use made of the authorization granted under this resolution;
8. **Resolves** that this authorization is given for a period of six (6) months from the date of this meeting.

It being specified, if need be, that this delegation of authority shall invalidate the delegation of authority granted to the Board of Directors by the Ordinary and Extraordinary General Shareholders' Meeting of March 23, 2020 in its 5<sup>th</sup> resolution.

**Second resolution** (*Delegation of authority to the Board of Directors with a view to carrying out a share capital increase in cash through the issue of ordinary shares, without preferential subscription right, in favor of a category of persons meeting certain characteristics*)

The General Shareholders' Meeting, ruling under the quorum and majority conditions required for extraordinary shareholders' meetings, after having reviewed the Board of Directors' report, the special report of the statutory auditors and the report of the independent expert, and after having acknowledged that the share capital is fully paid up, and in accordance with the provisions of articles L.225-129 to L.225-129-6, L.225-135 and L.225-138 of the French commercial Code, subject to (i) the adoption of the first, third, fourth, fifth, and seventh resolutions submitted to this meeting, it being specified that these resolutions form, with this resolution, an indivisible whole and are interdependent, and (ii) the fulfilment or the waiver of the Conditions Precedent (as this term is defined in the first resolution of this meeting):

1. **Delegates** to the Board of Directors, with the option for the latter to sub-delegate its powers under the conditions provided for under applicable law, **its authority** to decide to increase the Company's share capital by a nominal amount of EUR 921,787,70, it being specified that this amount shall be deducted from the overall issue ceiling set forth in the seventh resolution, through the issue of 92,178,770 new ordinary shares with a nominal value of EUR 0.01 each, paired with an issue premium of EUR 3.57, i.e. an issue price of 3.58 euros per new ordinary share, representing a share capital increase in a total amount (issue premium included) of EUR 329,999,996,60,
2. **Resolves** to cancel the shareholders' preferential subscription right and to reserve the subscription to all the shares issued pursuant to this resolution for the exclusive benefit of creditors holding claims against the Company under (i) the facility agreement of *circa* EUR 1 billion (which includes EUR 755 million facilities and USD 300 million facilities) dated December 6, 2016 (as amended, modified, supplemented, or amended and restated from time to time) (the "**Term Loan B**") and (ii) the revolving facility granted pursuant to an agreement dated December 21, 2016 (as amended, modified, supplemented, or amended and restated from time to time) (the "**RCF**" and, with the Term Loan B, the "**Facility Agreements**"), the said creditors constituting a category of persons meeting specific characteristics within the meaning of article L.225-138 of the French commercial Code (the "**Creditors**"),
3. **Resolves** that the ordinary shares issued shall be fully paid-up of their nominal value and their issue premium on the date of their subscription by way of set-off against certain liquid and payable claims held by the Creditors against the Company under the Facility Agreements,

4. **Resolves** that the ordinary shares issued shall be created with immediate rights to dividends as from their issue. They shall be fully assimilated to the existing shares and be subject to all the provisions of the by-laws as from this date,
5. **Resolves** that the Board of Directors shall have full powers to implement this delegation, with the option for the latter to subdelegate its powers under the conditions provided for by applicable law and regulations, within the limits and subject to the conditions specified above, with a view, *inter alia*, to:
  - a. acknowledging the fulfilment of the Conditions Precedent or, as the case may be, waiving, as far as possible, some of them;
  - b. deciding to implement this resolution if the Conditions Precedent are met or waived (such implementation can only take place if the delegations granted to the Board of Directors under the second, third, fourth and fifth resolutions are implemented), or postponing it;
  - c. deciding and carrying out the share capital increase, covered by this resolution, and acknowledging the issue of new ordinary shares in connection with the said share capital increase;
  - d. determining the list of beneficiaries within the category defined in paragraph 2. above, and the final number of ordinary shares to be subscribed by each of them;
  - e. proceeding with the determination of the claims in accordance with article R.225-134 of the French commercial Code;
  - f. obtaining from the statutory auditors a report certifying as accurate the determination of the claims prepared by the Board of Directors, in accordance with article R.225-134 of the French commercial Code;
  - g. determining all the terms and conditions for the issue of the new shares;
  - h. determining the opening and closing dates of the subscription period;
  - i. collecting from the final beneficiaries the subscription to the new ordinary shares;
  - j. closing, as applicable in advance, the subscription period or extending its term;
  - k. acknowledging that all the ordinary shares issued have been fully paid up and, consequently, that the resulting share capital increase has been definitively completed;
  - l. proceeding with any adjustments intended to take into account the impact of transactions on the Company's share capital, determining the terms and conditions under which the rights of holders of securities that give or may give access to the Company's share capital shall be preserved, as the case may be
  - m. proceeding with the publication and filing formalities consequential to the completion of the share capital increase resulting from the issue of the new ordinary shares and with the corresponding amendment to the Company's by-laws;
  - n. entering into any agreement with a view to carrying out the issue contemplated by this resolution;
  - o. deducting the costs of the share capital increase from the amount of the related premiums and deducting from this amount the sums required to fund the legal reserve;
  - p. arranging for the new ordinary shares to be admitted to trading on Euronext Paris;
  - q. doing whatever will be necessary or useful to carry out the share capital increase provided for in this resolution and the admission for trading of the new ordinary shares; and

- r. carrying out all related formalities.
- 6. **Acknowledges** that, in the case where the Board of Directors would use the delegation of authority granted to it under this resolution, it will report to the next ordinary general meeting, in accordance with applicable law and regulations, on the use made of the authorization granted under this resolution;
- 7. **Resolves** that this authorization is given for a period of six (6) months from the date of this meeting.

**Third Resolution** (*Delegation of authority to the Board of Directors with a view carrying out the issue and the free allocation of warrants for the benefit of the Company's shareholders*)

The General Shareholders' Meeting, ruling under the quorum and majority conditions required for extraordinary shareholders' meetings, after having reviewed the Board of Directors' report, the special report of the statutory auditors and the report of the independent expert, after having acknowledged that the share capital is fully paid up, and in accordance with the provisions of articles L. 225-129 to L. 225-129-6 and L. 228-91 *et seq.* of the French commercial Code and subject to (i) the adoption of the first, second, fourth, fifth and seventh resolutions submitted to this meeting, it being specified that these resolutions form, with this resolution, an indivisible whole and are interdependent, and (ii) the fulfilment or the waiver of the Conditions Precedent (as this term is defined in the first resolution of this meeting),

- 1. **Delegates** to the Board of Directors, with the option for the latter to sub-delegate its powers under the conditions provided for under applicable law and regulations, its **authority** to proceed, in one or more instalments, with the issue and free allocation of warrants to the Company's shareholders (the "**Warrants**") on the basis of one (1) Warrant for one (1) existing share, the total number of Warrants not exceeding 15,407,114 Warrants in any event;
- 2. **Resolves** that the Warrants shall be freely granted to all shareholders providing proof of a book entry of their shares on the date retained to detach the preferential subscription right of the shares in connection with the share capital increase with preservation of the preferential subscription right contemplated in the first resolution;
- 3. **Resolves** that 5 Warrants shall entitle to subscribe to 4 new ordinary shares, at a price of EUR 3.58 per new share i.e. a nominal value of EUR 0.01 and a share premium of EUR 3.57 per new share (without prejudice to any subsequent adjustments in accordance with applicable laws and regulations and, where applicable, with the contractual provisions of the Warrants);
- 4. **Resolves** that the total nominal amount of the Company's share capital increase (issue premium excluded) resulting from the exercise of the Warrants issued pursuant to this resolution shall not exceed EUR 123,256.91 (through the issue of a maximum number of 12,325,691 new shares of the Company with a nominal value of EUR 0.01 each), it being specified that this amount shall be deducted from the overall issue ceiling set forth in the seventh resolution. This amount shall be increased, as applicable, by the nominal value of shares to be issued in order to protect the rights of the holders of Warrants (in accordance with applicable laws and regulations and, as applicable, with the contractual provisions of the Warrants) and the number of new shares shall be increased accordingly; it being specified that the rights of the holders of Warrants shall not be adjusted as a result of the completion of the transactions contemplated in the first, second, fourth and fifth resolutions;
- 5. **Resolves** that the Warrants which shall be allocated to the Company corresponding to its treasury shares (*actions auto-détenues*) shall be immediately cancelled;
- 6. **Resolves** that the Warrants may be exercised at any time during a period of four (4) years as from the settlement-delivery date of the last of the capital increases that would be carried out pursuant to the first and second resolutions, the Warrants not exercised within that period becoming null and void, thereby losing any value and all rights attached thereto;

7. **Resolves** that the shares issued as a result of the exercise of the Warrants shall be fully paid up in cash only upon subscription, the shareholders being responsible for any possible fractional shares (*rompus*);
8. **Acknowledges**, in accordance with article L.225-132 paragraph 6 of the French commercial Code, that the decision to issue the Warrants shall automatically entail the waiver by the shareholders of their preferential subscription rights to subscribe to the shares to which the said Warrants entitle;
9. **Resolves** that the shares issued as a result of the exercise of the Warrants shall be created with immediate rights to dividends and shall, as from their issue, be fully assimilated to the existing shares and be subject to all of the provisions of the by-laws and to the decisions of the shareholders' meeting;
10. **Resolves** that the Warrants shall be freely negotiable and shall be admitted to trading on the regulated market of Euronext Paris;
11. **Resolves** that, in the event of a share capital increase, acquisition, merger, spin-off or issue of new shares or securities giving access to the share capital of the Company, or of other financial transactions entailing a preferential subscription right or reserving a priority subscription period in favor of the Company's shareholders, the Company shall be entitled to suspend the exercise of Warrants for a period not exceeding three months, or such other period as may be determined by applicable regulations;
12. **Resolves** that the Board of Directors shall have full powers, with the option for the latter to subdelegate its powers under the conditions provided for by applicable law and regulations, to implement this delegation within the limits and subject to the conditions specified above, with a view, *inter alia*, to:
  - a. acknowledging the fulfilment of the Conditions Precedent or, as the case may be, waiving, as far as possible, some of them;
  - b. deciding to implement this resolution if the Conditions Precedent are met or waived (such implementation can only take place if the delegations granted to the Board of Directors under the second, third, fourth and fifth resolutions are implemented), or postponing it;
  - c. determining the total number of Warrants to be issued;
  - d. determining all terms and conditions for the issue of the Warrants as well as the features and the terms and conditions of the Warrants (including the conditions under which the Company may buy back Warrants or trade them in the market or otherwise, as well as the conditions for the adjustment of the Warrants upon transactions affecting the Company's share capital);
  - e. deciding and carrying out the issue and allocation of the Warrants (including setting the allocation date of the Warrants), or postponing it;
  - f. proceeding with the registration and filing formalities relating to the completion of the Warrants issue;
  - g. entering into any agreement with a view to carrying out the issue contemplated by this resolution;
  - h. arranging for the Warrants to be admitted to trading on the regulated market of Euronext Paris;
  - i. arranging for the new shares resulting from the exercise of the said Warrants to be admitted to trading on the regulated market of Euronext Paris;
  - j. doing whatever will be necessary or useful to complete the share capital increases

resulting from the exercise of the said Warrants (including, *inter alia*, receiving payment for the subscription to new Company's shares resulting from the exercise of Warrants);

- k. acknowledging the share capital increases resulting from the exercise of the Warrants and, if it deems it advisable, deducting the expenses relating to the share capital increases from the amount of the related premiums and deducting from this amount the sums required to fund the legal reserve;
  - l. amending the Company's by-laws accordingly;
  - m. proceeding with any adjustments intended to take into account the impact of transactions on the Company's share capital, determining the terms and conditions under which the rights of holders of securities or other instruments that give or may give access to the Company's share capital shall be preserved, as the case may be;
  - n. proceeding with all required adjustments, in accordance with applicable laws and regulations and, as applicable, with the contractual provisions of the Warrants providing for other adjustment cases;
  - o. doing whatever will be necessary or useful to complete the issue provided for in this resolution, the listing and servicing of the securities issued pursuant to this resolution as well as the exercise of the rights attached thereto; and
  - p. carrying out all related formalities.
13. **Acknowledges** that, in the case where the Board of Directors would use the delegation of authority granted to it under this resolution, it will report to the next ordinary general meeting, in accordance with applicable law and regulations, on the use made of the authorization granted under this resolution.
14. **Resolves** that this authorization is given for a period of six (6) months from the date of this meeting.

**Fourth resolution** (*Delegation of authority to the Board of Directors with a view to carrying out the issue and free allocation of warrants without shareholders' preferential subscription right for the benefit of a category of persons meeting specific characteristics*)

The General Shareholders' Meeting, ruling under the quorum and majority conditions required for extraordinary shareholders' meetings, after having reviewed the Board of Directors' report, the special report of the statutory auditors and the report of the independent expert, after having acknowledged that the share capital is fully paid up, and in accordance with the provisions of articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-138 and L. 228-91 *et seq.* of the French commercial Code and subject to (i) the adoption of the first to third, fifth and the seventh resolutions submitted to this meeting, it being specified that these resolutions form, with this resolution, an indivisible whole and are interdependent, and (ii) the fulfilment or the waiver of the Conditions Precedent (as defined in the first resolution of this meeting),

- 1. **Delegates** to the Board of Directors, with the option for the latter to sub-delegate its powers under the conditions provided for by applicable law and regulations, its **authority** to proceed, in one or more instalments, with the issue and free allocation of warrants (the "**New Money Warrants**"), without preferential subscription rights for the shareholders;
- 2. **Resolves** to reserve the free allocation of the New Money Warrants for the benefit of the persons committed to providing the new money granted by certain lenders to the Company and/or its subsidiaries under the Plan (the "**New Money**"), with the exception of Bpifrance Participations S.A. (as this term is defined in the fifth resolution), the said persons constituting a category of persons meeting specific characteristics within the meaning of article L.225-138 of the French commercial Code (the "**Lenders**");

3. **Resolves** that the total number of shares to which all the New Money Warrants issued pursuant to this resolution shall entitle to subscribe shall be equal to 16,859,007 new ordinary shares;
4. **Resolves** that, in the case where the total number of New Money Warrants to be issued to the benefit of a Lender does not correspond to a whole number of New Money Warrants, the relevant Lender shall be allocated the whole number of New Money Warrants immediately below;
5. **Resolves** that one (1) New Money Warrant shall entitle to subscribe to one (1) new ordinary share, at a price of EUR 0.01 per new share with a nominal value of EUR 0.01 without issue premium (without prejudice to any subsequent adjustments, in accordance with the applicable laws and regulations and, as applicable, with the contractual provisions of the New Money Warrants);
6. **Resolves** that the total nominal amount of the Company's share capital increase resulting from the exercise of the New Money Warrants which would be issued pursuant to this resolution shall not exceed EUR 168,590.07, it being specified that this amount shall be deducted from the overall issue ceiling set forth in the seventh resolution. This amount shall be increased, as applicable, by the nominal value of the shares to be issued in order to protect the rights of holders of securities giving access to the Company's share capital, in accordance with applicable laws and regulations and, as applicable, with the contractual provisions, and the maximum number of new shares shall be increased accordingly; it is specified that the rights of the New Money Warrants holders shall not be adjusted as a result of the completion of the transactions contemplated in the first to third and fifth resolutions;
7. **Resolves** that it results from the foregoing that the total number of New Money Warrants may not exceed 16,859,007;
8. **Resolves** that the New Money Warrants may be exercised at any time until the expiry of a three (3)-month period following the settlement-delivery date of the last of the share capital increases which would be carried out pursuant to the first and second resolutions, the New Money Warrants not exercised within that period becoming null and void, thereby losing any value and all rights attached thereto, subject to the cases of extension referred to below;
9. **Resolves** that, in the event of a share capital increase, acquisition, merger, spin-off or issue of new shares or securities giving access to the share capital of the Company, or of other financial transactions entailing a preferential subscription right or reserving a priority subscription period in favor of the Company's shareholders, the Company shall be entitled to suspend the exercise of the New Money Warrants for a period not exceeding three months, in which case the exercise period of the New Money Warrants shall be extended accordingly;
10. **Resolves** that the shares issued in connection with the exercise of the New Money Warrants shall be fully paid up at the time of their subscription, in cash or by set-off of claims;
11. **Acknowledges**, in accordance with the provisions of article L.225-132 paragraph 6 of the French commercial Code, that the decision to issue the New Money Warrants shall automatically entail the waiver by the shareholders of their preferential subscription right to the shares to which the New Money Warrants entitle;
12. **Resolves** that the shares issued as a result of the exercise of New Money Warrants shall be created with immediate rights to dividends and shall, as from their creation, be fully assimilated to the existing shares and be subject to all the provisions of the by-laws and the decisions of the shareholders' meeting;
13. **Resolves** that the New Money Warrants shall be freely negotiable and shall be admitted to trading in Euroclear France;
14. **Resolves** that the Board of Directors shall have full powers, with the option for the latter to sub-delegate its powers under the conditions provided for by applicable law and regulations, to implement this delegation within the limits and subject to the conditions specified above, with a



view, *inter alia*, to:

- a. acknowledging the fulfilment of the Conditions Precedent or, as the case may be, waiving, as far as possible, some of them;
  - b. deciding to implement this resolution if the Conditions Precedent are met or waived (such implementation can only take place if the delegations granted to the Board of Directors under the second, third, fourth and fifth resolutions are implemented), or postponing it;
  - c. determining the list of beneficiaries within the category defined in paragraph 2. above, and the final number of New Money Warrants to be allocated to each of them and determining the final amount of the resulting share capital increase;
  - d. determining all terms and conditions for the issue of the New Money Warrants as well as the features and the terms and conditions of the New Money Warrants (including the conditions for the adjustment of the New Money Warrants upon transactions affecting the Company's share capital);
  - e. entering into any agreement with a view to carrying out the issue contemplated by this resolution;
  - f. proceeding with the registration and filing formalities relating to the completion of the New Money Warrants issue;
  - g. acknowledging the share capital increases resulting from the exercise of the New Money Warrants;
  - h. arranging for the New Money Warrants to be admitted to trading in Euroclear France;
  - i. arranging for the new shares resulting from the exercise of the said New Money Warrants to be admitted to trading on the regulated market of Euronext Paris;
  - j. doing whatever will be necessary to complete the share capital increases resulting from the exercise of the New Money Warrants (including, *inter alia*, receiving payment for the subscription to the Company's new shares resulting from the exercise of the New Money Warrants or proceeding with the determination of claims in accordance with article R.225-134 of the French commercial Code and obtaining from the statutory auditors a report certifying as accurate the determination of claims prepared by the Board of Directors, in accordance with article R.225-134 of the French commercial Code);
  - k. amending the Company's by-laws accordingly;
  - l. proceeding with any adjustments intended to take into account the impact of transactions on the Company's share capital, determining the terms and conditions under which the rights of holders of securities that give or may give access to the Company's share capital shall be preserved, as the case may be;
  - m. proceeding with all required adjustments, in accordance with applicable laws and regulations and, as applicable, with the contractual provisions of the New Money Warrants providing for other adjustment cases;
  - n. doing whatever will be necessary or useful to complete the share capital increase provided for in this resolution, the listing and servicing of the securities issued pursuant to this resolution as well as the exercise of the rights attached thereto; and
  - o. carrying out all related formalities.
15. **Acknowledges** that, in the case where the Board of Directors would use the delegation of authority granted to it under this resolution, it will report to the next ordinary general meeting, in accordance with applicable law and regulations, on the use made of the authorization granted

under this resolutions;

16. **Resolves** that this authorization is given for a period of six (6) months from the date of this meeting.

**Fifth resolution** (*Delegation of authority to the Board of Directors with a view to proceeding with the issue and free allocation of warrants without shareholders' preferential subscription right for the benefit of BPIfrance Participations SA*)

The General Shareholders' Meeting, ruling under the quorum and majority conditions required for extraordinary shareholders' meetings, after having reviewed the Board of Directors' report, the special report of the statutory auditors and the report of the independent expert, after having acknowledged that the share capital is fully paid up, and in accordance with the provisions of articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-138 and L. 228-91 *et seq.* of the French commercial Code and subject to (i) the adoption of the first to fourth resolutions and the seventh resolution submitted to this meeting, it being specified that these resolutions form, with this resolution, an indivisible whole and are interdependent, and (ii) the fulfilment or the waiver of the Conditions Precedent (as this term is defined in the first resolution of this meeting),

1. **Delegates** to the Board of Directors, with the option for the latter to sub-delegate its powers under the conditions provided for by applicable laws and regulations, **its authority** to proceed, in one or more instalments, with the issue and free allocation of 842,950 warrants, without preferential subscription rights for the shareholders (the "**BPI New Money Warrants**"), for the benefit of BPIfrance Participations SA, a French *Société anonyme* with a share capital of EUR 15,931,802,597.07 the registered office of which is located at 27-31 Avenue du Général Leclerc 94710 Maisons Alfort CEDEX registered with the Créteil Trade and Companies Register under number 509 584 074. ("**Bpifrance Participations S.A**") in consideration for its commitment under the New Money;
2. **Resolves** the cancellation of the shareholders' preferential subscription right to the benefit of BPIfrance Participations S.A.;
3. **Resolves** that the BPI New Money Warrants issued pursuant to this resolution shall entitle to subscribe to 842,950 new ordinary shares;
4. **Resolves** that 1 BPI New Money Warrant shall entitle to subscribe to 1 new share, at a price of EUR 0.01 per new share with a nominal value of EUR 0.01 without issue premium per new share;
5. **Resolves** that the total nominal amount of the share capital increase resulting from the exercise of the BPI New Money Warrants which would be issued pursuant to this resolution shall not exceed EUR 8,429.50; it being specified that this amount shall be deducted from the overall issue ceiling set forth in the seventh resolution. This amount shall be increased, as applicable, by the nominal value of the shares to be issued in order to protect, in accordance with applicable laws and regulations and, as the case may be, with the contractual provisions, the rights of the holders of securities giving access to the Company's share capital, the maximum number of new shares to be issued being increased accordingly; it is specified that the rights of holders of BPI New Money Warrants shall not be adjusted as a result of the completion of the transactions contemplated in the first to fourth resolutions;
6. **Resolves** that the BPI New Money Warrants may be exercised at any time until the expiry of a three (3)-month period following the settlement-delivery date of the last of the share capital increases which would be carried out pursuant to the first and second resolutions; the BPI New Money Warrants not exercised within that period becoming null and void, thereby losing any value and all rights attached thereto, subject to the cases of extension referred to below;
7. **Resolves** that, in the event of a share capital increase, acquisition, merger, spin-off or issue of new shares or securities giving access to the share capital of the Company, or of other financial transactions entailing a preferential subscription right or reserving a priority subscription period

in favor of the Company's shareholders, the Company shall be entitled to suspend the exercise of the BPI New Money Warrants for a period not exceeding three months or such other period as may be determined by applicable regulations, in which case the exercise period of the BPI New Money Warrants shall be extended accordingly;

8. **Resolves** that the shares issued in connection with the exercise of the BPI New Money Warrants shall be fully paid up at the time of their subscription, in cash or by set-off of claims;
9. **Acknowledges**, in accordance with the provisions of article L.225-132 paragraph 6 of the French commercial Code, that the decision to issue the BPI New Money Warrants shall automatically entail the waiver by the shareholders of their preferential subscription right to the shares to which the BPI New Money Warrants entitle;
10. **Resolves** that the shares issued as a result of the exercise of the BPI New Money Warrants shall be created with immediate rights to dividends and shall, as from their issue, be fully assimilated to the existing shares and be subject to all the provisions of the by-laws and the decisions of the shareholders' meeting ;
11. **Resolves** that the BPI New Money Warrants shall be freely negotiable and admitted to trading in Euroclear France;
12. **Resolves**, if need be, that the BPI New Money Warrants shall be fully assimilated to the New Money Warrants;
13. **Resolves** that the Board of Directors shall have full powers, with the option for the latter to subdelegate its powers under the conditions provided for by applicable law and regulations, to implement this delegation, within the limits and subject to the conditions specified above, with a view, *inter alia*, to:
  - a. acknowledging the fulfilment of the Conditions Precedent or, as the case may be, waiving, as far as possible, some of them;
  - b. deciding to implement this resolution if the Conditions Precedent are met or waived (such implementation can only take place if the delegations granted to the Board of Directors under the second, third, fourth and fifth resolutions are implemented), or postponing it;
  - c. determining all the terms and conditions for the issue of the BPI New Money Warrants as well as the features and terms and conditions of the BPI New Money Warrants (including the terms and conditions for adjusting the BPI New Money Warrants upon transactions involving the Company's capital);
  - d. entering into any agreement with a view to carrying out the issue contemplated by this resolution;
  - e. proceeding with the registration and filing formalities relating to the completion of the BPI New Money Warrants issue;
  - f. acknowledging the share capital increases resulting from the exercise of the BPI New Money Warrants;
  - g. arranging for the BPI New Money Warrants to be admitted to trading in Euroclear France;
  - h. arranging for the new shares resulting from the exercise of the said BPI New Money Warrants to be admitted to trading on the regulated market of Euronext Paris;
  - i. doing whatever will be necessary to complete the share capital increases resulting from the exercise of the said BPI New Money Warrants (including, *inter alia*, receiving payment for the subscription to the Company's new shares resulting from the exercise of the BPI New Money Warrants or proceeding with the determination of claims in accordance with article R.225-134 of the French commercial Code and obtaining from the statutory

auditors a report certifying as accurate the determination of claims prepared by the Board of Directors, in accordance with article R.225-134 of the French commercial Code);

- j. amending the Company's by-laws accordingly;
  - k. proceeding with any adjustments intended to take into account the impact of transactions on the Company's share capital, determining the terms and conditions under which the rights of holders of securities that give or may give access to the Company's share capital shall be preserved, as the case may be;
  - l. proceeding with all required adjustments, in accordance with applicable laws and regulations and, as applicable, with the contractual provisions of the BPI New Money Warrants providing for other adjustment cases;
  - m. doing whatever will be necessary or useful to complete the capital increase provided for in this resolution, the listing and servicing of the securities issued pursuant to this resolution as well as the exercise of the rights attached thereto; and
  - n. carrying out all related formalities.
14. **Acknowledges** that, in the case where the Board of Directors would use the delegation of authority granted to it under this resolution, it will report to the next ordinary general meeting, in accordance with applicable law and regulations, on the use made of the authorization granted under this resolution;
15. **Resolves** that this authorization is given for a period of six (6) months from the date of this meeting.

**Sixth resolution** (*Delegation of authority to the Board of Directors with a view to carrying out a share capital increase, without shareholders' preferential subscription right, reserved for members of a group savings plan (plan épargne groupe)*)

The General Shareholders' Meeting, ruling under the quorum and majority conditions required for extraordinary shareholders' meetings, after having reviewed the Board of Directors' report and the statutory auditors' special report, in accordance with the provisions of articles L.225-129, L.225-129-1 to L.225-129-6 and L.225-138-1 of the French commercial Code and those of articles L.3332-18 *et seq.* of the French labor Code:

1. **Delegates** to the Board of Directors, with the option for the latter to sub-delegate its powers, the authority to decide a share capital increase, in one or more instalments, for a maximum nominal amount of 1% of the share capital as of the date of any decision of the Board to carry out such transaction, it being specified that this amount shall be deducted from the overall issue ceiling set forth in the seventh resolution, by the issue of shares or equity-linked securities giving access to the share capital, reserved for the members of one or more company savings plans (or any other plan under which articles L.3332-1 *et seq.* of the French labor Code would allow the members to reserve a share capital increase under equivalent conditions) that may be implemented within the Group comprising the Company and other French or foreign entities, falling within the scope of the Company's consolidated or combined financial statements pursuant to Article L.3344-1 of the French labor Code;
2. **Resolves** that the issue price of new shares or equity-linked securities giving access to the share capital shall be set in accordance with the conditions set out in article L.3332-19 of the French labor Code and could be equal to 70% of the Reference Price (as this term is defined below) or to 60% of the Reference Price if the lockup period provided for by the plan is equal to or greater than 10 years; nonetheless, the General Shareholders' Meeting expressly authorizes the Board of Directors, should it deem it appropriate, to reduce or cancel the aforementioned discounts, within the applicable legal and regulatory limits, in order to take into account, *inter alia*, locally applicable legal, accounting, tax and employment regimes (for the purposes of this paragraph, the "**Reference Price**" shall mean an average of the market prices of the Company's

shares on Euronext Paris over the twenty trading sessions preceding the date of the decision setting the opening date of the subscription period for members of a company savings plan);

3. **Authorizes** the Board of Directors, pursuant to article L.3332-21 of the French labor Code, to grant, for free, to the aforementioned beneficiaries, in addition to the shares or equity-linked securities to be subscribed in cash, shares or equity-linked securities issued or to be issued in substitution for all or part of the discount to the Reference Price and/or the employer contribution (*abondement*); it being understood that the benefit resulting from such grant may not exceed the legal or regulatory limits provided for by articles L.3332-11 and L.3332-19 of the French labor Code;
4. **Resolves** to cancel, in favor of the aforementioned beneficiaries, the shareholders' preferential subscription rights with respect to the securities that are covered by this authorization, with such shareholders further waiving all rights to free shares or equity-linked securities that may be issued pursuant to this resolution;
5. **Resolves** that the Board of Directors shall have full powers to implement this authorization, with the option for the latter to subdelegate its powers under the legal conditions, within the limits and subject to the conditions specified above, with a view, *inter alia*, to:
  - a. determining in accordance with applicable laws and regulations the list of companies whose employees, early retirees or retirees may subscribe to the shares or equity-linked securities issued hereby and benefit, as the case may be, from free shares or equity-linked securities;
  - b. deciding that the subscriptions may be made directly or through mutual funds (*fonds commun de placement d'entreprise*) or other structures or entities as permitted by applicable laws and regulations;
  - c. determining the conditions, in particular those relating to seniority, which shall be met by the beneficiaries of the share capital increases;
  - d. determining the opening and closing dates of the subscription periods;
  - e. determining the amounts of the issues to be undertaken pursuant to this authorization and determining, in particular, the issue prices, dates, time-periods, terms and conditions for the subscription, payment, settlement and dividend rights of the securities (which may be retroactive) as well as the other terms and conditions of the issues, in accordance with applicable laws and regulations;
  - f. proceeding with any adjustments intended to take into account the impact of transactions on the Company's share capital, determining the terms and conditions under which the rights of holders of securities that give or may give access to the Company's share capital shall be preserved, as the case may be;
  - g. upon free allocation of shares or equity-linked securities, determining the number of shares or equity-linked securities to be issued and to be allocated to each beneficiary, and determining the dates, time periods, terms and conditions for the allocation of such shares or equity-linked securities in accordance with applicable laws and regulations and, in particular, choosing either to fully or partially substitute the allocation of such shares or equity-linked securities for the discounts to the Reference Price provided for above, or deducting the value of such shares or equity-linked securities from the total amount of the employer's contribution, or combining these two possibilities;
  - h. acknowledging the completion of share capital increases in the amount of the shares that are subscribed (after possible reduction in the event of over-subscription);
  - i. as the case may be, deducting the expenses of the share capital increases from the amount of the premiums related thereto and deducting from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital resulting

from such share capital increases, entering into any agreements, carrying out directly or indirectly through an agent all transactions and terms, including proceeding with any formalities following the share capital increases and subsequent modifications to the Company's by-laws, generally, entering into any agreement in order to successfully complete the contemplated issues, taking all measures and decisions and carrying out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this authorization as well as the exercise of the rights attached thereto or subsequent to the completed share capital increases.

6. **Acknowledges** that, in the case where the Board of Directors would use the delegation of authority granted to it under this resolution, it will report to the next ordinary general meeting, in accordance with applicable law and regulations, on the use made of the authorization granted under this resolution;

This delegation of authority (i) renders ineffective, for the portion not yet used, any former delegation with respect to the same subject-matter and (ii) is granted for a period of eighteen (18) months as from the date of this meeting.

***Seventh resolution (Overall ceiling of issue authorizations)***

The General Shareholders' Meeting, ruling under the quorum and majority conditions required for extraordinary shareholders' meetings, after having reviewed the Board of Directors' report, the special report of the statutory auditors and the report of the independent expert and subject to the adoption of the first to fifth resolutions submitted to this meeting, it being specified that these resolutions form, with this resolution, an indivisible whole and are interdependent:

- decides to set at EUR 2,355,000 the overall nominal ceiling of the capital increases, whether immediate or deferred, that may be carried out pursuant to the delegations granted to the Board of Directors by the first to sixth resolutions of this meeting, it being specified that, to this limit shall be added, as the case may be, the nominal amount of the shares to be issued in order to preserve, in accordance with the provisions of applicable law, regulations or, as the case may be, with the contractual provisions, the rights of the holders of securities giving access to the Company's share capital.

**The general shareholders' meeting ruling as ordinary meeting**

***Eighth resolution (Consultation regarding the setting-up of a "fiducie-sûreté" over all the securities of Gallo 8, a wholly-owned subsidiary of Technicolor)***

The General Shareholders' Meeting, consulted in accordance with the position / recommendation of the *Autorité des marchés financiers* (AMF) n°2015-05 on the sale and acquisition of significant assets by a listed company dated June 15, 2015, ruling under the quorum and majority conditions required for ordinary shareholders' meetings and after having reviewed the Board of Directors' report,

Issues a favorable consultative opinion on the setting up of a "fiducie-sûreté" by the Company, over all the securities of its wholly-owned subsidiary Gallo 8, for the direct and indirect benefit of the Lenders, Bpifrance Participations S.A. and the Creditors (as this term is defined in the second resolution) for the purpose of securing the repayment of all amounts owed under the New Money (as this term is defined in the fourth resolution) and the balance of the Facility Agreements (as such terms are defined in the second resolution).

Almost all of the Group's French and foreign companies involved in the DVD Services and Connected Home activities will be grouped together under Gallo 8, the shares of which shall thus be placed in *fiducie*; these companies and the consolidation operations under Gallo 8 are presented in the report of the Board of Directors, which also details the terms and conditions for the granting of this *fiducie* by the Company.

**Ninth resolution** (*Powers to carry out formalities*).

The General Shareholders' Meeting grants all powers to the bearer of copies or extracts of the minutes recording its deliberations to carry out all publication and filing formalities provided for under applicable laws and regulations.

\* \* \*