

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

NOTICE OF MEETING

Extraordinary and Ordinary General Meeting of Shareholders

of April 26, 2017

Ladies and Gentlemen, Shareholders are informed that they are convened to an Ordinary and Extraordinary General Meeting to be held on **April 26, 2017** at 10am, **at the head office** in order to consider the following agenda:

Agenda pertaining to the authority of the Ordinary General Meeting

- Reading of the Board of Directors' management report and presentation by the Board of the annual financial statements for the year ending December 31, 2016.
- Reading of the Statutory Auditor's report on the annual and consolidated financial statements for the fiscal period ending December 31, 2016 and the agreements mentioned in Articles L225-38 *et seq.* of the French Commercial Code,
- First resolution: Approval of the annual corporate financial statements for the year ending December 31, 2016,
- Second resolution: Approval of the consolidated financial statements for the year ending December 31, 2016,
- Third resolution: Allocation of the results for the year ending December 31, 2016,
- Fourth resolution: Examination of the agreements covered by Articles L. 225-38 *et seq.* of the French Commercial Code,
- Fifth resolution: Reappointment of a member of the Board of Directors (Judith Greciet),
- Sixth resolution: Reappointment of a member of the Board of Directors - Financière de la Montagne,
- Seventh resolution: Appointment of a new Director - Mrs. Christine Garnier,
- Eighth resolution: Appointment of a new Director -Mrs. Elvira Sanz,
- Ninth resolution: Reappointment of a Statutory Auditor,

- Tenth resolution: Determining the amount of attendance fees allocated to members of the Board,
- Eleventh resolution: Approval of the principles and criteria for determining, distributing, and allocating the fixed, variable, and exceptional components of total compensation and benefits of any kind attributed to Joseph ZAKRZEWSKI as Chairman of the Board for the year 2017,
- Twelfth resolution: Approval of the principles and criteria for determining, distributing, and allocating the fixed, variable, and exceptional components of total compensation and benefits of any kind attributed to Judith GRECIET as CEO for the year 2017,
- Thirteenth resolution: Approval of the settlement of the share subscription or purchase options plan adopted by the Board on July 27 and 28, 2016,
- Fourteenth resolution: Authorization to be given to the Board of Directors for the Company to purchase its own shares,

Agenda pertaining to the Extraordinary General Meeting

- Fifteenth resolution: Authorization to be given to the Board for the purposes of reducing the share capital by canceling shares as part of the authorization to buy back its own shares,
- Sixteenth resolution: Delegation of authority to the Board of Directors to increase share capital by issuing either common shares and/or any securities giving access to shares or securities entitling the allocation of debt securities and/or securities granting access to securities to be issued with preferential subscription rights for shareholders,
- Seventeenth resolution: Delegation of authority to the Board of Directors to increase share capital immediately or eventually by issuing ordinary shares, securities giving access to other shares, or securities entitling the holder to the allocation of debt securities and/or securities granting access to securities to be issued without preferential subscription rights for shareholders by way of a public offering,
- Eighteenth resolution: Delegation of authority to the Board of Directors to increase the share capital through issuance of ordinary shares and/or securities giving access to other equity and/or granting access to securities to be issued, with the cancellation of preferential subscription rights to be issued in the context of an offer to qualified investors, or to a restricted circle of investors as referred to in II of Article L. 411-2 of the Monetary and Financial Code,
- Nineteenth resolution: Delegation of authority granted to the Board of Directors to increase the amount of issues with or without preferential subscription rights decided under the aforementioned resolutions 16 to 18, pursuant to Article L.225-135-1 of the Commercial Code,
- Twentieth resolution: Authorization to the Board in the event of the issuance of common shares, equity securities giving access to other shares, or entitling the allocation of debt securities and/or securities giving access to securities to be issued without preferential subscription rights under resolutions 17 and 18 above, to set the issue price within the limit of 10% of the equity capital, and within the limits set by the General Meeting,
- Twenty first resolution: Delegation of authority to be granted to the Board of Directors to increase capital by issuing ordinary shares and any securities giving access to capital, eliminating

preferential subscription rights, to the benefit of a category of persons meeting specific characteristics,

- Twenty-second resolution: Delegation of authority to the Board of Directors to increase share capital immediately or eventually by issuing ordinary shares, securities giving access to other shares, or securities entitling the allocation of debt securities and/or securities granting access to securities to be issued without preferential subscription rights for the benefit of a category of persons under an equity financing line,
- Twenty third resolution: Delegation of authority granted to the Board to increase share capital within the limit of 10% of the capital to remunerate contributions in kind with shares or securities giving access to the capital of third party companies outside a public offer of exchange,
- Twenty-fourth resolution: Delegation of authority to the Board to increase the share capital by issuing shares and securities giving access to the Company's capital to employees belonging to the Group savings plan,
- Twenty-fifth resolution: Setting overall limits on the amount of securities issued under Resolutions 16, 17, 18, 19, 21, 22, 23, and 24 above,
- Twenty-sixth resolution: Authorization to be given to the Board of Directors to grant stock options or share purchase option plans for Company shares pursuant to Articles L.225-177 *et seq.* of the French Commercial Code,
- Twenty seventh resolution: Authorization to be given to the Board of Directors to award free shares, either existing or future, pursuant to Articles L.225-197-1 *et seq.* of the French Commercial Code,
- Twenty eighth resolution: Authorization to be given to the Board of Directors to award free shares, either existing or future, pursuant to Articles L.225-197-1 *et seq.* of the French Commercial Code,
- Twenty-ninth resolution: Delegation of authority to the Board of Directors to issue and allocate share warrants, without preferential subscription rights for shareholders, in favor of the following categories of people: (i) Members of the Company's Board of Directors in office on the date of the award of the warrants who are not salaried employees, senior executives of the Company, or one of its subsidiaries or (ii) people bound to the Company or one of its Subsidiaries by a service or consultant's contract.

TEXT OF THE RESOLUTIONS

RESOLUTIONS TO BE SUBMITTED TO THE ORDINARY GENERAL MEETING

First resolution

Approval of the corporate financial statements for the year ended on December 31, 2016

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings,

Having reviewed the Board of Directors' management report and the Statutory Auditors' report,

Approves the consolidated financial statements for the year ended December 31, 2016, as they have been presented, as well as the transactions reflected in these financial statements and summarized in these reports.

Second resolution

Approval of the consolidated financial statements for the year ended December 31, 2016

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings,

Having reviewed the Board of Directors' report on the consolidated accounts for the year ended December 31, 2016 as well as the Statutory Auditor's report on the financial statements,

Approves the said consolidated financial statements, as presented to it, as well as the transactions reflected in these financial statements and summarized in these reports.

Third resolution

Allocation of the profits and losses for the year ended December 31, 2016

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings,

Having reviewed the management report,

Noting that the losses for the year ended December 31, 2016 amount to €21,236,246,

Decides to allocate the whole of the said loss to the "losses brought forward" account that increased from €141,544,626 to €162.780.872.

In accordance with the law, the General Meeting notes that no dividend was distributed in the last three fiscal years.

Under Article 223 quater of the General Tax Code, the General Meeting notes that the Company has not paid any expenses and charges mentioned in Article 39-4 of the said Code.

Fourth resolution

Examination of the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code.

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings,

Having reviewed the Statutory Auditor's special report on the agreements mentioned in Articles L225-38 et seq. of the French Commercial Code and ruling on this report notes that no new agreement was concluded during the past accounting period.

Fifth resolution

Renewal of the mandate of a member of the Board of Directors - Judith Greciet,

The General Meeting, ruling under the quorum and majority required for ordinary general meetings,

Having reviewed the Board of Directors' report and noting that the term of office as a Director of Mrs. Judith Greciet is due to expire at the end of this General Meeting,

Decides to renew Mrs. Judith Greciet's appointment as Director for a term of three years, which shall expire following the annual ordinary General Meeting of the shareholders held in 2020 to approve the financial statements for the year ending on December 31, 2019.

Mrs. Judith Greciet has agreed in advance to renew her term of office as Director, and has stated that she is not affected by any incompatibility liable to prevent her from doing so.

Sixth resolution

Reappointment of a member of the Board of Directors - Financière de la Montagne.

The General Meeting, ruling under the quorum and majority required for ordinary general meetings,

Having reviewed the Board of Directors' report and noting that Financière de la Montagne's term of office as a Director of the company is due to expire at the end of this General Meeting,

Decides to renew the appointment of the company Financière de la Montagne as Director for a term of three years, which shall expire following the annual ordinary General Meeting of the shareholders held in 2020 to approve the financial statements for the year ending on December 31, 2019.

Financière de la Montagne has agreed in advance to renew its term of office as Director, and has stated that it is not affected by any incompatibility liable to prevent it from doing so.

Seventh resolution

Appointment of a new director - Christine Garnier

The General Meeting, ruling under the quorum and majority required for ordinary general meetings,

Having reviewed the Board of Directors' report,

Decides to appoint Mrs. Christine Garnier as Director for a term of three years, which shall expire following the annual ordinary General Meeting of the shareholders held in 2020 to approve the financial statements for the year ending on December 31, 2019.

Mrs. Christine Garnier has agreed in advance to her appointment as Director, and has stated that she is not affected by any incompatibility liable to prevent her from doing so.

Eighth resolution

Appointment of a new director - Elvira Sanz

The General Meeting, ruling under the quorum and majority required for ordinary general meetings,

Having reviewed the Board of Directors' report,

Decides to appoint Mrs. Elvira Sanz as Director for a term of three years, which shall expire following the annual ordinary General Meeting of the shareholders held in 2020 to approve the financial statements for the year ending on December 31, 2019.

Mrs. Christine Garnier has agreed in advance to her appointment as Director, and has stated that she is not affected by any incompatibility liable to prevent her from doing so.

Ninth resolution

Reappointment of a Statutory Auditor

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings,

Having reviewed the Board of Directors' report,

Noting that the mandates of the principal Statutory Auditor Ernst & Young Audit and the alternate Statutory Auditor AUDITEX expire at the end of this General Meeting,

Decides to renew the mandate of the principal Statutory Auditor the company Ernst & Young Audit, for a period of six years expiring at the end of the General Meeting to approve the financial statements for the year ending on December 31, 2022.

Decides not to renew the mandate of the alternate Statutory Auditor AUDITEX, as the appointment of an alternate auditor is not required as long as the Statutory Auditor is not an individual nor a one-person company.

Tenth resolution

Setting the amount of attendance fees awarded to members of the Board of Directors,

The General Meeting, ruling under the quorum and majority required for ordinary general meetings,

Having reviewed the Board of Directors' report,

Decides to set the amount of attendance fees awarded to the members of the Board of Directors for the 2017

financial year and subsequent financial years at €260,000 until a decision to the contrary by the Ordinary General Meeting.

Eleventh resolution

Adoption of the principles and criteria for determining, distributing, and allocating the fixed, variable, and extraordinary components of total compensation and any in-kind benefits that may be granted to Joseph Zakrzewski given his mandate as Chairman of the Board of Directors.

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings,

Having read the report prepared pursuant to Article L. 225-37-2 of the French Commercial Code,

Approves of the principles and criteria for determining, distributing, and allocating the fixed, variable, and extraordinary components of total compensation and any in-kind benefits included in the aforementioned report that may be granted to Mr. Joseph Zakrzewski given his mandate as Chairman of the Board of Directors.

Twelfth resolution

Adoption of the principles and criteria for determining, distributing, and allocating the fixed, variable, and extraordinary components of total compensation and any in-kind benefits that may be granted to Judith Greciet given her mandate as Chief Executive Officer.

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings,

Having read the report prepared pursuant to Article L. 225-37-2 of the French Commercial Code,

Approves the principles and criteria for determining, distributing, and allocating the fixed, variable, and extraordinary components of total compensation and any in-kind benefits included in the aforementioned report that may be granted to Mrs. Judith Greciet given her mandate Chief Executive Officer.

Thirteenth resolution

Approves rules for the stock option or share purchase plan adopted by the Board of Directors on July 27 and 28, 2016

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings,

Having reviewed the Board of Directors' report,

Approves the rules for the 2016 stock option or share purchase plan adopted by the Board of Directors on July 27 and 28, 2016

Fourteenth resolution

Authorization to be given to the Board for a share buyback program

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings,

Having reviewed the Board of Directors' report,

Authorizes the Board of Directors with the ability to sub delegate to purchase the Company's shares under the terms stipulated by law for a period of eighteen (18) months from today's date under the terms of Articles L225-209 *et seq* of the French Commercial Code, Articles 241-1 to 241-6 of the General Regulations of the AMF and the EU Commission's regulation no. 2273/2003 of December 22, 2003 and the market practices allowed by the AMF,

Decides that the shares can be purchased, sold or transferred by any means, in compliance with the applicable stock-market rules and the market practices, inter alia:

- By public offering for purchase or exchange,
- By using options or other forward financial instruments negotiated on regulated markets, multilateral trading systems, with systematic internalizers or over-the-counter, or by delivering shares after an issue of securities giving access to the Company's capital by conversion, exchange, reimbursement, exercise of a warrant or any other way either directly or indirectly through an investment service provider,
- By purchasing blocks of securities or through a multilateral trading system or systematic internalizers. The portion of the program that can be performed by block trading is unlimited and can represent the whole program,

Decides that the authorization may be used for:

- Ensuring the liquidity of the Company's shares under a liquidity contract to be entered into with a provider of investment services, according to the ethics charter recognized by the French Financial Markets Authority (AMF),
- Honoring obligations related to share purchase option plans, for the awarding of free shares, for employee savings or other allocations of shares to employees and officers of the Company or companies linked to it;
- Issuing shares upon the exercise of rights attached to securities giving access to the capital;
- Purchasing shares for retention and subsequent remittance in exchange or payment as part of possible external growth operations, in compliance with market practices accepted by the AMF; or
- Cancelling all or part of the shares bought back in that manner, subject to the adoption of the fifteenth resolution herein below, and under the terms specified therein, or
- More generally to operate in any way authorized by law or by any market practice allowed by the AMF. In this case, the Company will inform shareholders through a press release;

Decides to set the maximum unit purchase price per share (excluding fees and commissions) at €15, with an overall ceiling of €1,000,000; it being understood that the purchase price will be subject to adjustments as necessary so as to take account of the operations on the capital, especially in case of incorporation of reserves and allocation of free shares, stock splits, or reverse stock splits that might occur during the term of this authorization,

Acknowledges the maximum number of shares that may be purchased pursuant to this resolution shall at no time exceed 10% of the total number of shares comprising the share capital at any time; it being understood that (i) when the shares are acquired in order to improve liquidity of the Company's shares under the terms stipulated by the general rules of the AMF, the number of shares taken into account for calculating this limit will be equal to the number of shares purchased less the number of shares sold during the term of the authorization and (ii) if they are purchased for the purpose of retention and subsequent remittance in payment or exchange in connection with a merger, demerger, or contribution transaction, the number of shares acquired may not exceed 5% of the total number of shares outstanding.

Gives full powers to the Board of Directors with the ability to subdelegate under the conditions stipulated by law to implement this authorization especially to consider the advisability of launching a buyback program, to determine its terms and conditions, to place market orders, to sign all assignments or transfer transactions, enter into all agreements, liquidity contracts, option contracts, make all declarations to the AMF and to any other body, carry out the necessary formalities to allocate or reallocate the shares acquired regarding different formalities and generally do everything that is necessary.

Decides that these delegations cannot be used during a public offering of the Company's shares.

This authorization cancels, to the extent of the unused portion, any prior authorization by the Board involving transactions in the Company's shares.

RESOLUTIONS TO BE SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING

Fifteenth resolution

Authorization given to the Board to reduce the share capital by Cancelling treasury shares

The General Meeting, ruling under the quorum and majority required for extraordinary general meetings,

Having reviewed the Board of Directors' report and the Statutory Auditors' report,
Subject to the approval of the fourteenth resolution concerning the share buyback program:

Authorizes the Board of Directors, in accordance with Article L. 225-209 of the French Commercial Code, for a period of eighteen months as of the date of this General Meeting, to cancel, on one or more occasions, up to a maximum limit of 10% of the share capital per twenty-four month period, all or part of the shares acquired by the Company and to proceed, in due proportion, to reduce the share capital. It being understood that this limit applies to an amount of the share capital that will, if necessary, be adjusted to take into account transactions that would affect it subsequent to the date of this General Meeting;

Decides that any excess of the purchase price of the shares over their nominal value will be charged to premiums on shares, mergers or contributions items, or any available reserve item, including the legal reserve, providing this does not fall below 10% of the Company's share capital after the reduction in capital is performed;

Gives full powers to the Board of Directors with the ability to subdelegate under the terms stipulated by law to reduce the capital by Cancelling shares, to decide the final amount of the reduction in capital, set its terms and conditions, and to record its performance, to charge the difference between the net book value of the cancelled shares and their nominal value to all available reserve and premium items, and in general to perform all actions, formalities and declarations to make the said reductions in capital performed under this authorization permanent and to modify the Company's bylaws accordingly.

Decides that this authorization cannot be used during periods of a public offering of the Company's shares.

This authorization is granted for a period of eighteen (18) months as of the date of this General Meeting and terminates any previous authorization having the same purpose.

Sixteenth resolution

Delegation of authority to the Board of Directors in order to increase the capital immediately or in the future through the issuance of common shares and/or any securities corresponding to equity interests granting access to the Company's capital, or granting the right to the allocation of debt securities, and/or securities granting access to equity to be issued, with preferential subscription rights to be preserved for shareholders, within the limit of €5,880,425 of total nominal value.

The General Meeting, ruling under the quorum and majority required for extraordinary general meetings, and recognizing that the capital is fully paid up,

Having reviewed the Board of Directors' report and the Statutory Auditors' report,

In accordance with the provisions of Articles L. 225-129-2, L. 225-129-4, L. 225-134, L. 228-92, and L. 228-93 of the French Commercial Code,

Delegates to the Board of Directors, with the option to delegate and subdelegate under the law, its authority to decide, in the proportions and at the times it deems appropriate, on one or more capital increases by issuing, in France or abroad, common shares of the Company or equity interests giving access to the capital of the Company, or of any company that might directly or indirectly own more than half of its capital or in which it might directly or indirectly hold more than half the capital, or any other securities giving the right to allocation of debt securities. Such securities may be issued in euros, foreign currencies or in any monetary unit established by reference to several currencies at the discretion of the Board, and for which payment may be made in cash, including by compensation of debts;

Decides that the maximum nominal amount of capital increases likely to be made immediately and/or in the future under this resolution is €5,880,425 (or the exchange value of this amount on an issue in another currency) that represents [...] shares, i.e. around 50% of the capital on December 31, 2016 with the specifications that :

- The maximum nominal amount of the capital increase that can be performed immediately or in the future under this delegation will be deducted from the overall ceiling stipulated in the twenty-fifth resolution below;
- To these ceilings will be added if appropriate the nominal value of the shares to be issued to be kept in accordance with the law and if necessary the applicable contractual provisions, the rights of holders of securities and other rights giving access to the capital,

Decides to fix the maximum nominal amount of the debt securities that can be issued under this delegation at the sum of €80,000,000 (or the exchange value of this amount on an issue in another currency) with the specifications that:

- This maximum will be increased, if necessary, by any redemption premium in excess of the par value,
- This amount will be deducted from the overall maximum referred to in the twenty-fifth resolution hereinbelow,
- This limit does not apply to debt securities referred to in Articles L. 228-40, L. 228-36 and L. 228-92-A paragraph 3 of the French Commercial Code whose issue is decided or authorized by the Board of Directors as provided by Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company pursuant to Article L. 228-36-A of the French Commercial Code,

Decides that the shareholders may exercise, in accordance with the legal and regulatory provisions in force, their preferential subscription rights for common shares and other securities issued pursuant to this resolution;

Decides that the Board of Directors may grant shareholders excess subscription rights that shall be exercised in proportion to their rights and within the limits of their demands;

Decides that if the subscriptions for irreducible shares and, where applicable, subscriptions for reducible shares, have not absorbed the entire issue, the Board of Directors may exercise one and/or both of the following options in the order it considers appropriate:

- Limit the issue to the amount of subscriptions received, provided that this amount reaches at least three quarters of the original amount of the issue in question as determined by the Board of Directors ,
- Freely allocate all or part of the unsubscribed irreducible shares and, where applicable, on a reducible share basis,
- Offer all or part of the unsubscribed shares to the public;

Decides that the issuance of warrants for the Company shares may be made by cash subscription, but also by free allocation to holders of existing shares;

Decides that in the case of awarding warrants for subscription of shares, the Board shall have the power to decide that the allocation rights on fractional shares shall not be negotiable and that the corresponding shares shall be sold;

Acknowledges, as necessary, that this delegation automatically entails the express waiver by the shareholders of their preferential subscription rights to the shares to which these securities would be entitled, for the benefit of shareholders, if any, issued under this authorization,

Decides that the Board of Directors shall have full powers to implement this delegation under the conditions laid down by the laws and the bylaws, namely for the purpose of determining the dates, conditions, and the terms of any issue as well as the form and characteristics of the shares or securities giving access to capital or to the debt securities to be issued, with or without a premium, without this list being exhaustive. In particular, it will set the amounts to be issued, the possible retroactive issue date of the shares or securities giving access to capital or to the debt securities to be issued, their method of payment and, where applicable, the duration and the price of the securities or the terms of exchange, conversion, redemption, or awarding of shares or securities - in any manner - giving access to capital within the limits provided for in this resolution;

Decides that the Board of Directors shall have all powers, including the option to delegate and subdelegate, in order to implement this authorization and carry out the aforementioned issues on one or more occasions, in the proportions and at the times it deems opportune, and, as appropriate, to postpone them, as well as to enter into all types of agreements to ensure the successful completion of the proposed issues, to record the completion thereof and proceed to amend the bylaws, and more generally:

- Determine, within the legal requirements, how the conditions for future access to share capital may be arranged;
- Suspend, if necessary, the exercise of the rights attached to these securities for a maximum period of three (3) months;
- Make any charges to the premiums and, in particular, those of the costs incurred in carrying out the issue;

- To subsequently ensure the preservation of the rights of the holders of the securities giving future access to the Company's share capital, issued pursuant to this delegation and in compliance with the legal and regulatory requirements and, where appropriate, the applicable contractual provisions;
- Take all measures and carry out all required formalities to list the securities thus issued on the Alternext market of Euronext Paris and any other market on which the shares of the Company may be listed,

Decide that this delegation cannot be used during periods of a public offering of the Company's shares.

Acknowledges that, in the event the Board of Directors uses the authorization granted to it under this resolution, it shall report on it at the next ordinary General Meeting in accordance with the laws and regulations,

Decides that this authorization is granted for a period of twenty-six (26) months from the date of this General Meeting and terminates any previous authorization having the same purpose.

Seventeenth resolution

Delegation of authority to the Board of Directors in order to increase the capital immediately or in the future through the issuance of common shares, equity interests granting access to the Company's capital, or granting the right to the allocation of debt securities, and/or securities granting access to equity interests to be issued, without preferential subscription rights for shareholders in the context of a public offering,

The General Meeting, ruling under the quorum and majority required for extraordinary general meetings,

Having reviewed the Board of Directors' report and the Statutory Auditors' report,

Pursuant to Articles L. 225-129 *et seq.* of the French Commercial Code, and in particular its Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-135-1, L. 225-136, L. 228-91 and L. 228-93,

Delegates to the Board of Directors, with the option to delegate and subdelegate under the law, its authority to decide on whether to issue, by a public offering in one or more installments, in the proportions and at the times it deems fit, in France or abroad, common shares of the Company or equity interests giving access to the capital of the Company, or of any company that might directly or indirectly own more than half of its capital, or in which it might directly or indirectly hold more than half the capital, or any other securities giving the right to an allocation of debt securities. Such securities may be issued in euros, foreign currencies, or in any monetary unit established by reference to several currencies at the discretion of the Board, and for which payment may be made in cash, including by compensation of debts;

Decides that the securities thus issued may consist of debt securities, be associated with the issuing of such securities or allow them to be issued as intermediate securities,

Decides to eliminate the preferential shareholder subscription rights on the common shares or securities issued under these powers,

Decides, unless the Board of Directors determines otherwise, to create a right of priority for shareholders over all or part of the issues in order to subscribe during the time frame and under the terms it will set in accordance with Article L. 225-135 of the French Commercial Code. This priority does not result in the creation of negotiable rights but may be exercised for irreducible as well as reducible shares,

Acknowledges, as necessary, that this delegation automatically entails the express waiver by the shareholders of their preferential subscription rights to which these securities would be entitled, for the benefit of shareholders, if any, issued under this authorization,

Decides to fix the maximum nominal amount of the capital increases that can be performed immediately, and/or in the future under this resolution at the sum of €5,880,425 or the exchange value of this sum on an issue in a different currency, with the specification that:

- The maximum nominal amount of the capital increase that can be performed immediately or in the future under this delegation will be deducted from the overall ceiling stipulated in the twenty-fifth resolution below;
- To these ceilings will be added if appropriate the nominal value of the shares to be issued to be kept in accordance with the law and if necessary the applicable contractual provisions, the rights of holders of securities, and other rights giving access to the capital,

Decides to set the maximum nominal amount of debt securities that can be issued under this delegation at €80,000,000 or the exchange value of this sum on an issue a different currency with the specification that:

- This amount will be increased, if necessary, by any redemption premium in excess of the par value,
- This amount will be deducted from the overall maximum referred to in the twenty-fifth resolution hereinbelow,
- This limit does not apply to debt securities referred to in Articles L. 228-40, L. 228-36 and L. 228-92-A paragraph 3 of the French Commercial Code whose issuance is decided or authorized by the Board of Directors as provided by Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company pursuant to Article L. 228-36- A of the Commercial Code,

Decides that if all shares issued at a time have not been subscribed, the Board of Directors may exercise one and/or both of the following options in the order it considers appropriate:

- To reduce the issue to the amount of the subscriptions, provided the latter reach at least three quarters of the initially decided issue,
- To distribute all or part of the unsubscribed securities to persons of their choice, and/or
- To offer all or part of the unsubscribed securities for public trading on the French or international market,

Decides that the issue price of the shares and securities that may be issued by virtue of this delegation, will be determined by the Board of Directors in accordance with Article L 225-136-1 and Article R.225-119 of the French Commercial Code. For information purpose, as of the date of this General Meeting, the issue price of the shares must be equal to the average weighted price by volume for the 3 stock-market sessions before the issue price is determined, reduced if appropriate by the legally authorized discount, which is currently 5%; it being specified that the issue price of the securities giving access to capital will be the sum received immediately by the Company increased by the sum that it is liable to receive, i.e. for each share issued as a result of the issuance of these securities, at least equal to the above mentioned minimum amount.

Decides that this authorization is granted for a period of twenty-six (26) months as of the date of this General Meeting and terminates any previous authorization having the same purpose.

Decides that the Board shall have all powers under the conditions stipulated by law and the articles of incorporation, including the authority to subdelegate these powers, and to use these them for the purpose of:

- Determining the dates, terms and conditions of any issue, as well as the form and the characteristics of the shares or securities giving access to the share capital to be issued with or without an issue premium,
- Determining the amounts to be issued, the possible retroactive date of dividend rights of the shares or securities giving access to the capital to be issued, their method of payment and, where applicable, the procedures for exercising the rights to exchange, convert, redeem or award, in any manner, capital securities giving access to capital,
- Making any necessary adjustments pursuant to statutory or regulatory provisions and, where applicable, contractual provisions to protect the rights of the holders of securities giving access to the capital of the Company, and
- Suspending, if necessary, the exercise of the rights attached to these securities for a maximum period of three months.

Decides that the Board may:

- At its sole discretion and as it deems appropriate, charge the costs, duties and fees incurred by the capital increases carried out under the powers referred to in this resolution, to the amount of the premiums related to these transactions, and deduct from these premiums the sums necessary to bring the legal reserve to one tenth of the new capital after each transaction,
- Take all necessary decisions for the admission of the securities thus issued for trading on the regulated market of Euronext Paris and, in general,
- Take all actions, make the commitments and complete the formalities required to successfully carry out the proposed issue and make the resulting capital increase permanent, and amend the articles of incorporation accordingly,

Decide that this delegation cannot be used during periods of a public offering of the Company's shares.

Eighteenth resolution

Delegation of authority to the Board of Directors to increase the capital immediately or in the future through the issuance of common shares and/or any securities corresponding to equity interests granting access to the Company's capital or granting the right to the allocation of debt securities and/or securities giving access to equity interests to be issued, without preferential shareholder subscription rights in the context of an offer benefiting qualified investors or a restricted group of investors as described in paragraph II of Article L. 411-2 of the Monetary and Financial Code.

The General Meeting, ruling under the quorum and majority required for extraordinary general meetings,

Having reviewed the Board of Directors' report and the Statutory Auditors' report,

Pursuant to the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, and in particular its Articles L. 225-129-2, L. 225-135, L. 225-135-1, L. 225-136, L. 228-91 and L. 228-93,

Delegates to the Board of Directors, with the option to delegate and subdelegate under the law, its authority to decide on whether to issue, in one or more installments, in the proportions and at the times it deems fit, in France or abroad, common shares of the Company or equity interests giving access to the capital of the Company, or of any company that might directly or indirectly own more than half of its capital or in which it might directly or indirectly hold more than half the capital, or any other securities giving the right to an allocation of debt securities. Such securities may be issued in euros, foreign currencies or in any monetary unit established by reference to several currencies at the discretion of the Board, and for which payment may be made in cash, including by compensation of debts, in the context of an offer benefiting qualified investors or a restricted group of investors as described in paragraph II of Article L. 411-2 of the French Monetary and Financial Code;

Decides that the securities thus issued may consist of debt securities, be associated with the issuance of such securities or allow them to be issued as intermediate securities,

Decides to eliminate the preferential shareholder subscription rights on the common shares or securities issued under these powers,

Notes, as required, that these powers automatically entail the express waiver by the shareholders of their preferential subscription rights to the shares that these securities would entitle them to, in favor of the holders of the securities issued, if any,

Decides that the maximum nominal amount of the share capital increases that may be realized immediately or in the future under these powers may not exceed €2,352,170 - representing 9,408,680 shares, i.e. 20% of the share capital as of December 31, 2016, or its exchange value if issued foreign currency, nor exceed in any case the limits established by the regulations applicable on the date of the issuance. The additional value of the shares to be issued in order to preserve the rights of the holders of securities and other rights giving access to shares, in accordance with the law and, as the case may be, the applicable contractual provisions, will be added to this maximum amount.

Resolves moreover, that the nominal amount of any share capital increase likely to be made shall be deducted from the overall maximum referred to in the twenty-fifth resolution hereinbelow,

Decides to set the maximum nominal amount of debt securities that can be issued under this delegation at €40,000,000 or the exchange value of this sum if issued in a different currency, with the specifications that:

- This amount will be increased, if necessary, by any redemption premium in excess of the par value,
- This amount will be deducted from the overall maximum referred to in the twenty-fifth resolution hereinbelow,
- This limit does not apply to debt securities referred to in Articles L. 228-40, L. 228-36, and L. 228-92-A paragraph 3 of the French Commercial Code whose issuance is decided or authorized by the Board of Directors as provided by Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company pursuant to Article L. 228-36- A of the French Commercial Code,

Decides that if not all shares issued at a time have been subscribed, the Board of Directors may exercise one and/or both of the following options in the order it considers appropriate:

- To reduce the issue to the amount of the subscriptions, provided the latter reaches at least three quarters of the initially decided issue,
- To distribute all or part of the unsubscribed securities to persons of their choice,

Decides that the issue price of the shares and securities that may be issued by virtue of this delegation will be determined by the Board of Directors, in accordance with Article L 225-136-1 and Article R.225-119 of the French Commercial Code - for information purpose, as of the date of this General Meeting, the issue price of the shares must be equal to the average weighted price by volume for the 3 stock-market sessions before the issue price is determined, reduced if appropriate by the legally authorized discount, which is currently 5%, it being specified that the issue price of the securities giving access to capital will be the sum received immediately by the Company increased by the sum that it is liable to receive, i.e. for each share issued as a result of the issuance of these securities, at least equal to the above mentioned minimum amount.

Decides that this authorization is granted for a period of twenty-six (26) months as of the date of this General Meeting and terminates any previous authorization having the same purpose.

Decides that the Board shall have all powers under the conditions stipulated by law and the Articles of incorporation, including the authority to subdelegate these powers as provided by law, to use these powers for the purpose of:

- Setting the dates, terms and conditions of any issue, as well as the form and the characteristics of the shares or securities giving access to the share capital to be issued with or without an issue premium,
- Setting the amounts to be issued, the possible retroactive date of dividend rights of the shares or securities giving access to the capital to be issued, their method of payment and, where applicable, the procedures for exercising the rights to exchange, convert, redeem or award, in any manner, capital securities giving access to capital,

- Making any necessary adjustments pursuant to statutory or regulatory provisions and, where applicable, contractual provisions to protect the rights of the holders of securities giving access to the capital of the Company, and
- Suspending, if necessary, the exercise of the rights attached to these securities for a maximum period of three months,

Decides that the Board may:

- At its sole discretion and as it deems appropriate, charge the costs, duties, and fees incurred by the capital increases carried out under the powers referred to in this resolution, to the amount of the premiums related to these transactions, and deduct from these premiums the sums necessary to bring the legal reserve to one tenth of the new capital after each transaction,
- Take all necessary decisions for the admission of the securities thus issued for trading on the regulated market of Euronext Paris and, in general,
- Take the actions, make the commitments, and complete the formalities required to successfully carry out the proposed issue and make the resulting capital increase permanent, and amend the articles of incorporation accordingly,

Decides that this delegation cannot be used during periods of a public offering of the Company's shares.

Observes that these powers do not have the same purpose as the seventeenth resolution of this General Meeting, as they do not constitute a general delegation of authority relating to capital increases without preferential subscription rights, but rather a delegation of powers relating to the capital increase through the issue without preferential subscription rights via an offering as described in Article L. 411-2 II of the French Monetary and Financial Code, and notes, accordingly that this delegation does not do away with the effect of the seventeenth resolution of this General Meeting, whose validity and duration are not affected by this delegation.

Nineteenth resolution

Delegation of authority granted to the Board of Directors for the purpose of increasing the amount of the issues with or without preferential subscription rights that would be decided under the sixteenth to eighteenth resolutions hereinabove

The General Meeting, ruling under the quorum and majority required for extraordinary general meetings,

Having reviewed the Board of Directors' report and the Statutory Auditors' report,

In accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-135-1, L. 228-91, L.228-92 and L. 228-93 of the French Commercial Code,

Delegates to the Board of Directors its authority for the purpose of increasing the amount of issues with preferential subscription rights to be decided under the sixteenth to eighteenth resolutions hereinabove, in the conditions set out in Article L. 225-135-1 of the French Commercial Code (currently within 30 days of the close of the subscription period and up to a maximum of 15% of the initial issue),

the said shares granting the same rights as existing shares subject to their vesting date,

Decides that the nominal amount of the capital increases decided under this resolution shall be deducted from the overall ceiling referred to in the twenty-fifth resolution hereinafter, an amount to which, where applicable, the additional amount of the shares or securities that may be issued in addition, will be added, in order to preserve the rights of holders of securities and other rights giving access to capital, in accordance with the law and if necessary the applicable contractual provisions.

Acknowledges that, in the event the Board of Directors uses the authorization granted to it under this resolution, it shall report on it at the next ordinary General Meeting in accordance with the laws and regulations,

Decides that this delegation cannot be used during periods of a public offering of the Company's shares.

Decides that this delegation of authority is granted for a period of twenty-six (26) months as of the date of this General Meeting.

Twentieth resolution

Authorization granted to the Board in the event of an issuance of common shares, of equity interests giving access to other shares or entitling the allocation of debt securities and/or securities providing access to capital securities to be issued, without preferential subscription rights of shareholders, to set the issue price within the limit of 10% of the share capital and within the limits provided by the General Meeting.

The General Meeting, ruling under the quorum and majority required for extraordinary general meetings,

Having reviewed the Board of Directors' report and the Statutory Auditors' report,

In accordance with the provisions of Article L. 225-136 of the French Commercial Code,

Authorizes the Board with the power to subdelegate, for a period of twenty-six (26) months from the date of this General Meeting, for each share and/or security issue decided under the powers granted by the seventeenth and eighteenth resolutions hereinabove, and within the limit of 10% of the company's capital (as exists on the date of the transaction) by twelve-month (12 mo) periods, to derogate from the conditions for fixing the price stipulated by the above resolutions and to fix the issue price of common shares, equity interests giving access to the Company's capital or granting the right to the allocation of debt securities, and/or securities giving access to equity interests to be issued, in accordance with the following conditions :

- The issue price for common shares will be at least equal to the average weighted price by volume for the 3 stock-market sessions before the issue price is determined, possibly reduced by a maximum discount of 20%. It is reiterated that it can never be less than the par value of a Company share on the issuance date of the shares concerned. It is specified that on an issue of securities giving access to the Company's capital, the issue price of the shares liable to result from their exercise, conversion, or exchange can, if necessary, be determined at the discretion of the Board of Directors, by reference to a calculation formula defined by it and applicable after the issuance of the said securities (for example when they are exercised, converted or exchanged). In this case, the above mentioned maximum discount can be evaluated if the Board considers it opportune, on the date the said formula is applied (and not on the date the issue price is determined) and

- The issue price of the securities giving access to capital will be such that the amount immediately received by the Company, plus, if applicable, the amount likely to be received by it in the future is, for each share issued as a result of the issuance of these securities, at least equal to the issue price defined in the preceding paragraph,

Decides that the Board shall have full powers to implement this resolution under the terms provided by the resolution under which the issue is decided,

Notes that this authorization supersedes any previous authorization having the same purpose.

Twenty-first resolution

Delegation of authority to be granted to the Board of Directors for the purpose of increasing capital immediately or eventually by issuing common shares and any securities giving access to capital, without preferential subscription rights, to the benefit of a category of persons. The amounts stipulated in this resolution cannot be accumulated with the amounts in the resolutions above.

The General Meeting, ruling under the quorum and majority required for extraordinary general meetings,

Having reviewed the Board of Directors' report and the Statutory Auditors' special report,

Pursuant to the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, and in particular Articles L. 225-129-2, L-225-129-4, L. 225-135, L. 225-138 and L. 228-91 *et seq.* of the Commercial Code,

Delegates to the Board the power to issue by a public offering in one or more installments, in the proportions and at the times it deems fit, in France or abroad, in Euros, foreign currency, or any other monetary unit established by reference to multiple currencies, free of charge or against payment, common Company shares and any securities giving access by any means, immediately and/or in the future, to common shares, (including notably share subscription warrants or stock options),

Decides that the securities thus issued may consist of debt securities, be associated with the issuing of such securities, or allow them to be issued as intermediate securities,

Decides to cancel the preferential subscription rights of the shareholders of the Company's common shares and/or any securities and/or any other debt securities to be issued in favor of the following category of persons:

- Companies or investment funds, whether or not they are among the Company's shareholders, investing primarily or having invested over the past 24 months more than €10 million in growth companies i.e. "small caps" or "mid caps" whose capitalization when listed does not exceed €1 billion euros, including, without limitation, investment funds or venture capital firms, including FPCI [private equity professional fund], FCPI [innovation investment fund], and FIP [local investment fund]) in the health sector or biotechnology, and participating in the capital increase for a unit amount of investment exceeding €100,000 (including issuance premium), subject to a maximum of 25 subscribers, it being specified that the investment funds or venture capital companies, including in particular any FPCI, FCPI and FIP, managed (including by delegation) or advised by the same management company or by management companies of which one controls the other or that are controlled by the same third person—the term "control" having the meaning of Article L . I 233-3 of the French Commercial Code—will be considered as a single subscriber.
- Industrial companies active in healthcare or biotechnology companies acquiring a stake in the Company's capital after concluding a commercial agreement or a partnership with the Company, for a unit investment amount of more than €100,000 issue premium included, and limited to a maximum of 5 subscribers;

Acknowledges, as required, that these powers automatically entail the express waiver by the shareholders of their preferential subscription rights to the shares that these securities would entitle them to, in favor of the holders of the securities issued, if any,

Decides that the maximum total nominal amount of the share capital increases that may be realized immediately or in the future, under these powers may not exceed €2,352,170, which represents 9,408,680 shares, i.e. 20 % of the share capital as of December 31 2016, or its exchange value in foreign currency, to which will be added, if necessary, the additional value of the shares to be issued in order to preserve the rights of the holders of securities and other rights giving access to shares, in accordance with the legal and regulatory provisions and, as the case may be, the applicable contractual provisions,

Resolves moreover, that the nominal amount of any share capital increase likely to be made shall be deducted from the overall maximum referred to in the twenty-fifth resolution hereinbelow,

Decides to set the maximum nominal amount of the debt securities that can be issued under this delegation at €40,000,000 or the exchange value of this amount in another currency, with the specifications that:

- This maximum will be increased, if necessary, by any redemption premium in excess of the par value,
- This amount will be deducted from the overall maximum referred to in the twenty-fifth resolution hereinbelow,
- This limit does not apply to debt securities referred to in Articles L. 228-40, L. 228-36, and L. 228-92-A paragraph 3 of the French Commercial Code whose issuance is decided or authorized by the Board of Directors as provided by Article L. 228-40 of the French Commercial Code, or

in other cases, under the conditions determined by the Company pursuant to Article L. 228-36- A of the French Commercial Code,

Decides that the issue price for shares under this delegation, will be determined by the Board of Directors and will be at least equal to the average weighted price by volume of the 3 stock-market sessions prior to the pricing, possibly reduced by a maximum discount of 25% if necessary taking their vesting date into account. It is specified that (i) in the event of the issuance of securities giving access to capital, the issue price of the shares resulting from their exercise, conversion or exchange can, if necessary, be determined at the discretion of the Board of Directors using a calculation formula defined by it and applicable after the said securities are issued (for example, when they are exercised, converted or exchanged) in which case the maximum discount stipulated above can be evaluated, if the Board considers this to be opportune, on the date the said formula is applied (and not on the date the issue price is determined), and (ii) the issue price of the securities giving access to capital that may be issued under this resolution will be the sum received immediately by the Company increased by the sum that it is liable to receive when the said securities are exercised or converted, i.e. for each share issued as a result of the issuance of these securities, at least equal to the above mentioned minimum amount.

Specifies that this authorization is granted for a period of eighteen (18) months as of the date of this General Meeting and terminates any previous authorization having the same purpose,

Decides that the Board shall have all powers under the conditions stipulated by law and the articles of incorporation, including the authority to subdelegate these powers as provided by law, to use these powers for the purpose of:

- Deciding the amount of the capital increase, the issue price - this shall be determined in accordance with the conditions for setting such price, as laid out hereinabove, and that the amount of the premium may, if necessary, be required at the time of issue;
- Setting the dates, terms and conditions of any issue, as well as the form and the characteristics of the shares or securities giving access to the share capital to be issued;
- The possible retroactive dividend date of the shares or securities giving access to capital to be issued, their method of payment;
- Defining the list of beneficiaries within the category of above mentioned persons and the number of shares to be granted to each;
- At its sole discretion and as it deems appropriate, charge the costs, duties and fees incurred by the capital increases carried out under the powers referred to in this resolution, to the amount of the premiums related to these transactions, and deduct from these premiums the sums necessary to bring the legal reserve to one tenth of the new capital after each transaction,
- Record the completion of each capital increase and make the corresponding amendments to the bylaws;
- In general, enter into any agreement, particularly to ensure the successful completion of the proposed issues of shares or securities, take any measures and carry out all formalities required for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority and exercise of the rights attached thereto;

- Take all necessary decisions for the admission of the shares and securities thus issued for trading on any market where the Company's shares are admitted for trading.

Decides that this delegation cannot be used during periods of a public offering of the Company's shares.

Notes that, in the event the Board of Directors should use the delegation of authority granted to it under this resolution, the Board of Directors will report to the next ordinary General Meeting on any use made of these authorizations granted under this resolution, in accordance with the laws and regulations.

Twenty-second resolution

Delegation of authority to be granted to the Board of Directors for the purpose of increasing capital by the issuance of common shares or any securities, without preferential subscription rights for shareholders to the benefit of a category of persons within the scope of an equity financing line,

The General Meeting, ruling under the quorum and majority required for extraordinary general meetings,

Having reviewed the Board of Directors' report and the Statutory Auditors' report,

Pursuant to the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, and in particular Articles L. 225-129-2, L-225-129-4, L. 225-135, L. 225-138 and L. 228-91 *et seq.* of the Commercial Code,

Delegates to the Board of Directors, with the option to delegate and subdelegate under the law, its authority to decide, in the proportions and at the times it deems appropriate, on one or more capital increases by issuing, in France or abroad, common shares of the Company or equity interests giving access to the capital of the Company, or any other securities giving the right to an allocation of debt securities. Such securities may be issued in euros, foreign currencies, or in any monetary unit established by reference to several currencies at the discretion of the Board, and for which payment may be made in cash, including by compensation of debts;

Decides that the securities thus issued may consist of debt securities, be associated with the issuing of such securities, or allow them to be issued as intermediate securities,

Decides to cancel the preferential subscription rights of the shareholders of the Company's common shares and/or any securities and/or any other debt securities to be issued in favor of the following category of persons:

Any credit establishment, any supplier of financial services, member of an investment banking syndicate, or investment fund undertaking to guarantee a capital increase or any financing liable to result in a capital increase in the future that could be performed under this delegation within the scope of setting up an equity financing line,

Acknowledges, as required, that these powers automatically entail the express waiver by the shareholders of their preferential subscription rights to the shares that these securities would entitle them to, in favor of the holders of the securities issued, if any,

Resolves that the maximum total nominal amount of the share capital increases that may be realized immediately or in the long term under these powers may not exceed €1,176,085, or its exchange value in foreign currency, to which maximum amount will be added, where applicable, the additional value of the shares to be issued in order to preserve the rights of the holders of securities and other rights giving access to shares, in accordance with the legal and regulatory provisions and, as the case may be, the applicable contractual provisions,

Resolves moreover, that the nominal amount of any share capital increase likely to be made shall be deducted from the overall maximum referred to in the twenty-fifth resolution hereinbelow,

Decides to set the maximum nominal amount of the debt securities that can be issued under this delegation at €20,000,000 or the exchange value of this amount on an issue in another currency, with the specifications that:

- This maximum will be increased, if necessary, by any redemption premium in excess of the par value,
- This amount will be deducted from the overall maximum referred to in the twenty-fifth resolution hereinbelow,
 - This limit does not apply to debt securities referred to in Articles L. 228-40, L. 228-36, and L. 228-92-A paragraph 3 of the French Commercial Code whose issuance is decided or authorized by the Board of Directors as provided by Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company pursuant to Article L. 228-36- A of the French Commercial Code,

Decides that the issue price for shares under this delegation, will be determined by the Board of Directors and will be at least equal to the average weighted price by volume of the 3 stock-market sessions before the issue price is determined, possibly reduced by a maximum discount of 5% if necessary taking their vesting date into account. It is specified that (i) in the event of the issuance of securities giving access to capital, the issue price of the shares resulting from their exercise, conversion or exchange can, if necessary, be determined at the discretion of the Board of Directors using a calculation formula defined by it and applicable after the said securities are issued (for example, when they are exercised, converted or exchanged) in which case the maximum discount stipulated above can be evaluated, if the Board considers this to be opportune, on the date the said formula is applied (and not on the date the issue price is determined), and (ii) the issue price of the securities giving access to capital that may be issued under this resolution will be the sum received immediately by the Company increased by the sum that it is liable to receive when the said securities are exercised or converted, i.e. for each share issued as a result of the issuance of these securities, at least equal to the above mentioned minimum amount.

Specifies that this authorization is granted for a period of eighteen (18) months as of the date of this General Meeting and terminates any previous authorization having the same purpose,

Decides that the Board shall have all powers under the conditions stipulated by law and the Articles of incorporation, including the authority to subdelegate these powers as provided by law, to use these powers for the purpose of:

- Deciding the amount of the capital increase, the issue price - it being provided that this shall be determined in accordance with the conditions for setting such price, as laid out

hereinabove, and that the amount of the premium may, if necessary, be required at the time of issue;

- Setting the dates, terms, and conditions of any issue, as well as the form and the characteristics of the shares or securities giving access to the share capital to be issued;
- Setting the possible retroactive dividend date of the shares or securities giving access to capital to be issued, their method of payment;
- Defining the list of beneficiaries within the category of above mentioned persons and the number of shares to be granted to each;
- At its sole discretion and as it deems appropriate, charging the costs, duties and fees incurred by the capital increases carried out under the powers referred to in this resolution, to the amount of the premiums related to these transactions, and deducting from these premiums the sums necessary to bring the legal reserve to one tenth of the new capital after each transaction,
- Recording the completion of each capital increase and making the corresponding amendments to the bylaws;
- In general, entering into any agreement, particularly to ensure the successful completion of the proposed issuance of shares or securities, taking any measures and carry out all formalities required for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority and exercising the rights attached thereto;
- Making all necessary decisions to list the newly issued shares and securities on any market where the Company's shares are trading.

Decides that this delegation cannot be used during periods of a public offering of the Company's shares.

Notes that, in the event the Board should use the delegation of authority granted to it under this resolution, the Board of Directors will report to the next ordinary General Meeting on any use made of these authorizations granted under this resolution, in accordance with the laws and regulations.

Twenty-third resolution

Delegation of powers to the Board to increase the share capital within the limit of 10% of the capital to remunerate contributions in kind for shares or securities giving access to the capital of third party companies outside a public offer of exchange,

The General Meeting, ruling under the quorum and majority required for extraordinary general meetings,

Having reviewed the Board of Directors' report and the Statutory Auditors' report,

In accordance with the provisions referred to in Articles L. 225-147 *et seq.* of the French Commercial Code,

Delegates its powers to the Board of Directors to decide based on a report from the Statutory Auditor to issue, on one or more occasions, in the proportions and at the times it sets, the Company's common shares or securities giving access to the Company's common shares immediately and/or in the future as remuneration for contributions in kind to the Company constituted by shares or securities giving access to the capital when the provisions of Article L.225-148 of the French Commercial Code do not apply, the shares granting the same rights as the existing shares subject to their vesting date,

Decides that the securities thus issued may consist of debt securities, be associated with the issuing of such securities, or allow them to be issued as intermediate securities,

Decides as far as is required to cancel the shareholders' preferential subscription rights for these common shares and securities in favor of the contributors of these shares or securities,

Notes, as required, that these powers automatically entail the express waiver by the shareholders of their preferential subscription rights to the shares that these securities would entitle them to, in favor of the holders of the securities issued, if any,

Decides that the maximum total nominal amount of the share capital increases that may be realized immediately or in the long term under these powers may not exceed 10% of the Company's capital (as exists on the date of the transaction) to which maximum amount will be added, where applicable, the additional value of the shares to be issued in order to preserve the rights of the holders of securities and other rights giving access to shares, in accordance with the legal and regulatory provisions and, as the case may be, the applicable contractual provisions,

Further resolves that the nominal amount of any share capital increase likely to be made shall be deducted from the overall maximum referred to in the twenty-fifth resolution hereinbelow,

Decides to set the maximum nominal amount of the debt securities that can be issued under this delegation at €20,000,000 or the exchange value of this amount on an issue in another currency, with the specifications that:

- This maximum will be increased, if necessary, by any redemption premium in excess of the par value,
- This amount will be deducted from the overall maximum referred to in the twenty-fifth resolution hereinbelow,
 - This limit does not apply to debt securities referred to in Articles L. 228-40, L. 228-36, and L. 228-92-A paragraph 3 of the French Commercial Code whose issuance is decided or authorized by the Board of Directors as provided by Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company pursuant to Article L. 228-36- A of the French Commercial Code,

Decides that this authorization is granted for a period of twenty-six (26) months as of the date of this General Meeting and terminates any previous authorization having the same purpose.

Decides that this delegation cannot be used during periods of a public offering of the Company's shares.

Formally acknowledges that the Board of Directors has full powers, with the ability to subdelegate under the terms stipulated by law, to approve the valuation of the contributions, to decide and record the performance of the capital increase remunerating the contribution transaction, to if necessary deduct the costs and fees generated by the increase of capital from the contribution premium, to debit the sums it considers necessary to allocate to the legal reserve, from the contribution premium, to carry out the corresponding modification to the bylaws, to take any decision to ensure that the shares and securities thus issued are listed on the regulated Euronext market in Paris and generally to do the necessary,

Twenty-fourth resolution

Delegation of authority to be granted to the Board of Directors to carry out an increase in share capital reserved for employees under the conditions stipulated in Articles L. 3332-18 et seq. of the French Labor Code.

The General Meeting ruling under the quorum and majority required for extraordinary general meetings,

Having reviewed the Board of Directors' report and the Statutory Auditors' report,

Noting the provisions of Articles L. 3332-18 et seq. of the Labor code and ruling in accordance with Articles L. 225-129-6 and L. 225-138 of the French Commercial Code,

Delegates its power to carry out an increase in capital on one or several occasions in the proportions and at times it fixes within a period of twenty-six (26) months from this General Meeting within the limit of a maximum nominal amount of €30,000 by issuing 120,000 shares with a nominal value of €0.25 paid up in cash, this amount being deducted from the ceiling set forth in the twenty-fifth resolution hereinbelow;

Decides that this authorization entails the cancellation of the shareholders preferential subscription right for shares to be issued in favor of the Employee Investment Fund within the framework of a Company Savings Plan if one or more of the capital increases stipulated in the previous subparagraph are performed;

Decides that the subscription price for the new common shares that will confer the same rights as existing shares, determined under the conditions of Article L.3 332-19 of the Labor Code will be determined by the Board of Directors in accordance with the statutory and regulatory terms and conditions. The price cannot be (i) higher than the average price quoted for the 20 trading days prior to the Board of Directors' pricing date for the opening of the subscription (ii) nor more than 20% below the average prices quoted during the 20 trading days before the subscription opening date, or by 30% when the lock in period stipulated in the Company Savings Plan is more or equal to 10 years;

Decides that each capital increase will only be performed up to the amount of shares actually subscribed by the Employee Investment Fund;

Delegates full powers to the Board of Directors to:

- Decide the date and terms for the issues carried out under this authorization in accordance with the statutory provisions and the bylaws, and in particular to set the subscription price by respecting the rules defined above, the dates for the opening and closing of subscriptions, the vesting date, the period for paying for the shares;

- Record the performance of the capital increases up to the amount of the shares that will be effectively subscribed;
- Perform all operations and formalities either directly or through an agent;
- Make the modifications in the bylaws corresponding to the increases in share capital;
- And generally do everything that is necessary in order to perform the increase or successive increases in share capital.

Decides that this delegation cannot be used during periods of a public offering of the Company's shares.

The Board of Directors can subdelegate the decision power to carry out or not the issue to any person authorized by law, in accordance with the terms and conditions that it previously sets.

Twenty-fifth resolution

Determining the overall amount of the delegations conferred

The General Meeting, ruling under the quorum and majority required for extraordinary general meetings,

Having reviewed the Board of Directors' report,

Decides that:

- The overall maximum nominal amount of the capital increases that may be made under the delegations granted under the 16th, 17th, 18th, 19th, 21st, 22nd, 23rd, and 24th resolutions above is fixed at €5,880,425. It being understood that a supplemental amount of the shares to be issued is added to this ceiling in order to preserve the rights of the holders of the securities giving access to shares, in accordance with the legal or regulatory provisions and, as applicable, in accordance with the relevant contractual provisions.
- The overall maximum amount of debt securities that may be issued by virtue of these delegations made under the terms of the aforementioned resolutions is set at €80,000,000. It being specified that this amount will be increased, if necessary, by any redemption premium in excess of the par value, and that this limit does not apply to debt securities referred to in Articles L. 228-40, L. 228-36 and L. 228-92-A paragraph 3 of the French Commercial Code whose issue is decided or authorized by the Board of Directors as provided by Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company pursuant to Article L. 228-36- A of the French Commercial Code.

Twenty-sixth resolution

Authorization to be given to the Board of Directors to grant stock options or share purchase warrants

The General Meeting, ruling under the quorum and majority required for extraordinary general meetings,

Having reviewed the Board of Directors' report and the Statutory Auditors' report,

In accordance with the provisions referred to in Articles L. 225-177 to L.225-184 of the French Commercial Code,

Authorizes the Board of Directors with the ability to subdelegate to the CEO, to grant, during the period authorized by law, options giving a right to subscribe for new shares to be issued by the Company in an increase of its capital or the purchase of the Company's existing shares under the following conditions:

- The authorization concerns a maximum number of 470,440 options each for one share. It is reiterated that in any event, the Board of Directors must respect the statutory limit fixed by Articles L. 225-182 and R.225-143 of the French Commercial Code;
- Each option will give the right to subscribe or purchase one Company share with a nominal value of €0.25;
- The options would be granted to the members of the Company's salaried staff and/or corporate officers (or some of them) and of companies or economic interest groupings affiliated to the Company under the conditions of Article L225-180-I of the said code. It is stipulated that whilst the Company's shares are admitted to trading on a regulated market, the Board must be able to attribute stock options or purchase options to the Company's senior executives mentioned in the fourth subparagraph of Article L. 225-185 of the French Commercial Code in accordance with Article L. 225-186 of the Commercial Code,
- The total number of shares granted would give an entitlement to subscribe or purchase a total number of shares representing a maximum nominal amount of €117,610, i.e. a maximum 470,440 shares with a nominal value of €0.25 each corresponding to a maximum dilution percentage of 1% of the Company's share capital as of December 31, 2016. The nominal amount of the capital increases resulting from the exercise of the stock options granted under this authorization, and the award of free shares that can be granted under the terms of resolution 27 and 28 below cannot exceed a nominal amount of €176,410 representing a maximum of €705,640 shares corresponding to a maximum dilution percentage of 1.5% of the company's share capital as of December 31, 2016, not taking account of the nominal value of shares to be issued if necessary for adjustments made under the law and the applicable contractual provisions;
- The Board of Directors will determine the exercise price of the options on the day they are granted in accordance with the following terms:
- The price for stock options for new shares cannot be below the average share price quoted for the 20 trading days before the day the options are granted;
- The price for purchase options for existing shares cannot be below the average share price quoted for the 20 trading days before the day the options are granted or the average price for shares held by the Company on the day the option is granted, pursuant to Articles L.225-208 and L225-209 of the French Commercial Code;
- Each option must be exercised within a period of 10 years from the date they are granted at the latest.

- The options granted to executive officers of the Company will carry the following performance conditions, assessed in the short to medium term: advancement of three key programs of the Company, portfolio expansion through strategic transactions, stock price performance, financing and organization of the Company. These performance criteria and their weighting will be identical to those applicable for determining the variable remuneration of the CEO,

Consequently grant full powers to the Board of Directors to implement this authorization and notably, without this list being exhaustive:

- Determine the list of beneficiaries of the options and the number of options awarded to each of them;
- Decide the nature of the options - stock options or share purchase options;
- Set the terms and conditions for the options and adopt the rules for the plan including (i) all other performance conditions reflecting the Company's medium and long-term interest and/or remaining in the group in which the exercise of the option will be subject to, (ii) the dates or periods for exercising the options, it being understood that the Board of Directors can anticipate these dates or periods, maintain the exercisable nature of the options or modify the dates or periods of transfer and/or non-convertibility for the bearer of shares obtained through exercising the options, and (iii) any clauses prohibiting the immediate resale of all or part of the shares;
- If necessary limit, suspend, restrict or prohibit the exercise of the options or the transfer or delivery to bearer form of the shares obtained through exercising the options at certain periods or for certain events. Its decision can apply to all or some of the options or shares or concern all or some of the beneficiaries;
- Decide the vesting date, even a retroactive date, for the new shares resulting from exercising the options;
- Record the completion of the capital increases as to the amount of shares that will be subscribed by exercising the stock options, modify the bylaws accordingly, satisfy the formalities and on its own decision and discretion, deduct any costs generated by the issues from the issue premiums and deduct from them the sums required for allocating to the legal reserve;
- Take all measures and carry out all formalities required to list the newly issued shares.

This authorization cannot be used during periods of a public offering of the Company's shares.

This authorization includes, in favor of the beneficiaries of the options, an express waiver by the shareholders of their preferential subscription rights to shares that will be issued as the options are exercised.

The capital increase resulting from exercising options will be definitely obtained upon the exercise of the option accompanied by the subscription form and payment.

The Board of Directors shall inform each year the Ordinary General Meeting of the transactions carried out pursuant to this resolution, in accordance with the provisions of Article L.225-184 of the French Commercial Code.

This authorization, which annuls any previous authorization granting stock options or share purchase options, is given to the Board of Directors for a period of 38 months from this General Meeting, and the Board of Directors can use this authorization on one or several occasions.

Twenty-seventh resolution

Authorization granted to the Board to proceed with the granting of free shares existing or to be issued

The General Meeting, ruling under the quorum and majority required for extraordinary general meetings,

Having reviewed the Board of Directors' report and the Statutory Auditors' report,

In accordance with the provisions referred to in Articles L. 225-197-1 *et seq.* of the French Commercial Code,

Authorizes the Board, with the ability to subdelegate to the CEO, to grant free shares existing or to be issued by the Company, on one or more occasions, in favor of the employees of the Company or certain categories of them, and/or the Company's officers who meet the conditions established in paragraph II of Article L.225-197-1 of the French Commercial Code, and in favor of the employees of the companies or economic interest groups in which the Company directly or indirectly holds at least 10% of the capital or voting rights on the date the free shares are granted;

Specifies that as long as the Company shares are admitted for trading on a regulated market, the Board of Directors must be able to allocate free shares to the executive officers who satisfy the conditions stipulated in Article L. 225-197-1, II of the French Commercial Code, and comply with the provisions of Article L. 225-197-6 of the French Commercial Code,

Decides to set the total number of free shares that the Board can award under this authorization at 470,440 shares with a par value of €0.25 representing a nominal value of €117,610, corresponding to a maximum dilution of 1% of the company's share capital on December 31, 2016. It is specified that (i) the Board can never award a total number of free shares above the overall limit of 10% of the company's capital on the date of the decision to award them and (ii) the nominal amount of the capital increases from exercising the stock options granted under the 26th resolution above, the free shares granted under the 28th resolution and this resolution can never exceed a nominal amount of €176,410 representing a maximum of 705,640 shares corresponding to a maximum dilution percentage of 1.5% of the company's share capital as of December 31, 2016, not taking into account the par value of any shares to be issued due to adjustments made in accordance with the law and applicable contractual provisions;

Decides that the attribution of shares to their beneficiaries will be final, subject to satisfying the conditions or criteria determined by the Board of Directors at the end of a period of at least one (1) year (the Vesting Period) and the beneficiaries of these shares must, if necessary, hold them for a period determined by the Board of Directors (the Holding Period) that, combined with the Vesting Period, cannot be less than two (2) years. It is specified that the attribution of free shares to senior executives will be definite, subject to satisfying the following conditions of performance, assessed in the short to medium term: advancement of three key programs of the Company, portfolio expansion through strategic transactions, stock price performance, financing and organization of the Company. These performance criteria and their weighting will be identical to those applicable for determining the variable remuneration of the CEO,

Decides, notwithstanding the foregoing, that the shares shall be definitively allotted before the end of the Vesting Period in case of disability of the beneficiary corresponding to a classification in the second and third categories defined in Article L.341-4 of the French Social Security Code;

Decides that the shares allocated shall be freely transferable in the event of a request for allocation made by the heirs of a deceased beneficiary or in case of disability of the beneficiary corresponding to their classification in the aforementioned categories of the French Social Security Code;

Decides that the terms of the Vesting Period and the Holding Period shall be determined by the Board within the limits mentioned herein above;

Acknowledges that, in accordance with Article L.225-197-1 of the French Commercial Code, when the award relates to shares to be issued, this authorization automatically results in a waiver by the shareholders of their preferential subscription rights to the new shares issued - in favor of the beneficiaries of the free shares granted, the corresponding capital increase being definitively completed on the sole basis of the final allocation of the shares to the beneficiaries;

Acknowledges that, as appropriate, this decision results in a waiver by the shareholders in favor of the beneficiaries of free shares of the portion of reserves, profits, or premiums that, if any, will be used in the issuance of new shares after the Vesting Period, and for which all powers are delegated to the Board for accomplishing this;

Delegates to the Board all powers for the purpose of:

- Determining that there are sufficient reserves and, at each allocation, make a cash transfer to an unavailable reserve account for the amounts necessary in order to pay for the new shares to be granted;
- Determining the identity of the beneficiaries of the shares and the number of free shares that may be granted to each;
- Setting the conditions and, where applicable, the criteria for granting these shares,

Where applicable:

- Determining, at the appropriate time, the capital increases corresponding to any issue of new free shares granted;
- Carrying out, where necessary, the acquisition of shares necessary for the delivery of any existing free shares granted;
- Taking all useful measures so as to ensure meeting the holding obligation required of the beneficiaries;
- And, in general, doing whatever the implementation of this authorization should require;

This authorization cannot be used during periods of a public offering of the Company's shares.

This authorization, which annuls any previous authorization granting free shares, is given to the Board of Directors for a period of 38 months from this General Meeting and the Board of Directors can use this authorization on one or several occasions.

Twenty-eighth resolution

Authorization to be granted to the Board to proceed with the granting of free shares existing or to be issued

The General Meeting, ruling under the quorum and majority required for extraordinary general meetings,

Having reviewed the Board of Directors' report and the Statutory Auditors' report,

In accordance with the provisions referred to in Articles L. 225-197-1 *et seq.* of the French Commercial Code,

Authorizes the Board, with the ability to subdelegate to the CEO, to grant free shares existing or to be issued by the Company, on one or more occasions, in favor of the employees of the Company or certain categories of them, and/or the Company's officers who meet the conditions established in paragraph II of Article L.225-197-1 of the French Commercial Code, and in favor of the employees of the companies or economic interest groups in which the Company directly or indirectly holds at least 10% of the capital or voting rights on the date the free shares are granted;

Specifies that as long as the Company shares are admitted for trading on a regulated market, the Board of Directors must be able to allocate free shares to the executive officers who satisfy the conditions stipulated in Article L. 225-197-1, II of the French Commercial Code, and comply with the provisions of Article L. 225-197-6 of the French Commercial Code,

Decides to set the total number of free shares that the Board can award under this authorization at 470,440 shares with a nominal unit value of €0.25 representing a nominal value of €117,610, corresponding to a maximum dilution percentage of 1% of the company's share capital as of December 31, 2016. It is specified that (i) the Board can never award a total number of free shares above the overall limit of 10% of the company's capital on the date of the decision to award them and (ii) the nominal amount of the capital increases from exercising the stock options granted under the 26th resolution above, the awards of free shares granted under this resolution and the exercise of the share purchase warrants that could be issued under the 27th above and this resolution can never exceed a nominal amount of €176,410 representing a maximum of 705,640 shares corresponding to a maximum dilution percentage of 1.5% of the company's share capital as of December 31, 2016 not taking the nominal of any shares to be issued after adjustments made in accordance with the law and applicable contractual provisions into account;

Decides that the attribution of shares to their beneficiaries will be final, subject to satisfying the conditions or criteria determined by the Board of Directors at the end of a period of at least one (1) year (the Vesting Period) and the beneficiaries of these shares must if necessary keep them for a period determined by the Board of Directors (the Holding Period) that, combined with the Vesting Period, cannot be less than two (2) years.

States that (i) this authorization may be implemented by the Board of Directors exclusively to award a maximum number of free shares per beneficiary representing, on the basis of the weighted average over the last 5 trading days preceding the date of the grant of the relevant awarded free shares, an amount equal to 50% of the maximum individual variable remuneration of the person concerned for the year 2016 provided that it has not already been paid in cash, and (ii) the definitive acquisition of the free shares by the beneficiaries concerned will not be subject to performance conditions,

Decides, notwithstanding the foregoing, that the shares shall be definitively allotted before the end of the Vesting Period in case of disability of the beneficiary corresponding to classification in the second and third categories defined in Article L.341-4 of the French Social Security Code;

Decides that the shares allocated shall be freely transferable in the event of a request for allocation made by the heirs of a deceased beneficiary or in case of disability of the beneficiary corresponding to their classification in the aforementioned categories of the French Social Security Code;

Decides that the terms of the Vesting and Holding Periods shall be determined by the Board within the limits mentioned herein above;

Acknowledges that, in accordance with Article L.225-197-1 of the French Commercial Code, when the award relates to shares to be issued, this authorization automatically results in a waiver by the shareholders of their preferential subscription rights to the new shares issued in favor of the beneficiaries of free shares granted, the corresponding capital increase being definitively completed on the sole basis of the final allocation of the shares to the beneficiaries;

Acknowledges that, as appropriate, this decision results in a waiver by the shareholders in favor of the beneficiaries of free shares of the portion of reserves, profits, or premiums that, if any, will be used in the issuance of new shares after the Vesting Period, and for which all powers are delegated to the Board for accomplishing this;

Delegates to the Board all powers for the purpose of:

- Determining that there are sufficient reserves and, at each allocation, make a cash transfer to an unavailable reserve account for the amounts necessary in order to pay for the new shares to be granted;
- Determining the identity of the beneficiaries of the free shares to be granted and the number that may be granted to each;
- Setting the conditions and, where applicable, the criteria for granting these shares,

Where applicable:

- Determining, at the appropriate time, the capital increases corresponding to the possible issuance of new free shares;
- Carrying out, where necessary, the acquisition of shares necessary for the delivery of any existing free shares granted;
- Taking all useful measures to ensure meeting the holding obligation required of the beneficiaries;
- And, in general, doing whatever the implementation of this authorization should require pursuant to the laws in force;

This authorization cannot be used during periods of a public offering of the Company's shares.

This authorization, which annuls any previous authorization granting free shares, is given to the Board of Directors for a period of 38 months from this General Meeting and the Board of Directors can use this authorization on one or several occasions.

Twenty-ninth resolution

Delegation of authority to the Board to issue or award share purchase warrants to (i) members of the Board of Directors in office on the date the warrants are awarded who are not employees or senior corporate executives of the Company or one of its subsidiaries and (ii) persons bound by a service or consultant's contract to the Company or to one of its subsidiaries.

The General Meeting, ruling under the quorum and majority required for extraordinary general meetings,

Having reviewed the Board of Directors' report and the Statutory Auditors' report,

Delegates authority to the Board of Directors to award a maximum number of 470,440 common share purchase warrants giving each the right to subscribe for one share in the Company with a par value of €0.25 representing a nominal amount of €117,610 corresponding to a dilution of 1% of the Company's share capital at the close of the 2016 financial year, not taking into account the nominal value of any shares to be issued for the adjustments to be made in accordance with the law and if appropriate the applicable contractual provisions.

Decides that the issue price of a warrant will be determined by the Board of Directors on the day the said warrant is issued in accordance with its characteristics and will be at least equal to 5% of the average share price weighted by volume for the last five (5) trading days on the regulated market of Euronext Paris before the date the said warrant is allocated by the Board of Directors,

Decides to cancel, for these warrants, the shareholders' preferential subscription rights; these warrants can only be awarded to the following category of beneficiaries: (i) Members of the Board of Directors in office on the date of the award of the warrants who are not employees or senior executives of the Company or one of its subsidiaries or (ii) those bound to the Company or one of its Subsidiaries by a service or consultant's contract (the Beneficiaries).

Decides, in accordance with the provisions of Article L. 225-138-I of the French Commercial Code, to delegate to the Board of Directors the task of establishing the list of Beneficiaries and the number of warrants to be awarded to each designated Beneficiary,

Authorizes the Board of Directors, in accordance with the above terms, to proceed with the issue and granting of the warrants, in one or more times for each Beneficiary,

Decides to delegate to the Board of Directors for each Beneficiary, the terms and conditions of exercise of the warrants and, in particular, the issue price of the warrants, the exercise price and the timetable for exercising the warrants. It being understood that they must be exercised no later than ten (10) years from their issue date and that the warrants, which have not been exercised by the expiration of the ten (10) year period shall automatically expire;

Decides that as long as the Company's shares are listed for trading on a stock market or exchange, the subscription price of a common Company share upon exercising a warrant, which will be set by the

Board of Directors when the warrants are allocated, must be at least equal to the average price quoted for the 20 trading days before the warrant is attributed by the Board of Directors,

Decides that the common shares thus subscribed must be fully paid up at the time of their subscription, either by payment in cash, or by offsetting with due and payable debts;

Decides that the new shares issued to each Beneficiary during the exercise of its warrants will be subject to all the statutory provisions and will entitle the holder to receive dividends as of the first day of the year in which they were issued;

Decides that the Warrants will be transferable. They will be issued in registered form and will be recorded in a book entry,

Decides to issue 470,440 common shares at a par value of €0.25 each to which the holders of the Warrants would be entitled,

Reiterates that in accordance with Article L. 228-98 of the French Commercial Code:

- In case of a capital reduction due to a decrease in the number of shares, the rights of the warrant holders, in terms of the number of shares to be received upon exercise of the warrants, will be reduced accordingly, as if the warrant holders had been shareholders since the date of issue of the warrants;
- In case of a capital reduction due to a decrease in the par value of the shares, the subscription price of the shares to which the warrant is entitled will remain unchanged, the issue premium being increased by the amount of the decrease in the par value;

Decides in addition, that:

- In case of a capital reduction not due to a decrease in the par value of the shares, the subscription price of the shares to which the Warrants give right will be reduced by the same amount;
- In case of a capital reduction not due to a decrease in the number of shares, the holders of the warrants, if they exercise them, may request the buyback of their shares under the same conditions as if they had been shareholders at the time of the buyback by the Company of its own shares;

Decides, as set forth in Article L. 228-98 of the French Commercial Code, that the Company is authorized to modify its structure and its corporate purpose without having to request authorization from the warrant holders,

Reminds that, pursuant to the provisions of Article L. 228-98 of the French Commercial Code, the Company cannot modify the rules governing the way in which its earnings are distributed, nor write down its capital or create preferred shares leading to such a modification or such a write down unless authorized to do so under the conditions set forth in Article L. 228-103 of the French Commercial Code and subject to taking the measures necessary to maintain the rights of the holders of securities giving access to share capital in the conditions defined in Article L. 228-99 of the French Commercial Code or by the issue contract;

Authorizes the Company to require warrant holders to buy back or reimburse their rights as provided

in Article L.208-102 of the French Commercial Code;

Decides that, if it becomes necessary to make the adjustment provided for in Article L. 228-99 3^o of the French Commercial Code, this adjustment would be made via the method laid down in Article R. 228-91 of the French Commercial Code. It being understood that the value of the preferential subscription rights as well as the value of the share before detaching the subscription right would, if necessary, be determined by the Board of Directors based on the subscription, conversion, or price per share decided on during the last transaction carried out on the Company's capital (capital increase, contribution of shares, sale of shares, etc.) during the six (6) months prior to the meeting of the Board of Directors or, in the absence of such a transaction during this period, depending on any other financial criteria that appear relevant to the Board of Directors, which will be validated by the Company's Statutory Auditors;

Decides to give all powers to the Board of Directors to implement this delegation of authority, and for the purpose of:

- Issuing and granting warrants and approving the subscription price, exercise conditions, and the final terms of the warrants in accordance with the provisions of this resolution and within the limits laid down in this resolution;
- Determining the identity of the Beneficiaries of the warrants as well as the number to be awarded to each one of them;
- Establishing the price of the share upon exercise of the warrants under the aforementioned conditions;
- Certifying the number of common shares issued following the exercise of the warrants, carrying out the formalities subsequent to the corresponding capital increases and making the corresponding amendments to the Company's Articles;
- Taking any measure, in accordance with the legal and statutory provisions in force, and if necessary the applicable contractual provisions, in order to ensure the protection of the warrant holders in case of a financial transaction concerning the Company;
- In general, taking any measures and carrying out any appropriate formalities for this issue.

Decides that this delegation cannot be used during periods of a public offering of the Company's shares.

Decides that this authorization is granted for a period of twenty-six (26) months as of the date of this General Meeting and terminates any previous authorization having the same purpose.

Terms for participating in the General Meeting

Any shareholder can take part in the General Meeting irrespective of the number of shares they possess.

Proof of the right to participate in the General Meeting

The right to participate in the General Meeting is proved by the registration of the shares in an account in the name of the shareholder or the registered intermediary on the shareholder's behalf as of **April 24, 2017** at midnight Paris time, either in the registered share accounts held by Société Générale or in the bearer shares accounts held by the authorized intermediary account holder.

The recording or account registration of the shares in the bearer shares account held by an authorized intermediary is established by a certificate of participation issued by the intermediary in the Annex to the distance voting form or the proxy, or when the admission card is requested established in the shareholders name or on behalf of the shareholder represented by the registered intermediary. Certificates are also delivered to shareholders who wish to physically attend the General Meeting and who have not received an admission card by the second working day prior to the General Meeting at midnight Paris time.

Terms for participating in the General Meeting

A shareholder can participate in the General Meeting in several ways. The shareholder can (1) attend personally or (2) participate remotely by giving a proxy to the Chairman or any other individual or legal entity the shareholder chooses, or by returning the postal voting form.

1. Shareholders who wish to attend the General Meeting personally:

- A registered shareholder must request an admission card from Société Générale - Meetings Service – 32 Rue du Champ de Tir, BP 81236, 44312 Nantes Cedex 3 (fax:+33(0)2.51.85.57.01). If the shareholder has not received the card by the second working day before the General Meeting, the shareholder can go directly to the reception desk on the day of the Meeting with an identity document.
- Bearer shareholders must ask the authorized intermediary that manages their securities account for an admission card to be sent to them.

2. Shareholders who do not wish to attend the meeting personally but who would like to vote by mail or be represented by giving a proxy to the Chairman, their spouse or partner with whom they have concluded a civil partnership agreement or to any person can:

- For registered shareholders: Return the single voting form by mail, or vote by the proxy sent to the shareholder with the convening notice, to the following address: Société Générale - Meetings Service – 32 Rue du Champ de Tir, BP 81236, 44312 Nantes Cedex 3;
- For bearer shareholders: Request this form from the intermediary who manages your securities, starting from the date the General Meeting is convened. The single form for voting by post or by proxy must be accompanied by a certificate of participation issued by the financial intermediary and returned by the latter to the following address: Société Générale - Meetings Service – 32 Rue du Champ de Tir, BP 81236, 44312 Nantes Cedex 3.

The application for voting forms must be sent to Société Générale via the shareholders financial intermediary at least six days before the scheduled date for the meeting i.e. **April 20, 2017**.

Only the voting forms that have been properly completed received by Société Générale at the above address at least three days before the date planned for the meeting i.e. on **April 23, 2017** at the latest,

accompanied by the participation certificate issued by the authorized intermediaries for bearer shares will be taken into account.

Pursuant to the provisions of Article R225-79 of the French Commercial Code, the notification of the name and the revocation of a proxy can be made by email as follows:

- Registered shareholders must send an email to the following address: **ag2017@onxeo.com** stating his last name, first name, address and Société Générale identifier for registered shareholders (information available in the top left-hand corner of one's account statement) or the shareholder's identifier with his financial intermediary for registered shareholders as well as the last name, first name, and address of the designated or revoked proxy;
- Bearer shareholders must send an email to the following address: **ag2017@onxeo.com** stating his last name, first name, address, and bank references as well as the last name, first name, and address of the designated or revoked proxy. The shareholder must then ask the financial intermediary who manages his share account to send a written confirmation to Société Générale, Meetings Service, BP 81236, 32 Rue du Champ de Tir, 44312 Nantes Cedex 03.

So that the appointments or revocations of mandates, duly signed and completed, can be validly taken into account, they must arrive at the Company or Société Générale at the latest on:

- The day before the meeting i.e. **April 25, 2017 before 3 pm** (Paris time) for notifications by email;
- At least three days before the date of the meeting i.e. **April 23, 2017** for notifications by post.

It is specified that any shareholder who has already voted, sent a proxy or requested an admission card or a certificate of participation:

- Cannot choose any other method of participation;
- Can transfer all or some of his shares at any time. If the transfer occurs before **April 24, 2017 at midnight** Paris time the Company will invalidate or modify, depending on the case, the postal vote, the proxy, the admission card or the certificate of participation. To this end, the authorized account intermediary will inform the Company or its agent of the transfer, and send it the necessary information.

Requests to enter draft resolutions or items on the agenda

Requests to enter draft resolutions or items on the agenda of the General Meeting that satisfy the conditions of Articles L.225-105, R.225-71 and R.225-73 of the French Commercial Code presented by shareholders must, in accordance with the statutory provisions, arrive at ONXEO, 49, Boulevard du Général Martial Valin, 75015 Paris, by registered letter with acknowledgment receipt or by email on the **25th day** before the date of the General Meeting at the latest.

Such requests must be accompanied by an account registration certificate proving that the authors of the request either possess or represent the percentage of capital required by Article R.225-71 mentioned above. In addition, the examination by the General Meeting of the points or draft resolutions filed by the shareholders under the regulatory conditions is subject to the authors of the request transmitting a new certificate justifying the account registration of the shares under the same conditions on the third working day before the meeting.

The text of the draft resolutions presented by the shareholders and the list of items added to the agenda at their request will be put on line on the Company's website **www.onxeo.com**, if they satisfy the above conditions.

Written questions

All shareholders can submit written questions. These questions must be sent:

- To the head office at 49, Boulevard du Général Martial Valin, 75015 Paris, by registered letter with acknowledgment receipt addressed to the Chairman of the Board of Directors,
- To the following email address **ag2017@onxeo.com**,

four working days at the latest before the General Meeting i.e. **April 20, 2017**, accompanied by a certificate of registration either in the registered share account or in the bearer share account held by the authorized 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** from the 21st day prior to the General Meeting.

The Board of Directors