

ANNEX I

Delegation of power to the Board of Directors for the purpose of issuing autonomous share subscription warrants reserved to the European Investment Banks

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after having resolved and reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to the provisions of Article L. 225-129 to L. 225-129-6, L. 225-138 and L. 228-91 *et seq.* of the French Commercial Code:

1. Decides to increase the share capital through the issuance of a maximum of 660,513 share subscription warrants (*bons de souscription d'actions*, or "**BSA**") and delegates to the Board of Directors the power to implement such issuance, within the limits set out below.
2. The BSA will have the following characteristics:
 - Each BSA will be subscribed for a price of €0.01 and, upon payment of an exercise price of €0.20, will give the right to receive one ordinary share of the Company, subject to any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with any additional contractual arrangements providing for other cases of adjustment related to capital increases at valuations lower than €150 million and as the Board of Directors may decide, in order to preserve the rights of holders of securities or other rights giving access to the share capital.
 - The BSA will be exercisable for a period starting from 1st July 2017 and until and included on the 20th anniversary of their date of issuance.
 - The subscription price and the exercise price of the BSA can be paid by set-off against amounts due and payable by the Company.
3. Decides that the nominal amount of the share capital increase that can be carried out pursuant to this resolution cannot exceed a maximum nominal amount of EUR 132,102.60 (or, on the basis of the current nominal value of the Company's shares, equal to EUR 0.20, a maximum amount of 660,513 shares), it being specified that this amount does not take into account any adjustments that may potentially be carried out in accordance with applicable legal and regulatory provisions and, as the case may be, with any additional contractual arrangement providing for other cases of adjustment related to capital increases at valuations lower than €150 million and as the Board of Directors may decide, in order to preserve the rights of holders of securities or other rights giving access to the share capital;
4. Decides to suppress the preferential subscription right of shareholders to the BSA referred to in this resolution and to reserve the right to subscribe to the BSA to the European Investment Bank, having its seat at 100 boulevard Konrad Adenauer, L-2950 Luxembourg;
5. Acknowledges that, for the benefit of holders of the BSA issued pursuant to this resolution, this delegation of authority automatically implies the shareholders' renunciation to their preferential subscription rights to shares that these BSA grant rights over;
6. Decides that, except to the extent, and within the limits, provided herein, the Board of Directors will determine the characteristics, amounts and terms and conditions of the BSA; and
7. Acknowledges that, in the event of the use by the Board of Directors of the delegation of power granted by this resolution, the Board of Directors shall report to the following shareholders' meeting, in accordance with the law and regulations, regarding the use made of the delegation of authority granted by this resolution.

The delegation of power thus granted to the Board of Directors is valid for a term of 18 months as from the date of this Shareholders' Meeting.



DEMANDE D'ENVOI DE DOCUMENTS

Concernant l'Assemblée Générale Extraordinaire du mardi 23 mai 2017

Je soussigné(e) :

NOM :

Prénom usuel :

Domicile :

Propriétaire de _____ actions nominatives,

et de _____ actions au porteur,

de la **Société ELECTRO POWER SYSTEMS S.A.**

reconnais avoir reçu les documents afférents à l'Assemblée Générale précitée et visés à l'article R.225-81 du Code de commerce,

demande l'envoi des documents et renseignements concernant l'Assemblée Générale Mixte du 23 mai 2017 tels qu'ils sont visés par l'article R.225-83 dudit Code.

Fait à :

Le: 2017

Signature

*Conformément à l'article R.225-88 du Code de commerce, les actionnaires titulaires d'actions nominatives peuvent, par une demande unique, obtenir de la Société l'envoi des documents et renseignements visés aux articles R.225-81 et R.225-83 du Code de commerce à l'occasion de chacune des assemblées générales ultérieures. Au cas où l'actionnaire désirerait bénéficier de cette faculté, mention devra être portée sur la présente demande.