LEGRAND
***Société anonyme* with a share capital of €1,048,982,932**
Registered office: 128, avenue du Maréchal de Lattre de Tassigny
87000 Limoges
Registration no. 421 259 615 RCS Limoges

AGENDA

To be submitted to the Ordinary Shareholders' Meeting

1. Approval of the Company's financial statements for 2024 (*1st resolution*);
2. Approval of the consolidated financial statements for 2024 *(2nd resolution)*;
3. Allocation of results for 2024 and determination of dividend *(3rd resolution)*;
4. Approval of the information referred to in Article L.22-10-9 I of the French Commercial Code, in accordance with Article L.22-10-34 I of the French Commercial Code *(4th resolution)*;
5. Approval of compensation components and benefits of any kind paid during or granted in respect of 2024 to Angeles Garcia-Poveda, Chair of the Board of Directors (5*th resolution)*;
6. Approval of compensation components and benefits of any kind paid during or granted in respect of 2024 to Benoît Coquart, Chief Executive Officer *(6th resolution)*;
7. Approval of the compensation policy applicable to the Chair of the Board of Directors (7*th resolution)*;
8. Approval of the compensation policy applicable to the Chief Executive Officer *(8th resolution)*;
9. Approval of the compensation policy applicable to members of the Board of Directors *(9th resolution)*;
10. Appointment of Stéphane Pallez as director (*10th resolution*);
11. Renewal of Patrick Koller's term of office as director (*11th resolution*);
12. Renewal of Florent Menegaux's term of office as director *(12th resolution)*;
13. Authorization granted to the Board of Directors to allow the Company to trade its own shares *(13th resolution)*;

To be submitted to the Extraordinary Shareholders' Meeting

14. Authorization granted to the Board of Directors to carry out a share capital decrease by cancellation of treasury shares *(14th resolution)*;
15. Grant of authority to the Board of Directors for the purpose of carrying out one or more free share awards to staff members and/or company officers of the Company or related companies or some of them, with cancellation of shareholders' preferential rights to subscribe to the shares to be issued in relation to the free share awards *(15th resolution);*
16. Amendment of article 9.5 of the Company's articles of association to reflect legislative changes on the organisation of the Board of Directors (*16th resolution*);

To be submitted to the Ordinary Shareholders' Meeting

17. Powers for carry out legal formalities *(17th resolution)*.

TO BE SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

First resolution (Approval of the Company's financial statements for 2024)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings, and having considered the Company's financial statements for 2024 and Board of Directors' and Statutory Auditors' reports, approves the Company's annual financial statements for the financial year ended December 31, 2024, as presented, showing net income of €999,133,565.12, together with the transactions reflected in these financial statements or summarized in these reports.

In accordance with the provisions of Article 223 *quater* of the French General Tax Code, the Shareholders' Meeting approves the total amount of expenses and charges referred to in Article 39, 4° of the French General Tax Code, amounting to €42,611, corresponding to a corporate income tax for an amount of €11,004.

Second resolution (Approval of the consolidated financial statements for 2024)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings, and having considered the consolidated financial statements for 2024 and the Board of Directors' and Statutory Auditors' reports, approves the consolidated financial statements for the financial year ended December 31, 2024, as presented, showing net income of €1,166.4 million, together with the transactions reflected in these financial statements or summarized in these reports.

Third resolution (Allocation of results for 2024 and determination of dividend)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings, and having considered the Board of Directors' and Statutory Auditors' reports:

1. Notes that net income for the 2024 financial year amounts to €999,133,565.12;
2. After having noted that the "Retained earnings" amounts to €378,047,604.63 and that the legal reserve is more than 10% higher than the share capital and that no allocation to the legal reserve is therefore required, notes an amount of €5,867,426.88 is held in "Other reserves";
3. Decides to reduce the "Legal reserve" by an amount of €714,223.60 and to allocate this amount to the "Other reserves";
4. Notes that the legal reserve now amounts to €104,898,293.20 and that the "Other reserves" now amount to €6,581,650.48;
5. Decides to transfer an amount of €4,173,641.58 from the "Other reserves" to the Unavailable reserves for treasury shares, thereby decreasing the amount of "Other reserves" to €2,408,008.90 and increasing the amount of Unavailable reserves for treasury shares to €11,147,530.26;
6. Notes that the amount of distributable income totals €1,377,181,169.75; and
7. Decides (i) to pay to shareholders, as a dividend, €2.20 per share and (ii) to allocate the balance of the distributable income to "Retained earnings".

Based on the number of shares making up the share capital as at December 31, 2024, that is 262,245,733 shares, and after deduction of treasury shares held at that date, the appropriation of distributable income would be as follows: (i) €576,687,885.40 to dividends and (ii) €800,493,284.35 to "Retained earnings".

It is specified that as a result of the variation in the number of shares entitling holders to a dividend at the dividend payment date, by comparison with the number of shares making up the share capital at December 31, 2024, and minus the number of treasury shares held at December 31, 2024, the total amount of dividends will be adjusted and the amount allocated to retained earnings will be determined on the basis of dividends actually paid.

The ex-dividend date will be May 29, 2025, and the dividend will be paid on June 2, 2025.

Any shares held by the Company on the dividend payment date, or canceled before the dividend that date, will not be entitled to dividends.

The Shareholders' Meeting grants the Board of Directors full powers to determine the total amount of the dividend and, accordingly, the remaining distributable income transferred to "Retained earnings", based in particular on the number of treasury shares held by the Company on the dividend payment date and, as the case may be, the number of shares issued or canceled before that date.

The dividend paid to individual shareholders residing in France is subject to flat-rate income tax of 12.8% in accordance with Article 200 A, 1 of the French General Tax Code. However, upon express, irrevocable overall election, the dividend may be taxed at the sliding-scale income tax rate and eligible for the 40% tax relief provided for in 2° of 3 of Article 158 of the French General Tax Code, applicable under certain conditions. The dividend is subject to a withholding tax deducted at source (other than exceptions), as provided for in Article 117 *quater* of the French General Tax Code, which is then set off against income tax due on income received in 2024. In any event, the dividend will also be subject to social security levies totaling 17.2%. Irrespective of their situation, shareholders are urged to consult their usual tax advisor.

The Shareholders' Meeting notes that, in respect of the 2021, 2022 and 2023 financial years, dividends and income distributed eligible for the 40% tax relief provided for in Article 158-3, 2° of the French General Tax Code were as follows:

			Income distributed per share	
Financial year	**Number of shares entitled to dividends**	**Dividend per share**	**Eligible for the 40% tax relief referred to in Article 158-3, 2° of the French General Tax Code**	**Not eligible for the 40% tax relief referred to in Article 158-3, 2° of the French General Tax Code**
2021	266,267,686 shares each with a par value of €4	€1.65	€1.65	€0
2022	265,260,992 shares each with a par value of €4	€1.90	€1.90	€0
2023	261,715,061 shares each with a par value of €4	€2.09	€2.09	€0

Fourth resolution (Approval of information referred to in Article L.22-10-9 I of the French Commercial Code, in accordance with Article L.22-10-34 I of the French Commercial Code)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings, approves, pursuant to Article L.22-10-34 I of the French Commercial Code, the information referred to in Article L.22-10-9 I of the French Commercial Code as presented in the board of directors' corporate governance report referred to in Article L.225-37 of that Code and contained in the 2024 universal registration document, sections 6.2.3 "Total compensation and benefits paid in 2024 or awarded in respect of the same year to the company officers" and 6.2.5 "Components of company officers' compensation subject to shareholders' approval".

Fifth resolution (Approval of compensation components and benefits of any kind paid during or granted in respect of 2024 to Angeles Garcia-Poveda, Chair of the Board of Directors)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings, approves, pursuant to Article L.22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2024, or awarded in respect of the same year to Ms. Angeles Garcia-Poveda, Chairwoman of the Board of Directors, as presented in the board of directors' corporate governance report referred to in Article L.225-37 of the French Commercial Code and contained in the 2024 universal registration document, section 6.2.3 "Total compensation and

benefits paid in 2024 or awarded in respect of the same year to the company officers" and 6.2.5 "Components of company officers' compensation subject to shareholders' approval".

Sixth resolution (Approval of compensation components and benefits of any kind paid during or granted with respect to 2024 to Benoît Coquart, Chief Executive Officer)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings, approves, pursuant to Article L.22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2024, or awarded in respect of the same year to Mr. Benoît Coquart, Chief Executive Officer, as presented in the board of directors' corporate governance report referred to in Article L. 225-37 of the French Commercial Code and contained in the 2024 universal registration document, section 6.2.3 "Total compensation and benefits paid in 2024 or awarded in respect of the same year to the company officers" and 6.2.5 "Components of company officers' compensation subject to shareholders' approval".

Seventh resolution (Approval of the compensation policy applicable to the Chair of the Board of Directors)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings and having considered the Board of Directors' corporate governance report, approves, in accordance with Article L.22-10-8, II of the French Commercial Code, the compensation policy for the Chair of the Board of Directors as presented in the corporate governance report drawn up in accordance with Article L.225-37 of the French Commercial Code and contained in the 2024 universal registration document, section 6.2.2 "Compensation policy for company officers in respect of 2025".

Eighth resolution (Approval of the compensation policy applicable to the Chief Executive Officer)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings and having considered the Board of Directors' corporate governance report, approves, in accordance with Article L.22-10-8, II of the French Commercial Code, the compensation policy for the Chief Executive Officer as presented in the corporate governance report drawn up in accordance with Article L.225-37 of the French Commercial Code and contained in the 2024 universal registration document, section 6.2.2 "Compensation policy for company officers in respect of 2025".

Nineth resolution (Approval of the compensation policy applicable to members of the Board of Directors)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders meetings and having considered the Board of Directors' corporate governance report, approves, in accordance with Article L.22-10-8, II of the French Commercial Code, the compensation policy for the members of the Board of Directors as presented in the corporate governance report drawn up in accordance with Article L.225-37 of the French Commercial Code and contained in the 2024 universal registration document, section 6.2.2 "Compensation policy for company officers in respect of 2025".

Tenth resolution (Appointment of Stéphane Pallez as director)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings and having considered the Board of Directors' report, resolves, as proposed by the Board of Directors, to appoint Ms. Stéphane Pallez as director for a period of three years, ending at the close of the Shareholders' Meeting called in 2028 to approve the financial statements for the financial year ending December 31, 2027.

Eleventh resolution (Renewal of Patrick Koller's term of office as director)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings and having considered the Board of Directors' report, notes that the term of office of Patrick Koller as director expires at the close of this Shareholders' Meeting and resolves, as proposed by the Board of Directors, to renew his term of office for a period of three years, ending at the close of the Shareholders' Meeting called in 2028 to approve the financial statements for the financial year ending December 31, 2027.

Twelfth resolution (Renewal of Florent Menegaux term of office as director)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings and having considered the Board of Directors' report, notes that the term of office of Florent Menegaux as director expires at the close of this Shareholders' Meeting and resolves, as proposed by the Board of Directors, to renew his term of office for a period of three years, ending at the close of the Shareholders' Meeting called in 2028 to approve the financial statements for the financial year ending December 31, 2027.

Thirteenth resolution (Authorization granted to the Board of Directors to allow the Company to trade its own shares)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings and having considered the Board of Directors' report:

1. authorizes to the Board of Directors, with the option to sub-delegate as provided for by law and by the Company's Articles of Association, in accordance with Articles L.22-10-62 *et seq.* of the French Commercial Code and with the provisions of EU regulation No. 596/2014 dated April 16, 2014, to purchase or arrange the purchase of Company shares representing up to 10% of the Company's share capital at the date of this Shareholders' Meeting, inasmuch as where the shares are bought to ensure the market liquidity of Legrand shares under the conditions described below, the number of shares taken into account for the calculation of the 10% limit will be the number of shares bought less the number of shares resold during the term of this authorization;

2. resolves that the shares may be bought, sold, exchanged or transferred for the purposes of notably:

   - ensuring the liquidity and active operation of the market in Company shares through an investment service provider, acting under a liquidity agreement in accordance with market practices recognized by the *Autorité des Marchés Financiers*,
   - implementing (i) any Company stock option plans in accordance with Articles L.225-177 *et seq.* of the French Commercial Code or any other similar plans, (ii) any employee share ownership transactions reserved for members of a Company or Group savings plan in accordance with Articles L.3332-1 *et seq.* of the French Labor Code or providing for free share awards as a Company contribution and/or in substitution for the discount according to applicable laws and regulations, (iii) any free share awards plan pursuant to Articles L.225-197-1 *et seq.*, L.22-10-59 and L.22-10-60 of the French Commercial Code, and carry out any hedging transactions relating to those transactions, at such times as the Board of Directors or the person acting on behalf of the Board of Directors deems appropriate, (iv) awards of shares to employees and/or company officers of the Company or the Group according to applicable laws and regulations,
   - holding and subsequently transferring shares by way of exchange or payment in the context of external growth transactions, merger, demerger, or contribution in kind, inasmuch as the number of shares acquired by the Company with a view to holding and using them at a later date as payment for or in exchange for a merger, demerger, or contribution in kind may not exceed 5% of the Company's share capital,

- delivering shares on the exercise of rights attached to securities providing immediate or future access to the Company's shares, through redemption, conversion, exchange, presentation of a warrant, or in any other way,
- cancelling all or some of the shares purchased, subject to the adoption of this resolution and the fourteenth resolution set out below, adopted by this Annual General Meeting or any similar resolution that may be applicable, or
- carrying out any other practices as may be permitted or recognized by law or by the French Financial Market Authority (*Autorité des Marchés Financiers*), or pursuing any other objective complying with applicable regulations.

Shares may be purchased, sold, transferred or exchanged, directly or indirectly, in particular by any third party acting on behalf of the Company at any time within the limits authorized by laws and regulations, except at such times as Company shares may be the subject of a tender offer, in one or more installments, by any means, on or off any market, including via systematic internalizers or through OTC transactions, trading in blocks of shares or public tender offers, or through the use of any financial instruments or derivatives, including option-based mechanisms such as purchases and sales of put and call options or through the delivery of shares arising from the issuance of securities giving access to the Company's capital by conversion, exchange, redemption, exercise of a warrant or any other means, either directly or indirectly through an investment service provider.

The maximum price paid for purchases may not exceed €150 per share (excluding purchase expenses) or the equivalent value of that amount in any other currency or currency unit established with reference to several currencies on the same date, inasmuch as this price will be adjusted as necessary to reflect capital transactions, in particular capitalization of reserves, free share awards and/or share splits or reverse splits or any other operation affecting shareholders' equity.

The maximum amount allowed for implementation of the share buy-back program is €2 billion (or the equivalent value of this amount in any other currency or currency unit established with reference to several currencies on the same date). Implementation of this resolution may not, in any event, have the effect of increasing the number of shares directly or indirectly held by the Company to more than 10% of the total number of shares making up the share capital at any time.

The shares purchased and held by the Company will be stripped of their voting rights and will not be entitled to dividends.

The Shareholders Meeting grants the Board of Directors all powers, which may be subdelegated as provided for by law and by the Company's Articles of Association, to decide on the use and implementation of this authorization, and in particular to determine the conditions of such use, to place orders on or off any markets, to enter into any agreements, to allocate or re-allocate shares acquired for the purposes allowed in compliance with law and regulations, to make any declarations to the French Financial Market Authority (*Autorité des Marchés Financiers*) or any other body, to effect any formalities, and in general to do all that may be useful or necessary for the purposes of this resolution.

This authorization is valid for eighteen months from the date of this Shareholders' Meeting and, from that date, deprives previous authorizations with the same purpose of their effect to the extent not used, and in particular that given by the Combined General Meeting of May 29, 2024 in its fifteenth resolution.

TO BE SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

Fourteenth resolution (Authorization granted to the Board of Directors to carry out a share capital decrease by cancellation of treasury shares)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for extraordinary shareholders' meetings and having considered the Board of Directors' report and the Statutory Auditors' special report, authorizes the Board of Directors, in accordance with Articles L.22-10-62 *et seq.* of the

French Commercial Code, to cancel, at its sole initiative and on one or several occasions, in such proportion and at such times as it deems appropriate, some or all of the Company's shares purchased under share buy-back programs authorized and implemented by the Company, and to reduce the share capital of the Company by the aggregate nominal amount of the shares thus cancelled, up to a limit of 10% of the share capital at the date of this Shareholders' Meeting by period of twenty-four months.

The difference between the carrying amount of the cancelled shares and their nominal amount will be allocated to any reserve or premium accounts.

The Shareholders' Meeting grants the Board of Directors all powers, which may be subdelegated as provided for by law and the Company's Articles of Association, to set the terms for cancellation of the shares, to effect and recognize such cancellations and the corresponding capital reductions, to allocate the difference between the price paid for the cancelled shares and their nominal amount to any reserve or premium accounts, to amend the Company's Articles of Association accordingly, to make all necessary declarations to the French Financial Market Authority (*Autorité des Marchés Financiers*), to carry out all other formalities and in general to do all that may be useful or necessary for the purposes of this resolution.

This authorization is granted for a period of eighteen months from the date of this Shareholders' Meeting and, from that date, deprives previous authorizations with the same purpose of their effect to the extent not used, and in particular that given by the Combined General Meeting of May 29, 2024 in its sixteenth resolution.

Fifteenth resolution (Grant of authority to the Board of Directors for the purpose of carrying out one or more free share awards to staff members and/or company officers of the Company or related companies or some of them, with cancellation of shareholders' preferential rights to subscribe to the shares to be issued in relation to the free share awards)

The Shareholders' Meeting, voting in accordance with the conditions as to quorum and majority required for extraordinary general meetings and having considered the Board of Directors' report and the statutory auditors' special report, in accordance with Articles L. 225-197-1 et seq., L. 22-10-59 and L. 22-10-60 of the French Commercial Code:

1. authorizes the Board of Directors to award free of charge, on one or more occasions, existing shares or shares to be issued in the Company;
2. resolves that the beneficiaries of the awards must be staff members and/or company officers of the Company or related companies within the meaning of Article L. 225-197-2 of the French Commercial Code, or members of certain categories thereof;
3. resolves that the Board of Directors will determine the identity of the beneficiaries of awards, the terms of the awards and, as the case may be, the criteria for awarding shares;
4. resolves that the total number of shares issued or to be issued that may be awarded free of charge under this resolution cannot exceed (i) 1.5% of the Company's share capital on the grant date and (ii) 0.5% of the Company's share capital on the grant date per year, it being stipulated the total number of shares thus defined does not take into account adjustments that may be made in accordance with applicable legislative and regulatory provisions and, as the case may be, with applicable contractual stipulations, to preserve the rights of the beneficiaries of the free share awards;
5. acknowledges that if awards are made to the company officers mentioned in paragraphs 1 and 2 of Article L. 225-197-1(II) of the French Commercial Code, they will only be made on the terms set out in article L. 22-10-60 of the French Commercial Code;
6. resolves that the number of shares awarded free of charge to company officers of the Company under this resolution may not represent more than 10% of all awards made by the Board of Directors under this resolution, being specified that in accordance with Article L. 225-197-1 of the French Commercial Code, this percentage does not include shares that have not been definitively allotted at the end of the vesting period, or shares that are no longer subject to the retention obligation set by the Board of Directors;
7. resolves that the award of shares to their beneficiaries shall become definitive after a vesting period of at least three years, which will be determined by the Board of Directors, and that the

Board of Directors will be able to determine a lock-up period following on from the end of the vesting period;

8. resolves that, as an exception to the foregoing, where a beneficiary suffers a disability falling into the second or third category provided for by Article L. 341-4 of the French Social Security Code, the award of shares to the beneficiary shall become definitive before the end of the vesting period and the shares shall become immediately assignable;
9. resolves that the vesting of the shares awarded under this resolution in all beneficiaries shall be subject to one or more performance conditions that will be defined by the Board of Directors and assessed over a minimum period of three years;
10. authorizes the Board of Directors to carry out, as the case may be, during the vesting period, adjustments to the number of shares awarded free of charge in connection with any transactions affecting the Company's capital, as mentioned in Article L. 225-181 of the French Commercial Code, in order to preserve the rights of beneficiaries;
11. also resolves that the Board of Directors shall determine, as the case may be, the arrangements for holding shares throughout any lock-up period, and shall make the necessary transfers from reserves, earnings or premiums freely available to the Company in order to pay up the shares to be issued for the benefit of the beneficiaries;
12. acknowledges that, in the event of an award of free shares to be issued, this authorization shall entail, after the vesting period, a capital increase through the incorporation of reserves, profits or issue premiums in favor of the beneficiaries of those shares and the related waiver by shareholders of their preferential subscription right and to the portion of the reserves, profits and premiums thus incorporated, and that the corresponding capital increase shall be definitively carried out simply through the definitive award of the shares to the beneficiaries.

The Shareholders' Meeting confers on the Board of Directors all powers, with the right to subdelegate as provided by law and the Company's Articles of Association, to determine the terms and arrangements of share awards, to finalize the list of beneficiaries or categories of beneficiaries, to determine the number of shares that may be awarded to each of them, to determine the dates of awards and the performance condition or conditions, to provide for the possibility of temporarily suspending entitlements to awards in accordance with the applicable laws and regulations, and to enter into any agreements to complete the awards envisaged.

The Shareholders' Meeting also resolves that the Board of Directors shall have all powers, with the right to subdelegate as provided by law and the Company's Articles of Association, to ascertain the capital increase or increases resulting from the said awards, to amend the Company's Articles of Association accordingly, to complete any formalities required for the issuance, listing and financial servicing of the securities issued under this resolution and any necessary declarations to any organizations and, in general, to do all that may be useful or necessary for the purposes of this resolution.

This grant of authority, made for a period of thirty-eight months from the date of this Shareholders' Meeting, may be used on one or more occasions and deprives previous authorizations with the same purpose of their effect to the extent not used and in particular that given by the Combined General Meeting of May 29, 2024 in its seventeenth resolution.

Sixteenth resolution (Amendment of article 9.5 of the Company's articles of association to reflect changes in legislation on the organisation of the Board of Directors)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for extraordinary shareholders' meetings and having considered the Board of Directors' report, resolves, on the recommendation of the Board of Directors, to amend Article 9.5 of the Articles of Association as follows in order to adapt the conduct of the meetings of the Board of Directors:

Article 9.5 Conduct of meetings of the Board of Directors

- the 1st paragraph is amended as follows (the amended parts are shown in italics):

"~~*Decisions shall be taken under the conditions as to*~~ *Directors shall be deemed to be present for the purposes of calculating the* quorum and majority,~~ *provided by law. In the event of a tied vote, the Chairman of the meeting shall have a casting vote.*~~

~~*Save insofar as this possibility is excluded by law, the Board of Directors may provide in its internal regulations for Directors to*~~ *where they* take part in *the* meeting~~*s by such via any means of videoconferencing or*~~ telecommunication ~~*as*~~ *system that* enable*s* them to be identified and participate effectively~~*, in which case they shall be deemed to be present for the purposes of calculating the quorum and majority*~~, in accordance with the applicable regulatory provisions."

- the 3rd paragraph is amended as follows (the amended parts are shown in italics):

"*At the initiative of the Chairman of the Board of Directors (or, where applicable, the Lead Director), decisions of the* Board of Directors may ~~*adopt,*~~ *be made* by written consultation of the directors, *including electronically, unless a member of the Board objects to using this method in writing within a maximum period of one (1) working day from receipt of the consultation. The consultation may be sent by any appropriate means to each Director. The deadline and procedures for Directors to respond to the* ~~*decisions falling under the remit of the Board of Directors as referred to in article L. 225-37(3) of the French Commercial Code. The arrangements for adopting decisions taken through*~~ written consultation *will be set by the consultation, in accordance with* ~~*shall be established by*~~ the Board of Directors' internal rules."

Paragraph 2 of article 9.5 remains unchanged.

TO BE SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING

Seventeenth resolution (Powers to carry out formalities)

The Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary shareholders' meetings, grants full powers on the holder of an original, copy or extract of the minutes of this Shareholders' Meeting to carry out all publicity, filing or other requisite formalities.