

# ADDENDUM

The report of the Board of Directors to the Ordinary and Extraordinary Shareholders' Meeting of May 23, 2017 and the text of the draft resolutions submitted to the Ordinary and Extraordinary Shareholders' Meeting of May 23, 2017 are amended as follows:

## REPORT OF THE BOARD OF DIRECTORS TO THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF MAY 23, 2017

### 3.2 Financial authorizations (twenty-second to thirtieth resolutions)

The sixth paragraph of Section 3.2 "Financial authorizations (twenty-second to thirtieth resolutions)" is replaced by the following paragraph:

*"These delegations and authorizations could not be used during the period of a public offer on the securities of the Company initiated by a third-party, except with the prior authorization of the Shareholders' Meeting. This restriction would not apply to the issuances reserved to employees or the allotment of free shares."*

#### 3.2.9 Incorporation of premiums, reserves, profits or other items (thirtieth resolution)

The text of Section 3.2.9 "Incorporation of premiums, reserves, profits or other items (thirtieth resolution)" is replaced by the following text:

*"The thirtieth resolution aims at granting to the Board of Directors a delegation of authority to decide to increase the share capital by incorporation of premiums, reserves, profits or other items that may be capitalized.*

*Share capital increases carried out pursuant to this delegation of authority may not exceed a maximum nominal amount of €200 million (i.e., 40 million shares of a nominal value of €5).*

*The Board of Directors would have full powers to determine the amount and nature of the amounts to be incorporated into the share capital, determine the number of new shares to be issued and/or the amount by which the nominal amount of the existing shares making up the share capital will be increased.*

*This delegation could not be used during the period of a public offer on the securities of the Company initiated by a third party, except with the prior authorization of the shareholders' meeting.*

*This delegation of authority would be granted for a term of 26 months and would cancel, as of the date of the Shareholders' Meeting, for an amount equal, as the case may be, to the unused portion, of the delegation granted by the shareholder meeting of May 27, 2015 in its twenty-seventh resolution.*

*We suggest that you approve this resolution."*

### Schedule 1

#### Delegations and authorizations

The text of line "Capital increase by capitalization of share premiums, reserves, profits or other items that may be capitalized" of Schedule 1 "Delegations and authorizations" is replaced by the following text:

Capital increase by capitalization of share premiums, reserves, profits or other items that may be capitalized	May 27, 2015 (resolution 27)	26 months (July 26, 2017)	200,000,000 (i.e., 40,000,000 shares) <i>This maximum amount not to be deducted from any maximum</i>	N/A	30	26 months	200,000,000 (i.e., 40 million shares) <i>This maximum amount not to be deducted from any maximum This delegation could not be used during the period of a public offer on the securities of the Company initiated by a third party, without prior authorization of the Shareholders' Meeting</i>
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## TEXT OF THE DRAFT RESOLUTIONS SUBMITTED TO THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF MAY 23, 2017

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The text of the thirtieth resolution is replaced by the following text:

### ***“Thirtieth resolution***

*(Delegation of authority to be granted to the Board of Directors to decide to increase the share capital by incorporation of premiums, reserves, profits or other items that may be capitalized)*

*The Shareholders' Meeting, deciding under the quorum and majority requirements for ordinary shareholders' meetings,*

*Having reviewed the report of the Board of Directors and of the Statutory Auditors' special report, in accordance with the provisions of Articles L.225-129 et seq. and L.225-130 of the French Commercial Code:*

- 1. Delegated to the Board of Directors, with the option to subdelegate such powers to any duly empowered person to the full extent permitted by the legal and regulatory provisions, the authority to decide one or several increases to the share capital, in proportion to and at such times as it deems appropriate by successive or simultaneous capitalization of reserves, profits, share premiums, contribution or merger premiums, or any other amounts that may be capitalized in accordance with the law and the by-laws of the Company, in the form of an allocation of free shares and/or an increase in the nominal value of existing shares;*
- 2. Decided that the nominal amount of the share capital increase that may be carried out pursuant to this delegation may not exceed €200 million, it being specified that:*
  - This limit may be complemented, as the case may be, by the additional amount of the ordinary shares to be issued in order to maintain the rights of the holders of securities or other rights conferring access to equity securities of the Company, in accordance with the law and with any applicable contractual provisions providing for other cases of adjustment,*
  - The nominal amount of the share capital increases which may be carried out pursuant to this resolution will not be deducted from the global limit determined by the twenty-second resolution of this Shareholders' Meeting;*
- 3. Decided that in the event of a share capital increase in the form of an allocation of free shares and in accordance with the provisions of Article L.225-130 of the French Commercial Code, the Board of Directors may decide that the allocation rights on fractional shares will not be tradable and that the corresponding shares will be sold, with the proceeds of the sale being allocated to the holders of such rights in accordance with the applicable legal and regulatory requirements;*
- 4. Granted full powers to the Board of Directors, with the option to subdelegate such powers to any duly empowered person in accordance with the legal and regulatory provisions, to implement this delegation of authority, inter alia for the purposes of:*
  - Determining the amount and nature of the amounts to be capitalized;*
  - Determining the number of new shares to be issued and/or the nominal amount by which the existing shares shall be increased, the date, including a retroactive date, as of which the new shares shall entitle to dividend rights or the effective date of the increase in the nominal value of the shares;*
  - Acknowledging the completion of each share capital increase and in general, taking any action and carrying out any required formalities for the proper performance of each share capital increase and amending the by-laws accordingly;*
- 5. Decided that the Board of Directors will not be able, except with the prior approval of the Shareholders' Meeting, to use this delegation of authority as from the filing by a third party of a public offer on the Company's securities and until the end of the offer period;*
- 6. Decided that this delegation of authority be granted for a period of 26 months, as from the date of this Shareholders' Meeting;*
- 7. Decided that this delegation shall supersede any prior authorization with the same purpose, up to the unused portion of this delegation.”*