

ESI GROUP

French limited company

with a share capital of €18,055,476

Registered office: 100/102, avenue de Suffren,

75015 Paris – France

Paris Trade and Company Register (RCS) number:
381 080 225

TEXT OF THE PROPOSED DRAFT RESOLUTIONS

TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

OF OCTOBER 21, 2020

FIRST RESOLUTION - CREATION OF THE FUNCTION AS OBSERVER

The shareholders' meeting, having reviewed the report of the Board of Directors, decides on the creation of the function as observer.

Consequently, it decides to add an article 16 to the articles of association as follows:

"ARTICLE 16 – OBSERVERS (CENSEURS)

I- The Ordinary General Meeting or the Board may appoint one or more observers, individuals or legal entities, who may be shareholders or non-shareholders. The number of observers may not exceed four (4).

Observers shall be appointed for a period of one (1) year maximum. The term of office of an observer shall expire at the first Ordinary General Meeting approving the accounts of the last financial year and held during the year in which the observer's office expires.

Any outgoing observer shall be eligible for re-election subject to satisfying the conditions provided in this article.

The age limit for serving as observer is fixed at 80 years. Any observer having exceeded this age will be deemed to have automatically resigned.

The Ordinary General Meeting or the Board may dismiss observers at any time, without any compensation.

In the event of a vacancy due to death or resignation of one or more observers, the Ordinary General Meeting or the Board may replace them.

II- Observers perform a general and permanent mission of advice and supervision for the Company. Observers shall ensure that the articles of association are strictly complied with and their main role is to participate, as needed, in meetings of the Board and the committees created by the Board, in order to provide the necessary information, their expertise and their knowledge of the Company's various activities.

Observers may not, however, under any circumstances, interfere in the management of the Company or, more generally, replace the Company's legal and statutory bodies.

Observers shall attend meetings of the Board and the committees created by the Board in an advisory role. They shall have the same right to information and communication as the directors, unless otherwise decided by the Board. They must act in all circumstances in the Company's corporate interest.

Observers are bound by the same general obligation of confidentiality than directors, as well as by the restrictions applicable to the trading of the Company's securities and rules of abstention in case of conflict of interest.

Within the scope of their mission, the observers can in particular:

- make observations and recommendations to the Board and to the committees created by the Board and request that the Chairman of the Board report their observations to the shareholders' meeting when deemed appropriate;
- review any books, registers and corporate documents at the Company's headquarters;
- request and collect all information useful to their mission from the Company's general management and the statutory auditors;
- at the request of the Board, present a report on a specific matter to the shareholders' meeting; and
- be assigned a specific mission or mandate by the Board.

III- The Board determines the amount, and the terms and conditions of the compensation of the observers. The Board may pay to the observers a portion of the remuneration allocated to its members by the Ordinary General Meeting and/or grant them an exceptional compensation for specific missions or mandates assigned to them.

IV- The observers may be convened to each meeting of the Board along with the directors. Failure to convene the observers or to communicate documents prior to the meeting of the Board to the observers(s) shall under no circumstances render null and void the resolutions taken by the Board.”

This new article involves a new numbering of the articles of association from article 16 without changing their content, which is accepted by the Shareholders' meeting.

SECOND RESOLUTION — AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The shareholders' meeting, having reviewed the report of the Board of Directors, decides to amend the Company's articles of association in order to comply with the French law "Pacte" n° 2019-486 dated May 22, 2019.

Consequently, it decides to delete any reference to the notion of "attendance fees" in article 15 of the articles of association, which is amended as follows:

- Former wording	- New wording
<p><i>Article 15 - REMUNERATION OF DIRECTORS</i></p> <p><i>The Board of Directors may receive attendance fees to be deducted from general costs and which amount, set by the shareholders' meeting, is maintained until decided otherwise.</i></p> <p><i>The Board of Directors allocates the amount of attendance fees among its members as it deems appropriate.</i></p>	<p><i>Article 15 - REMUNERATION OF DIRECTORS</i></p> <p><i>The Board of Directors may receive a fixed annual sum to be deducted from general costs, and which amount, set by the shareholders' meeting, is maintained until decided otherwise.</i></p> <p><i>The Board of Directors allocates the amount of remuneration among its members, as it deems appropriate.</i></p>

The rest of the article remains unchanged.

THIRD RESOLUTION - POWERS TO CARRY OUT FORMALITIES

The shareholders' meeting grants full powers to the bearer of an original, excerpt or copy of the minutes of this meeting to carry out all legal and administrative formalities, as well as all filing and publication requirements set forth by applicable law.