

**Draft Resolutions**

**A/ RESOLUTIONS WITHIN THE AUTHORITY OF THE ORDINARY SHAREHOLDERS' MEETING**

**FIRST RESOLUTION**

*Approval of the statutory financial statements for the fiscal year ended December 31, 2007*

**SECOND RESOLUTION**

*Allocation of earnings for the fiscal year ended December 31, 2007, setting the dividend and the payment date*

**THIRD RESOLUTION**

*Approval of the consolidated financial statements for the fiscal year ended December 31, 2007*

**FOURTH RESOLUTION**

*Special report of the Statutory Auditors on the regulated agreements referred to in Articles L.225-38 et seq. of the French Commercial Code and approval of the new agreement entered into in 2007*

**FIFTH RESOLUTION**

*Special report of the Statutory Auditors on the regulated agreements referred to in Articles L.225-38 et seq. of the French Commercial Code and appraising the agreement previously entered into and which remained in effect in 2007*

**SIXTH RESOLUTION**

*Directors' attendance fees*

**SEVENTH RESOLUTION**

*Authorization granted to the Board of Directors for the repurchase of Company shares*

**UNOFFICIAL ENGLISH TRANSLATION**

**B/ RESOLUTIONS WITHIN THE AUTHORITY OF THE EXTRAORDINARY SHAREHOLDERS' MEETING**

EIGHTH RESOLUTION

*Authorization granted to the Board of Directors to allocate existing shares for free to (i) Technip's employees, and (ii) the employees and directors and officers (mandataires sociaux) of the companies related to the Company within the meaning of Article L.225-197-2 of the French Commercial Code*

NINTH RESOLUTION

*Authorization granted to the Board of Directors to allocate existing shares for free to the Chairman and Chief Executive Officer of Technip, the Company's managing agent (mandataire social)*

TENTH RESOLUTION

*Authorization granted to the Board of Directors to allocate Company stock options to (i) Technip's employees, and (ii) the employees and directors and officers (mandataires sociaux) of the companies related to the Company within the meaning of Article L.225-180 of the French Commercial Code*

ELEVENTH RESOLUTION

*Authorization granted to the Board of Directors to allocate stock options to the Chairman and Chief Executive Officer of Technip, the Company's managing agent (mandataire social)*

**C/ RESOLUTIONS WITHIN THE AUTHORITY OF THE COMBINED SHAREHOLDERS' MEETING**

TWELFTH RESOLUTION

*Powers for formalities*

**A/ RESOLUTIONS WITHIN THE AUTHORITY OF THE ORDINARY SHAREHOLDERS' MEETING**

**FIRST RESOLUTION**

*Approval of the statutory financial statements for the fiscal year ended December 31, 2007*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, having reviewed:

- the report of the Board of Directors on the activity and condition of the Company over the 2007 fiscal year;
- the report of the Statutory Auditors on the performance of their mission during the 2007 fiscal year; and
- additional explanations provided orally;

Hereby approves the statutory financial statements for the fiscal year ended December 31, 2007, as presented, with profits of 91,495,476.38 euros. The Shareholders' Meeting also approves the transactions evidenced in these statements or summarized in these reports.

**SECOND RESOLUTION**

*Allocation of earnings for the fiscal year ended December 31, 2007, setting the dividend and the payment date*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings,

- acknowledges that the profits for the fiscal year ended December 31, 2007 amount to 91,495,476.38 euros;
- acknowledges that there shall be no allocation to the legal reserve, which has already reached one-tenth of the share capital;
- acknowledges that distributable profits amount to 102,167,617.06 euros, taking into account the available retained earnings of 10,672,140.68 euros;
- acknowledges that the "Other Reserves" account amounts to 141,967,742.71 euros.

The Shareholders' Meeting decides to allocate as an ordinary dividend, in the amount of 1.20 euros per share, representing a total amount of 125,144,539.20 euros, with up to 102,167,617.06 taken from distributable profits and up to 22,976,922.14 euros from the "Other Reserves" account, which account will be reduced to 118,990,820.57 euros as a result.

Treasury shares on the date of payment of the dividend shall be excluded from the benefit of this distribution, and the corresponding amounts shall be allocated to retained earnings.

The dividend will be paid on May 13, 2008 in cash. The amount of the dividends that will be paid corresponds in full to distributions eligible for the 40% abatement referred to in subsection 2 of section 3 of Article 158 of the French General Tax Code.

The Shareholders' Meeting grants full powers, as necessary, and given the distribution of reserves, to the Board of Directors to carry out adjustments to the bases for exercising options to subscribe to new shares or to purchase existing shares.

The Shareholders' Meeting recalls that the amount of distributed dividends, the corresponding tax credits and the distributions eligible since 2005 for the 40% abatement were as follows for the last three fiscal years:

Fiscal Year	Dividend per Share	Tax Credit	Amount of distributions eligible for the 40% abatement (since 2005)
<b>2004</b>	€2.00	€1.00	NA
	€1.30	NA	€1.30
<b>2005*</b>	€0.92	NA	€0.92
<b>2006</b>	€1.05	NA	€1.05
	€2.10	NA	€2.10

\* The nominal value of a share was divided by four on May 18, 2005.

### **THIRD RESOLUTION**

*Approval of the consolidated financial statements for the fiscal year ended December 31, 2007*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, having reviewed:

- the report of the Board of Directors on the activity and condition of the Group over the 2007 fiscal year;
- the report of the Statutory Auditors on the consolidated financial statements; and
- additional explanations provided orally;

Hereby approves the consolidated financial statements for the fiscal year ended December 31, 2007, as presented, as well as the transactions evidenced in these statements or summarized in these reports.

### **FOURTH RESOLUTION**

*Special report of the Statutory Auditors on the regulated agreements referred to in Articles L.225-38 et seq. of the French Commercial Code and approval of the new agreement entered into in 2007*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, having reviewed:

- the special report of the Statutory Auditors on the agreements referred to in Articles L.225-38 et seq. of the French Commercial Code;

Hereby takes note of the report's conclusions and approves the new agreement described therein, which was entered into during the fiscal year ended December 31, 2007.

**FIFTH RESOLUTION**

*Special report of the Statutory Auditors on the regulated agreements referred to in Articles L.225-38 et seq. of the French Commercial Code and appraising the agreement previously entered into and which remained in effect in 2007*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, having reviewed:

- the special report of the Statutory Auditors on the agreements referred to in Articles L.225-38 et seq. of the French Commercial Code;

Hereby takes note of the report's conclusions describing the previously authorized and executed agreement which remained in effect during the fiscal year ended December 31, 2007.

**SIXTH RESOLUTION**

*Directors' attendance fees*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, hereby decides to maintain a global amount of 375,000 euros for the attendance fees to be allocated to the Board of Directors for the 2008 fiscal year.

The Shareholders' Meeting grants full powers to the Board of Directors to allocate all or part of these attendance fees in accordance with the terms and conditions to be set by the Board of Directors.

**SEVENTH RESOLUTION**

*Authorization granted to the Board of Directors for the repurchase of Company shares*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, having reviewed the report of the Board of Directors;

Authorizes the Board of Directors to purchase shares of the Company, in accordance with the provisions of Articles L.225-209 et seq. of the French Commercial Code, on one or more occasions, for the following primary purposes:

- to honor commitments related to stock-option plans or other share allocations to employees or directors or officers (*mandataires sociaux*) of the Company or its affiliates;
- to use shares in payment or in exchange in connection with external growth transactions;
- to promote share trading, in order, in particular, to ensure liquidity, pursuant to a liquidity contract with an investment services provider in compliance with the ethics charter approved by the *Autorité des Marchés Financiers*;
- to cancel such shares;
- to deliver shares upon the exercise of rights attached to securities giving right to shares;
- to implement any market practice that becomes recognized by law or the *Autorité des Marchés Financiers*.

The purchase, holding, sale or transfer of the purchased shares may be carried out, depending on the case, on one or more occasions, in any manner, on the market or through negotiated transactions, in particular, through the acquisition or sale of blocks, or by using financial derivatives and warrants, in compliance with current regulations. The portion of the repurchase program that may be carried out by negotiation of blocks may be as large as the entire program.

The Shareholders' Meeting sets the maximum purchase price at 80 euros (before charges) per share and decides that the maximum number of shares that may be acquired may not exceed 10% of the shares comprising the share capital on the date of the present Shareholders' Meeting.

In the event of a share capital increase by incorporation of premiums, reserves and benefits, resulting in either an increase in the nominal value, or in a free grant of shares, and in the event of a split or reverse split of shares or any other transaction affecting the share capital, the Board of Directors may adjust the aforementioned purchase price to take into account the effect of those transactions on the value of the shares.

Full powers are granted to the Board of Directors, with power of delegation to the Chief Executive Officer or, with his consent, to one or more deputy chief executive officers, to place, at any time, except during the period of a public offering on the Company's securities, any orders on a securities exchange or through negotiated transactions, to allocate or re-allocate repurchased shares to the primary repurchase purposes in accordance with applicable law and regulations, to enter into any agreements, specifically for the keeping of purchase and sale registers, to draft any documents, to carry out any formalities, to make any declarations and communications to any agencies, particularly to the *Autorité des Marchés Financiers*, concerning the transactions carried out pursuant to this resolution, to set the terms and conditions to preserve, as necessary, any rights of holders of securities giving access to the share capital of the Company and any rights of beneficiaries of options in accordance with applicable regulations and, generally, to take any necessary action. The Shareholders' Meeting also grants full powers to the Board of Directors, if applicable laws or the *Autorité des Marchés Financiers* were to extend or supplement the primary purposes authorized for share repurchase programs, to inform the public according to applicable regulations of potential modifications to the repurchase program pertaining to the amended purposes.

This authorization invalidates any previous authorization for the same purpose and, in particular, the Eighteenth Resolution of the Extraordinary Shareholders' Meeting of April 27, 2007. It is granted for a period of eighteen months from the date of this Shareholders' Meeting.

The Board of Directors shall provide the shareholders information relating to the purchases and sales of shares carried out pursuant to this authorization in its report to the annual Shareholders' Meeting.

## **B/ RESOLUTIONS WITHIN THE AUTHORITY OF THE EXTRAORDINARY SHAREHOLDERS' MEETING**

### **EIGHTH RESOLUTION**

*Authorization granted to the Board of Directors to allocate existing shares for free to (i) Technip's employees, and (ii) the employees and directors and officers (mandataires sociaux) of companies related to the Company within the meaning of Article L.225-197-2 of the French Commercial Code*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, after having reviewed:

- the report of the Board of Directors and
- the special report of the Statutory Auditors

and pursuant to Articles L.225-197-1 et seq. of the French Commercial Code,

1. Authorizes the Board of Directors to grant, free of charge, on one or more occasions, the Company's existing shares to, on the one hand, Technip's employees and, on the other hand, the employees and directors and officers (*mandataires sociaux*) of companies related to the Company within the meaning of Article L.225-197-2 of the French Commercial Code.
2. Decides that the grant of free shares carried out by the Board of Directors pursuant to this authorization may not apply to a number of existing shares representing more than 1% of the Company's share capital on the date of this shareholders' meeting, it being specified that this amount does not take into account any adjustments that may be made in compliance with applicable laws or regulations, and as the case may be, applicable contractual provisions providing for other cases of adjustments.

The shares granted free of charge to the management team pursuant to this resolution and, specifically, to the Chairman and Chief Executive Officer, the Company's managing agent, pursuant to the ninth resolution, (i.e., including the shares within the maximum limit of 0.03% of the share capital that would be granted free of charge to the Chairman and Chief Executive Officer), may not represent, as a whole, more than 20% of the total number of shares granted free of charge authorized by this resolution.

3. Decides that the grant of shares to their beneficiaries will become definitive at the end of an acquisition period whose length will be set by the Board of Directors, with the understanding that this period may not be less than two years, as from the decision by the Board of Directors to grant shares.

The beneficiaries must hold these shares for a time period set by the Board of Directors, with the understanding that the holding period may not be less than two years as from the definitive acquisition of these shares.

Nonetheless, the Shareholders' Meeting authorizes the Board of Directors, inasmuch as the acquisition period for all or part of one or more grants is at least four years long, to not impose a holding period for those shares.

4. Decides that in the event of a disability of a beneficiary corresponding to the second and third categories of classification provided for in Article L.341-4 of the French Social Security Code, the shares will be definitively granted to the beneficiary before the end of the remainder of the acquisition period. These shares may be freely transferred or sold as from their delivery.
5. The Board of Directors will grant free shares and determine the identity of the beneficiaries.

A definitive grant of the shares will be subject to the accomplishment by the Company of a performance that is satisfactory to Company shareholders, to be measured by the progression of the Consolidated Operating Income in relation to a representative sample of the Group's competitors and based on the following scale:

- If the progression of the Group's Consolidated Operating Income is equal or higher than that of the sample, all of the shares will be allocated according to the terms and conditions provided in the plan's regulations.
- If the progression of the Group's Consolidated Operating Income is lower than 80% of that of the sample, 50% of the shares will be allocated according to the terms and conditions provided in the plan's regulations.

- If the progression of the Group's Consolidated Operating Income falls between 80% and 100% of that of the sample, the portion of the shares allocated will be determined by linear interpolation between 50% and 100% and according to the terms and conditions provided in the plan's regulations.

The Board of Directors will determine the other terms and conditions and, as applicable, the criteria for the grant of the shares.

6. The Board of Directors will have the powers necessary to implement this authorization, in accordance with the terms described above and subject to applicable legal provisions, and to do all that is useful and necessary in accordance with applicable laws and regulations.

The Board of Directors will, each year, inform the Shareholders' Meeting of the transactions carried out pursuant to this resolution, in accordance with legal and regulatory requirements and particularly Article L.225-197-4 of the French Commercial Code.

The authorization granted to the Board of Directors by the present resolution is valid for a period of 24 months following the date of this Shareholders' Meeting.

### **NINTH RESOLUTION**

*Authorization granted to the Board of Directors to allocate existing shares for free to the Chairman and Chief Executive Officer of Technip, the Company's managing agent (mandataire social)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, after having reviewed:

- the report of the Board of Directors and
- the special report of the Statutory Auditors

and pursuant to Articles L.225-197-1 et seq. of the French Commercial Code,

1. Authorizes, subject to the condition precedent of the adoption of the eighth resolution, the Board of Directors to grant, free of charge, on one or more occasions, the Company's existing shares to the Chairman and Chief Executive Officer of Technip S.A., the Company's managing agent.
2. Decides that the grant of free shares carried out by the Board of Directors pursuant to this authorization may not apply to a number of existing shares representing more than 0.03% of the Company's share capital on the date of this Shareholders' Meeting, it being specified that this amount does not take into account any adjustments that may be made in compliance with applicable laws or regulations, and as the case may be, applicable contractual provisions providing for other cases of adjustments.

The shares allocated free of charge to the members of the management team pursuant to the eighth resolution and, specifically, to the Chairman and Chief Executive Officer, the Company's managing agent, pursuant to this resolution (i.e., including the shares within a maximum limit of 0.03% of the share capital that would be allocated free of charge to the Chairman and Chief Executive Officer), shall not represent, as a whole, more than 20% of the total allocations of shares free of charge authorized by the eighth resolution.

3. Decides that the grant of shares to the beneficiary will become definitive at the end of an acquisition period whose length will be set by the Board of Directors, with the understanding that



this period may not be less than two years, as from the decision by the Board of Directors to grant shares.

The beneficiary must hold these shares for a time period set by the Board of Directors, with the understanding that the holding period may not be less than two years as from the definitive acquisition of these shares, without prejudice to the provisions in Article L.225-197-1, II, last paragraph, of the French Commercial Code.

4. Decides that in the event of a disability of a beneficiary corresponding to the second and third categories of classification provided for in Article L.341-4 of the French Social Security Code, the shares will be definitively granted to the beneficiary before the end of the remainder of the acquisition period. These shares may be freely transferred or sold as from their delivery.
5. A definitive grant of the shares will be subject to the accomplishment by the Company of a performance that is satisfactory to Company shareholders, to be measured by the progression of the Consolidated Operating Income in relation to a representative sample of the Group's competitors and based on the following scale:
  - If the progression of the Group's Consolidated Operating Income is equal or higher than that of the sample, all of the shares will be allocated according to the terms and conditions provided in the plan's regulations.
  - If the progression of the Group's Consolidated Operating Income is lower than 80% of that of the sample, 50% of the shares will be allocated according to the terms and conditions provided in the plan's regulations.
  - If the progression of the Group's Consolidated Operating Income falls between 80% and 100% of that of the sample, the portion of the shares allocated will be determined by linear interpolation between 50% and 100% and according to the terms and conditions provided in the plan's regulations.

The Board of Directors will determine the other terms and conditions and, as applicable, the criteria for the grant of the shares.

6. The Board of Directors will have the powers necessary to implement this authorization, in accordance with the terms described above and subject to applicable legal provisions, and to do all that is useful and necessary in accordance with applicable laws and regulations.

The Board of Directors will, each year, inform the Shareholders' Meeting of the transactions carried out pursuant to this resolution, in accordance with legal and regulatory requirements and particularly Article L.225-197-4 of the French Commercial Code.

The authorization granted to the Board of Directors by the present resolution is valid for a period of 24 months following the date of this Shareholders' Meeting.

#### **TENTH RESOLUTION**

*Authorization granted to the Board of Directors to allocate Company stock options to (i) Technip's employees, and (ii) the employees and directors and officers (mandataires sociaux) of the companies related to the Company within the meaning of Article L.225-180 of the French Commercial Code*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors and the special report of the statutory auditors, in accordance with articles L.225-177 *et seq.* of the French Commercial Code:

1. Authorizes the Board of Directors to allocate, on one or more occasions, on the one hand, to the

employees of Technip (the “Company”) and, on the other hand, the employees and directors and officers (*mandataires sociaux*) of the companies related to the Company within the meaning of Article L.225-180 of the French Commercial Code, or certain categories among them, options giving the right to purchase existing shares of the Company resulting from repurchases carried out by the Company in accordance with legal provisions.

2. Decides that the options that may be allocated by the Board of Directors pursuant to this authorization may not give the right to purchase a total number of shares greater than 1% of the share capital as of the date of this authorization. This amount does not take into account the adjustments that may be carried out in accordance with legislative and regulatory provisions.

The options granted to members of the management team pursuant to this resolution and, specifically, to the Chairman and Chief Executive Officer, the Company’s managing agent, pursuant to the eleventh resolution, (i.e., including the shares within the maximum limit of 0.10 % of the share capital that would be granted free of charge to the Chairman and Chief Executive Officer), shall not apply to, as a whole, more than 20% of the total number of options granted authorized by this resolution.

3. Decides that the exercise price will be set by the Board of Directors on the date that the options are granted and that this price will be undiscounted and equal to the average share purchase price indicated in Article L.225-179 of the French Commercial Code without, however, being less than the average of the share’s listed price on Eurolist of Euronext Paris over the twenty trading days preceding the date of the option grant.

The exercise price, as determined above, may not be modified except in the event measures necessary for the protection of the interests of the beneficiaries of the options are implemented pursuant to Article L.225-181 of the French Commercial Code and in accordance with legal and regulatory conditions.

4. The exercise of the options will be subject to the accomplishment by the Company of a performance considered satisfactory by its shareholders, to be measured by the progression of its Consolidated Operating Income in relation to a representative sample of the Group’s competitors and based on the following scale:

- If the progression of the Group’s Consolidated Operating Income is equal or higher than that of the sample, all of the options will be exercisable according to the terms and conditions provided in the plan’s regulations.
- If the progression of the Group’s Consolidated Operating Income is lower than 80% of that of the sample, 50% of the options will be exercisable according to the terms and conditions provided in the plan’s regulations.
- If the progression of the Group’s Consolidated Operating Income falls between 80% and 100% of that of the sample, the portion of the options exercisable will be determined by linear interpolation between 50% and 100% and according to the terms and conditions provided in the plan’s regulations.

5. Acknowledges that no option may be granted less than twenty trading days following the coupon detachment from the shares giving right to a dividend or a capital increase.
6. Acknowledges that no option can be granted during (i) the ten trading days preceding and following the date on which the consolidated financial statements or, in the absence of these, the statutory annual accounts, are made public, and (ii) the period between the date on which the Company’s management bodies receive information that, if it were made public, could have a significant impact on the Company’s share price, and the tenth trading day following the date on which this information is made public.

7. Decides that the options must be exercised within a maximum period of six (6) years as from the date of grant by the Board of Directors; nevertheless, the Board of Directors may set a shorter exercise period for all or part of the options and/or for all or certain of the beneficiaries.
8. The beneficiaries' right to exercise the options will be lost in the event of resignation or dismissal for wrongful or gross misconduct.
9. Gives all powers to the Board of Directors for the purpose of:
  - determining the list of the option beneficiaries and the number of options granted to each of them;
  - setting the conditions applicable to the exercise and grant of the options; the Board of Directors may, in particular, (a) restrict, suspend, limit or prohibit (1) the exercise of options or (2) the sale or conversion into bearer form of the shares obtained through the exercise of the options during certain periods or starting from certain events; its decision may apply to all or part of the options or shares and concern all or certain beneficiaries, and (b) accelerate the dates or the periods for the exercise of options, maintain their exercisable nature or modify the dates or periods during which the shares obtained from the exercise of options shall not be sold or converted into bearer form; its decision may apply to all or part of the options or shares and concern all or certain beneficiaries;
  - allow for, as applicable, a lock-up period or a period of non-delivery to the beneficiary of the shares obtained from the exercise of the options; such period may not exceed three years as from the exercise of the option;

This delegation to the Board of Directors is granted for a period of 24 months following the date of this Shareholders' Meeting and invalidates any previous authorization for the same purpose.

In accordance with the provisions of Article L.225-184 of the French Commercial Code, each year the Board of Directors will inform the shareholders' meeting of the transactions carried out pursuant to the present resolution.

#### **ELEVENTH RESOLUTION**

*Authorization granted to the Board of Directors to allocate stock options to the Chairman and Chief Executive Officer of Technip, the Company's managing agent (mandataire social)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with Articles L.225-177 *et seq.* of the French Commercial Code:

1. Authorizes, subject to the condition precedent of the adoption of the tenth resolution, the Board of Directors to allocate, on one or more occasions, to the Chairman and Chief Executive Officer of Technip S.A., the Company's managing agent (*mandataire social*), options giving the right to purchase existing shares of the Company resulting from repurchases carried out by the Company in accordance with legal provisions.
2. Decides that the options that may be allocated by the Board of Directors pursuant to this authorization may not give the right to purchase a total number of shares greater than 0.10% of the share capital as of the date of this authorization. This amount does not take into the adjustments that may be carried out in accordance with legislative and regulatory provisions.

The options allocated to the members of the management team pursuant to the tenth resolution and, specifically, to the Chairman and Chief Executive Officer, the Company's managing agent, pursuant to this resolution (i.e., including the options within a maximum of 0.10% of the share capital that would be allocated to the Chairman and Chief Executive Officer), shall not represent more than 20%, as a whole, of the total allocations of options authorized by the tenth resolution.

3. Decides that the exercise price will be set by the Board of Directors on the date that the options are granted and that this price will be undiscounted and equal to the average share purchase price indicated in Article L.225-179 of the French Commercial Code without, however, being less than the average of the share's listed price on Eurolist of Euronext Paris over the twenty trading days preceding the date of the option grant.

The exercise price, as determined above, may not be modified except in the event measures necessary for the protection of the interests of the beneficiaries of the options are implemented pursuant to Article L.225-181 of the French Commercial Code and in accordance with legal and regulatory conditions.

4. The exercise of the options by the beneficiaries will be subject to the accomplishment by the Company of a performance considered satisfactory by its shareholders, to be measured by the progression of its Consolidated Operating Income in relation to a representative sample of the Group's competitors and based on the following scale:
  - If the progression of the Group's Consolidated Operating Income is equal or higher than that of the sample, all of the options will be exercisable according to the terms and conditions provided in the plan's regulations.
  - If the progression of the Group's Consolidated Operating Income is lower than 80% of that of the sample, 50% of the options will be exercisable according to the terms and conditions provided in the plan's regulations.
  - If the progression of the Group's Consolidated Operating Income falls between 80% and 100% of that of the sample, the portion of the options exercisable will be determined by linear interpolation between 50% and 100% and according to the terms and conditions provided in the plan's regulations.
5. Acknowledges that no option may be granted less than twenty trading days following the coupon detachment from the shares giving right to a dividend or a capital increase.
6. Acknowledges that no option can be granted during (i) the ten trading days preceding and following the date on which the consolidated financial statements or, in the absence of these, the statutory annual accounts, are made public, and (ii) the period between the date on which the Company's management bodies receive information that, if it were made public, could have a significant impact on the Company's share price, and the tenth trading day following the date on which this information is made public.
7. Decides that the options must be exercised within a maximum period of six (6) years as from the date of grant by the Board of Directors; nevertheless, the Board of Directors may set a shorter exercise period for all or part of the options.
8. Acknowledges that the beneficiaries' right to exercise the options will be lost in the event of resignation or dismissal for wrongful or gross misconduct.
9. Gives all powers to the Board of Directors for the purpose of:
  - determining the number of options granted to the beneficiary;
  - setting the conditions applicable to the grant and exercise of the options; the Board of Directors may, in particular, (a) restrict, suspend, limit or prohibit (1) the exercise of options

or (2) the sale or conversion into bearer form of the shares obtained through the exercise of the options during certain periods or starting from certain events; its decision may apply to all or part of the options or shares, and (b) accelerate the dates or the periods for the exercise of options, maintain their exercisable nature or modify the dates or periods during which the shares obtained from the exercise of options shall not be sold or converted into bearer form; its decision may apply to all or part of the options or shares, within the limits set by the applicable legal provisions;

- allow for, as applicable, a lock-up period or a period of non-delivery to the beneficiary of the shares obtained from the exercise of the options; such period may not exceed three years as from the exercise of the option;

This delegation to the Board of Directors is granted for a period of 24 months following the date of this Shareholders' Meeting and invalidates any previous authorization for the same purpose.

In accordance with the provisions of Article L.225-184 of the French Commercial Code, each year the Board of Directors will inform the shareholders' meeting of the transactions carried out pursuant to the present resolution.

**C/ RESOLUTIONS WITHIN THE AUTHORITY OF THE COMBINED SHAREHOLDERS' MEETING**

**TWELFTH RESOLUTION**

*Powers for formalities*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for combined shareholders' meetings, grants full powers to the bearer of an original, a copy or a certified extract of the minutes of this shareholders' meeting for the purpose of carrying out any legal formalities such as registration, publicity or others.