

ONXEO

Public limited company with Board of Directors
with share capital of €11,760,851
Registered office: 49 Boulevard du General Martial Valin - 75015 Paris, France
Paris Trade and Companies Registry No. 410 910 095

On June 8, 2018

SECOND CONVENING NOTICE

Ladies and gentlemen,

In your capacity as shareholders of ONXEO, you are informed that the combined ordinary and extraordinary general meeting of the shareholders held on **May 16, 2018** having not been able to deliberate on the agenda pertaining to the authority of the extraordinary general meeting due to a lack of quorum, you are convened again on **June 19, 2018** at **2 p.m.** at the registered office.

It is drawn to your attention that the convening notice published in the Balo on April 30, 2018 mentioned the holding of a second general meeting on June 19, 2018 at 1 p.m. but that said meeting will meet at 2 p.m. as indicated above.

The extraordinary general meeting is called to deliberate on the agenda below:

Agenda pertaining to the Extraordinary General Meeting

- thirteenth resolution: delegation of authority to be granted to the Board of Directors to increase the capital through the issue of ordinary shares and/or any other securities giving access to the share capital, with maintenance of the preferential subscription rights of shareholders;
- fourteenth resolution: delegation of authority to be granted to the Board of Directors to increase the capital through the issue of ordinary shares or any other securities giving access to the share capital, with cancellation of the preferential subscription rights of the shareholders through a public offering;
- fifteenth resolution: delegation of authority to be granted to the Board of Directors to increase the capital through the issue of ordinary shares or securities giving access to the capital, with elimination of the preferential subscription rights of shareholders within the framework of an offer to qualified investors or a restricted circle of investors as indicated in II of Article L. 411-2 of the French Monetary and Financial Code;
- sixteenth resolution: delegation of authority to be granted to the Board of Directors to increase the amount of issues with or without preferential subscription rights decided pursuant to resolutions 13 to 15 above, in accordance with the provisions of Article L. 225 -135-1 of the Commercial Code;
- seventeenth resolution: authorisation provided to the Board of Directors, in the event of an issue of ordinary shares or any other securities giving access to the share capital, with elimination of the preferential subscription rights of shareholders, pursuant to resolutions 14 and 15 above, to set the

issue price within the limit of 10% of the share capital and within the limits decided by the general meeting;

- Eighteenth resolution: delegation of authority to be granted to the Board of Directors to increase the capital through the issue of ordinary shares or any other securities giving access to the capital, with cancellation of the preferential subscription rights of the shareholders for the benefit of an initial category of persons that satisfy specified characteristics;
- nineteenth resolution: delegation of authority to be granted to the Board of Directors to increase the capital through the issue of ordinary shares or any other securities giving access to the capital, with cancellation of the preferential subscription rights of the shareholders for the benefit of a second category of persons that satisfy specified characteristics;
- twentieth resolution: delegation of authority to be granted to the Board of Directors to increase the capital immediately or in the future by issuing ordinary shares and/or securities, with cancellation of the preferential subscription rights of the shareholders in favour of a class of individuals as part of a line of equity financing;
- twenty-first resolution: delegation of authority to be granted to the Board of Directors to increase the capital immediately or in the future by issuing ordinary shares and/or securities, with elimination of the shareholders' preferential subscription right in favour of a class of persons as part of a line of equity financing, subject to the condition precedent of the non-adoption of the twentieth resolution;
- twenty-second resolution: delegation of authority to be granted to the Board of Directors to increase the company's capital within the limit of 10% of the capital, to remunerate the contribution in kind of equity securities or securities giving access to the capital of third party companies outside a public exchange offer;
- twenty-third resolution: delegation of authority to be granted to the Board of Directors to increase the Company's capital through the issuance of shares and securities giving access to the Company's share capital for the benefit of employees belonging to the Group's savings plan;
- twenty-fourth resolution: setting the overall limitations on the amount of issues made pursuant to resolutions 13, 14, 15, 16, 18, 19, 20, 21, 22 and 23 above;
- twenty-fifth resolution: initial authorisation for the Board of Directors to proceed with the bonus share allocation of existing shares or shares to be issued, in accordance with the provisions of Articles L. 225-197-1 *et seq.* of the Commercial Code;
- twenty-sixth resolution: second authorisation for the Board of Directors to proceed with the bonus share allocation of existing shares or shares to be issued, in accordance with the provisions of Articles L. 225-197-1 *et seq.* of the Commercial Code;
- twenty-seventh resolution: authorisation for the Board of Directors to grant subscription or purchase options of Company shares, in accordance with the provisions of Articles L. 225-177 *et seq.* of the Commercial Code;

- twenty-eighth resolution: delegation of authority to be granted to the Board of Directors to issue and allocate share subscription warrants with elimination of the preferential subscription rights of shareholders for the benefit of the following category of persons: (i) members of the Board of Directors in office on the date of the warrant allocation not qualified as employees or officers of the Company or one of its subsidiaries and (ii) persons bound by a service or consulting contract with the Company or one of its subsidiaries.

It is recalled that the prior notice of the general meeting containing the text of the draft resolutions adopted by the board of directors was published in the BALO of April 11, 2018, Bulletin No. 44 and that the notice of first convocation was published in the BALO of April 30, 2018, bulletin n ° 52.

It is also recalled that the power of attorney forms or correspondence votes received by the company for the general meeting of May 16, 2018 remain valid for this general meeting.

Terms for attending the General Meeting

Any shareholder, regardless of the number of shares owned, may attend this General Meeting.

Justification of the right to participate in the General Meeting

any shareholder may justify his right to participate to the shareholders' meeting through the recording of the shares in the name of the shareholder or of the intermediary registered on his behalf, on the **June 15, 2018**, at midnight, Paris time, either in the nominative securities' accounts held by the company (or its representative) or in the bearer securities' accounts held by Société Générale, or in bearer accounts held by an authorised custodian.

the registration of shares in the bearer share accounts held by an authorised intermediary is evidenced by a certificate of participation issued by the latter, attached to the remote voting form or proxy form or upon request of the admission card in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary. A certificate is also issued to the shareholder wishing to physically participate in the General Meeting and who has not received his admission card on the second business day preceding the Meeting at midnight, Paris time.

Methods for attending the General Meeting

The shareholder has several way in which to participate in the General Meeting. He may (1) personally attend the General Meeting or (2) participate remotely by giving a proxy to the Chairman or any other individual or legal entity of his choice, or by returning the postal voting form.

1. Shareholder wishing to personally attend the meeting:

- The registered shareholder must request an admission card from Société Générale - Service assemblées - 32 Rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3 (fax: 02.51.85.57.01); if he has not received his admission card by the second business day prior to the General Meeting, he can present himself directly on the day of the Assembly at the counter provided for this purpose, along with proof of identity.
- The holder of bearer shares will have to ask the authorised intermediary who manages his account for an admission card to be sent to him.

2. Shareholders not attending this meeting in person and wishing to vote by post or be represented by providing a proxy to the chairman of the Meeting, their spouse or partner with whom they have entered into a civil partnership or to another person may:

- for registered shareholders: send in the single voting form by post or by proxy, which will be sent to him with the convening notice, to the following address: Société Générale - Service assemblées – 32 Rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3;
- for the holder of bearer shares: ask for this form from the intermediary who manages his shares, as of the date of notice of the Meeting. The single voting form by post or by proxy must be accompanied by a certificate of participation issued by his financial intermediary and returned by the latter to the following address: Société Générale - Service assemblées – 32 Rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3;

In accordance with Article R.225-79 of the Commercial Code, the notification of the appointment and revocation of a proxy representative can be made electronically, as follows:

- For registered shareholders: they must send an email to the following address: **ag2018@onxeo.com** specifying one's full name, address and Societe Generale identifier for directly registered shareholders (information available at the top left of the account statement) or his identifier with his financial intermediary if he is a holder of administered registered shares and the full name and address of the appointed or revoked agent;
- for holders of bearer shares: they must send an email to the following address: **ag2018@onxeo.com** specifying their full name, address and bank details as well as the full name and address of the appointed or revoked representative. The shareholder must then imperatively ask the financial intermediary that manages his account to send written confirmation to Société Générale, Service Assemblées, 32 Rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3,

In order for the duly signed and completed mandate appointments or revocation to be validly taken into account, they must reach the Company or Société Générale no later than:

- the eve of the General Meeting, i.e. on **June 18, 2018 before 3 pm** (Paris time), for notifications by electronic means;
- at least three days before the date of the Meeting, i.e. on **June 15, 2018**, for notifications sent by post.

It is stipulated that any shareholder having already cast his vote, sent a proxy or asked for an admission card or certificate of attendance:

- cannot choose another method of participation;
- may at any time transfer all or part of his shares. If the transfer takes place before **June 15, 2018 at midnight** Paris time, the Company will invalidate or amend, as appropriate, the postal vote, proxy, admission card, or certificate of participation. For this purpose, the authorised financial intermediary shall notify the Company or its agent of the transfer and forward the necessary information.

Questions in writing

Any shareholder may also formulate a written question. These questions should be addressed:

- To the head office at 49 Boulevard du General Martial Valin, 75015 Paris by registered letter with acknowledgement of receipt, addressed to the Chairman of the Board of Directors,
- to the following email address **ag2018@onxeo.com**,

four working days, at the latest before the General Meeting, i.e. on **June 13, 2018**, accompanied by a certificate of registration either in the registered securities accounts or in the bearer securities accounts kept by the authorised intermediary.

Shareholders' right to information

All the documents and information stipulated in Article R.225-73-1 of the French Commercial Code can be consulted on the Company's website at **www.onxeo.com**.

Yours sincerely,

The Board of Directors