



THE ORPHAN ONCOLOGY INNOVATOR

HANDBOOK FOR THE GENERAL SHAREHOLDERS' MEETING

APRIL 26, 2017 AT 10:00 AM

As it is every year, the General Shareholders' Meeting is a high point for your Company. It provides you the opportunity to use your vote to support the growth of Onxeo and to engage in communication with its Directors.

Your participation this coming April 26 is important:

- ✎ You may vote by mail by using the attached form;**
- ✎ Or, you may use the attached form to authorize the President of the Meeting, or any other person present at the Meeting to vote for you;**
- ✎ Or, you may participate personally in the General Shareholders' Meeting at Onxeo's registered offices at 49 boulevard du Général Martial Valin, Paris 15th, at 10:00 AM.**

All of the documents relating to the General Shareholders' Meeting of April 26 are available on the Company's website on the page dedicated to General Shareholders' Meetings:

www.onxeo.com/en/investisseurs/assemblee-generale

You will also find all of the practical information regarding your participation in the general shareholders' meeting on the website.

NB: The purpose of this document is to summarize and explain the resolutions that will be submitted for your approval at the next meeting, for convenience and information purposes only. Since these are translated summaries, they cannot be considered exhaustive and do not have any legal value. In the case of a discrepancy between the summaries below and the official documents in French, the documents in French shall prevail.

We will be pleased to welcome you with breakfast beginning at 9:00 AM.



JUDITH GRECIET
Chief Executive Officer

Dear Madame, Dear Sir, Dear Shareholder,

In my role as Chief Executive Officer, I have the pleasure of calling you to our annual general shareholders' meeting which will be held on April 26, 2017 at the Onxeo offices.

This is a special time that allows us to present the progress of our projects to you and to share our vision of Onxeo's futures with you, in addition to benefiting from your contributions.

In 2016, we continued to implement our strategy to make your Company a key player in the field of rare cancers.

We are extremely proud to have been able to enrich our portfolio with a very high value strategic asset by acquiring the company DNA Therapeutics and its Dbait technology, a gem that places Onxeo at the technological forefront of tumor DNA repair inhibition. The «first-in-class» product resulting from this new technology, AsiDNA™, has already proven its concept through intra-tumoral use in patients suffering from metastatic melanoma, and has considerable therapeutic potential, in mono-therapy or in combination, for the treatment of numerous cancers. Since the acquisition, Onxeo has pursued the development of this product, specifically by improving the production process, and through numerous pre-clinical activities, with the goal of entering the clinical phase at the end of this year, in order to demonstrate the promise of AsiDNA™ administered systemically (IV).

We have also made concrete progress in the development of our other two programs.

We finalized the recruitment of patients in ReLive, the phase III Livatag® study of 2nd line treatment of advanced hepatocellular carcinoma (HCC) and we are doing everything necessary to be able to announce the preliminary results of this study in mid-2017. The unique mechanism of action of Livatag® has the advantage of fighting against tumor resistance mechanisms that develop against chemotherapies, as the results of the new clinical studies we presented to the AACR in 2017 demonstrate. In order to develop

the value of this asset beyond ReLive, we are pursuing our plan to explore the promise of Livatag® in combination with other anti-cancer agents and/or for other types of tumors, such as cancer of the pancreas.

Finally, we have initiated an ambitious plan for belinostat (Beleodaq®) in order to evaluate the possibilities of using it for new indications, beyond the treatment of peripheral T-cell lymphoma (PTCL), for which it is already being marketed in the United States. As part of this plan, we are developing an oral formulation which would be a net benefit for patients in terms of ease of use, especially in the case of administration in combination with other anti-cancer treatments, but would also be a real competitive advantage, and would open a path to supplementary patent protection. A prototype of the oral formulation has already been tested in a pre-clinical study and, at the same time, we have already obtained very encouraging pre-clinical results on solid tumors by combining Beleodaq® with immuno-oncology agents. Naturally, these advances have required dedicated financing and our profile as a biotechnology company with a diversified portfolio caught the attention of qualified investors, specifically Americans, during a private placement of 12.5 M Euros conducted at the end of 2016. We closed the fiscal year with 29.2 M Euros in net cash, which provides us with financial visibility until the beginning of 2018.

Today, Onxeo has a number of advantages in the pursuit of its development:

- ✔ strategic positioning in the orphan oncology sector which is characterised by unmet medical needs and opens large potential markets;
- ✔ a balanced and diversified portfolio of candidate products, based on innovative technologies that are intended to respond to these needs, in addition to providing opportunities to create short, medium and long term value for investors who want to support the company;
- ✔ solid and experienced scientific and managerial teams, profiting from an international culture, a key success factor for becoming a global leader in its sector.

Your participation at the general shareholders' meeting, and your vote, are critical contributions enabling us to understand you and to discuss these different areas with you.

The resolutions that we will submit to your vote at this meeting are the essential platform for our progress and for the strengthening of our advantages. We count on your support in order to execute our strategy in a more and more competitive biotechnology sector, and to continue to increase the value of the assets of your company.

AGENDA

FOR THE GENERAL SHAREHOLDERS' MEETING OF APRIL 26, 2017

REVIEW OF THE HIGH POINTS OF 2016 AND PRESENTATION OF THE 2017 OUTLOOK, IN THE PRESENCE OF THE CHAIRMAN OF THE BOARD OF DIRECTORS AND OF THE COMPANY'S MANAGEMENT

RESOLUTIONS TO BE PRESENTED TO THE ORDINARY GENERAL SHAREHOLDERS' MEETING:

#1 and 2: Approval of the corporate accounts and consolidated annual financial statement for the fiscal year ending on December 31, 2016.

#3: Allocation of the profits (losses) for the fiscal year ending on December 31, 2016.

#4: Agreements covered by Articles L. 225-38 et seq. of the Commercial Co.

#5 to 8: Renewal of the mandates of Board Members and nomination of new Board Members.

#9: Renewal of the Auditor's mandate.

#10: Setting of the amount of Directors' fees allocated to the members of the Board of Directors.

#11 and 12: Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable and exceptional elements comprising the total compensation and benefits of any kind paid to the Chairman of the Board of Directors and the Chief Executive Officer for fiscal year 2017.

#13: Approval of settlement of the options subscription or shares purchasing plan of July 2016.

#14: Authorisation for the Board of Directors to conduct transactions relating to its own shares.

RESOLUTIONS TO BE PRESENTED TO THE EXTRA-ORDINARY GENERAL SHAREHOLDERS' MEETING:

#15: Authorisation to the Board of Directors to reduce share capital by cancelling shares in the context of the authorisation of the Company re-purchase its own shares.

Delegations of authority to the Board of Directors to increase share capital by issuing common shares or any transferable securities:

a) #16 with preferential subscription rights for shareholders,

b) #17 without preferential subscription rights for shareholders by means of a public offering or **#18** for the benefit of qualified investors or a small group of investors and

#20, by setting the issuing price at the limit of 10% of share capital, and,

#19 increasing the amount of the potential issues above with or without first right of subscription;

c) #21: without preferential subscription rights for shareholders for the benefit of a category of persons who meet determined characteristics

d) #22: without preferential subscription rights for shareholders for the benefit of a category of persons in the context of a financing line in equity capital

#23: Delegation of authority to the Board of Directors to increase share capital by exchange of shares outside of a public exchange offer, in order to have access to the share capital of third party companies (up to the limit of 10% of share capital)

#24: Authorisation to the Board of Directors to increase share capital by issuing shares and transferable securities giving access to the share capital of the Company for the benefit of employees who are members of the Group savings plan.

#25: Setting global limits for the amount of issues made.

#26: Authorisation to the Board of Directors to grant subscription options or share purchase options for the Company to managers and employees.

#27 and 28: Authorisation to the Board of Directors to allocate existing shares at no cost or to issue shares for the benefit of managers and employees.

#29: Delegation of authority to the Board of Directors for the purpose of issuing and allocating warrants with deletion of the right of first subscription for shareholders for the benefit of members of the Company's Board of Directors who are not employees or managers and for persons connected to the Company by service or consulting contracts or to one of its affiliates.

PRESENTATION OF PROPOSED RESOLUTIONS

FIRST AND SECOND RESOLUTIONS **APPROVAL OF THE CORPORATE ACCOUNTS AND CONSOLIDATED FINANCIAL STATEMENTS**

PURPOSE: The first two resolutions submit for your approval the corporate accounts and consolidated financial statements for 2016.

We also invite you to refer to the management report of the Board of Directors.

FIRST RESOLUTION (Ordinary)

The general shareholders' meeting, ruling under conditions of quorum and majority required for ordinary general shareholders' meetings, approves the corporate accounts for the fiscal year ending December 31, 2016.

SECOND RESOLUTION (Ordinary)

The general shareholders' meeting, ruling under conditions of quorum and majority required for ordinary general shareholders' meetings, approves the consolidated financial statements for the fiscal year ending December 31, 2016.

THIRD RESOLUTION **ALLOCATION OF PROFITS / LOSSES**

PURPOSE: The third resolution corresponds to the proposal of the Board of Directors for the allocation of the profits/losses for the fiscal year ending on December 31, 2016.

THIRD RESOLUTION (Ordinary)

The general shareholders' meeting:

- records that the loss for the fiscal year is 21,236,246 Euros,
- decides that the entirety of this loss shall be allocated to the «carry forward» debit account, which therefore is raised from the amount of 141,544,626 Euros to 162,780,872 Euros.

FOURTH RESOLUTION **APPROVAL OF REGULATED AGREEMENTS**

PURPOSE: The fourth resolution submits to your approval the regulated agreements cited in **Articles L. 225-38 and following of the commercial code.**

Only the consulting contract with the company P JL Consulting, led by Patrick Langlois, was concluded during the fiscal year. This agreement ended on January 22, 2016, at the date of removal of Patrick Langlois from his duties as Chairman and member of the Board of Directors.

FOURTH RESOLUTION (Ordinary)

The general shareholders' meeting records that no new agreement was concluded during the past fiscal year.

FIFTH TO EIGHTH RESOLUTIONS

NOMINATION DE DEUX NOUVEAUX ADMINISTRATEURS ET RENOUVELLEMENTS DE MANDATS

PURPOSE: The Company desires to benefit from the support of a high-quality Board of Directors with an international standing, to guide and support the Company in its goals.

Madame Judith Greciet joined the Company in 2011, as Chief Executive Officer, and it is in this context that she exercises her mandate as board member. The Financier de la Montagne, first shareholder of the company, has, since 2008, been an active and loyal supporter of the Company. In recent years, he has made a significant contribution on the Board of Directors from the point of view of a shareholder.

These two mandates expire at the end of the general shareholders' meeting on April 26 2017, and we request their renewal be approved. Mr. Russell Greig resigned from his mandate as a board member, effective at the end of this general shareholders' meeting, for personal reasons. Mr. David Solomon, whose second mandate will expire at the end of this general shareholders' meeting, has agreed that the renewal of his mandate not be included in today's agenda, since it is specified by the internal rules of the Board of Directors.

Therefore, the Board wishes to welcome two new members, Mesdames Christine Garnier and Elvira Sanz, who are both leading figures in the healthcare industry. Each of them has more than 20 years of experience, Madame Garnier in particular in strategy advising for the healthcare, pharmaceutical laboratory and biotech industries, and Madame Sanz in the strategic areas of international marketing and commercialisation. We ask you to approve their nominations as new members of the Board of Directors. Their nominations will bring the percentage of women on the Board of Directors to more than 40%.

FIFTH RESOLUTION (Ordinary)

The general shareholders' meeting:

- records that the mandate as a Director of Madame Judith Greciet will expire at the end of this meeting,
- decides to renew her mandate for a new period of 3 years, expiring at the end of the ordinary general shareholders' meeting to be held in 2020.

SIXTH RESOLUTION (Ordinary)

The general shareholders' meeting:

- records that the mandate as a Director of Financière de la Montagne will expire at the end of this meeting,
- decides to renew its mandate for a new period of 3 years, expiring at the end of the ordinary general shareholders' meeting to be held in 2020.

SEVENTH RESOLUTION (Ordinary)

The general shareholders' meeting nominates Madame Christine Garnier as a member of the Company's Board of Directors for a duration of 3 years, expiring at the end of the ordinary general shareholders' meeting to be held in 2020.

EIGHTH RESOLUTION (Ordinary)

The general shareholders' meeting nominates Madame Elvira Sanz as a member of the Company's Board of Directors for a duration of 3 years, expiring at the end of the ordinary general shareholders' meeting to be held in 2020.

NINTH RESOLUTION

RENEWAL OF THE STATUTORY AUDITOR'S MANDATE

PURPOSE: The tenth resolution submits for your approval the renewal of the mandate of the auditors, Ernst & Young Audit.

This firm has an international network, with renowned expertise and vast experience in the healthcare and biotech sectors, both important attributes for Onxeo. The Company wishes to renew its mandate for a period of 6 years. The nomination of a substitute auditor is not required since the current auditor is not a physical person or a single-member moral person. Therefore, it is not necessary to renew the mandate of the company Auditex.

NINTH RESOLUTION (Ordinary)

The general shareholders' meeting:

- notes that the mandates of the current auditor, Ernst & Young Audit, and of the substitute auditor, AUDITEX, expire at the end of this general shareholders' meeting,
- decides to renew the mandate of the current auditor, Ernst & Young Audit, for a period of 6 fiscal years, until the end of the ordinary general shareholders' meeting convened to approve the accounts of fiscal year 2022,
- decides not to renew the mandate of the substitute auditor, the company Auditex.

TENTH RESOLUTION

SETTING THE AMOUNT OF DIRECTORS' FEES

PURPOSE: The tenth resolution submits for your approval the amount of directors' fees allocated to the members of the Board of Directors.

We request that you approve the increase of the overall budget for Directors' fees from 220,000 Euros to 260,000 Euros, in order to enable the company to call a larger number of sessions of the Board and its committees.

TENTH RESOLUTION (Ordinary)

The general shareholders' meeting decides to set the amount of Directors' fees allocated to the members of the Board of Directors at 260,000 Euros for fiscal year 2017. The same sum shall be allocated for each succeeding fiscal year.

ELEVENTH AND TWELFTH RESOLUTIONS

APPROVAL OF THE PRINCIPLES AND CRITERIA FOR DETERMINING DISTRIBUTING AND ALLOCATING THE FIXED, VARIABLE AND EXCEPTIONAL ELEMENTS COMPRISING THE COMPENSATION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS AND THE CHIEF EXECUTIVE OFFICER

PURPOSE: The eleventh and twelfth resolutions submit for your approval, in application of Law No. 2016-1691 of December 9, 2016 (Sapin Law or «Say-on-Pay»), of the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional elements comprising the compensation of the Chairman of the Board of Directors and of the Chief Executive Officer.

The compensation of the Chairman of the Board of Directors and of the Chief Executive Officer is set taking into consideration the compensation reported for the sector in an international setting, and as a function of their experience profile. The principles and criteria used are described in the report prepared by the Board of Directors in application of the provisions of Article L. 225-37-2 of the Commercial Code, annexed to the management report.

ELEVENTH AND TWELFTH RESOLUTIONS (Ordinary)

The general shareholders' meeting approves the principles and criteria for the determination, distribution and allocation of the fixed, variable and exceptional elements comprising the total compensation and benefits of any kind presented in the above-cited report that are allocatable for fiscal year 2017:

- to Mr. Joseph Zakrzewski in his position as Chairman of the Board,
- to Madame Judith Greciet in her position as Chief Executive Officer.

THIRTEENTH RESOLUTION

APPROVAL OF THE SETTLING OF THE SUBSCRIPTION OPTIONS OR SHARE PURCHASE PLAN ADOPTED BY THE BOARD OF DIRECTORS ON 27 AND 28 JULY 2016

PURPOSE: THE THIRTEENTH RESOLUTION SUBMITS FOR YOUR APPROVAL THE SETTLING OF THE SUBSCRIPTION OPTIONS OR SHARE PURCHASE PLAN ADOPTED BY THE BOARD OF DIRECTORS ON 27 AND 28 JULY 2016.

This approval is linked to the allocation made for the benefit of employees of the affiliate Onxeo US Inc., operative since the beginning of 2016. In fact, along with the US Internal Revenue Code requiring it in order to allow allocation of «incentive stock options» specified in the Plan for the benefit of American tax residents, it must be approved by the general shareholders' meeting of the Company within a period of one year beginning with the date of its adoption by the Board of Directors, for which reason this plan is submitted for your approval. This allocation is part of the annual general allocation made for the benefit of the Chief Executive Officer and all of the employees of the group.

THIRTEENTH RESOLUTION (Ordinary)

The general shareholders' meeting approves the plan for the subscription options or share purchase plan adopted by the Board of Directors on 27 and 28 July 2016.

FOURTEENTH AND FIFTEENTH RESOLUTIONS

AUTHORIZATION OF THE BOARD OF DIRECTORS TO CONDUCT TRANSACTIONS RELATING TO THE COMPANY'S SHARES

PURPOSE: The fourteenth and fifteenth resolutions are intended to renew the authorisations, already granted last year, to repurchase shares of the Company, to cancel them, and to reduce share capital.

Since 2006, the shares repurchase program has been implemented exclusively in the context of the liquidity contract managed by CM-CIC Securities.

FOURTEENTH RESOLUTION (Ordinary)

The general shareholders' meeting authorizes the Board of Directors to acquire shares:

- for a period of 18 months,
- up to the limit of 10% of the share capital,
- for a maximum amount of 1M Euros,
- with a maximum purchase price of 15 Euros.

The authorisation may be used to:

- ensure the liquidity of the Company's shares in the context of a liquidity contract,
- honour the obligations related to the share purchase options, no-cost allocations of shares, employees' saving plan, or other allocations of shares to employees and managers of the Company or of the companies connected to it,
- to award shares upon the exercise of rights attached to transferable securities granting immediate or future rights to capital;
- to purchase shares for safeguarding and later awarding in exchange for or payment of possible transactions for external growth,
- to use for any goal that may be authorised by the law or any market practice that may be allowed by the market authorities, with the specification that, in such a hypothetical situation, the Company shall inform its shareholders by means of a communiqué.

FIFTEENTH RESOLUTION (Extraordinary)

The general shareholders' meeting authorises the Board of Directors to cancel all or part of the shares acquired by the Company and to reduce share capital:

- for a period of eighteen (18) months beginning with the date of this meeting,
- up to the limit of 10% of the share capital,
- one or more times, for a period of twenty-four (24) months.

SIXTEENTH TO TWENTY-FIFTH RESOLUTIONS

INCREASE IN SHARE CAPITAL WITH OR WITHOUT THE MAINTENANCE OF THE RIGHT OF FIRST SUBSCRIPTION FOR THE SHAREHOLDERS AND SETTING OF THE RELATED LIMITS

PURPOSE: These authorisations will give the Company the necessary flexibility to finance its future growth and, specifically, its investments in R&D in orphan oncology.

In the current financial markets context, which is very volatile due to macro-economic factors, we are convinced that a biotechnology company must have a wide range of delegations, adapted to very fluid market conditions, enabling Onxeo to react as needed to opportunities that are a function of market conditions, and in the interest of all shareholders. These financing opportunities may facilitate, for example, the implementation of additional studies and experiments allowing the acceleration of the development of a flagship program, the extension of the field of these potential applications or even the acquisition of a new technology. Giving priority to its current shareholders remains the path preferred by the Company, when the amounts sought, the market conditions and the deadlines make it possible. This is why we are asking you to give your Company all the means of such flexibility by approving this very complete series of delegations regarding the increase of capital. These delegations may not be used during a public offering of the Company's securities.

SIXTEENTH RESOLUTION

INCREASE OF SHARE CAPITAL WITH PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS

PURPOSE: This delegation gives the Company the means to finance its growth, and specifically its R&D investments, by calling on the priority of its shareholders, thus enabling a larger number of them to invest in the increase in share capital.

Delegation of authority to be granted to the Board of Directors with a view to increasing the capital through the issue of ordinary shares or of any securities giving access to the capital:

- with preferential subscription rights for shareholders,
- for a maximum amount of 50% of the share capital as of December 31, 2016, or a total of 23,521,702 shares,
- of adding, in certain cases, a right of subscription for excess shares that will be exercised in proportion to the rights of shareholders and up to the limit of their requests,
- Duration of the delegation: 26 months.

SEVENTEENTH AND EIGHTEENTH RESOLUTIONS

INCREASE OF SHARE CAPITAL BY MEANS OF A PUBLIC OFFERING - FOR THE BENEFIT OF QUALIFIED INVESTORS

PURPOSE: These delegations give the Company the means to raise capital from new investors, physical persons or institutions, thus facilitating a diversification of share capital.

SEVENTEENTH RESOLUTION (Extraordinary)

Delegation of authority to be granted to the Board of Directors with a view to increasing the capital through the issue of ordinary shares or of any securities giving access to the capital:

- without preferential subscription rights for shareholders by means of public offering,
- with the possibility of preferential subscription rights to excess shares for shareholders,
- for a maximum amount of 50% of the share capital as of December 31, 2016, or a total of 23,521,702 shares,
- with a maximum discount of 5%,
- Duration of the delegation: 26 months.

EIGHTEENTH RESOLUTION (Extraordinary)

Delegation of authority to the Board of Directors to increase share capital through the issue of ordinary shares or of securities giving access to the capital:

- without preferential subscription rights for shareholders, for the benefit of qualified investors or a small group of investors,
- for a maximum amount of 20% of the share capital as of December 31, 2016, or a total of 9,408,680 shares,
- with a maximum discount of 5%,
- Duration of the delegation: 26 months.

NINETEENTH AND TWENTIETH RESOLUTIONS

INCREASE IN THE AMOUNT OF ISSUES WITH OR WITHOUT THE RIGHT OF FIRST SUBSCRIPTION - SETTING THE PRICE AT THE LIMIT OF 10% OF SHARE CAPITAL

PURPOSE: It is useful, in the case of the success of a transaction, to be able to offer a greater number of securities than the initially specified number. This is the purpose of the nineteenth resolution. The twentieth resolution enables, within the limit of 10% of share capital, a greater flexibility in determining the transaction price.

NINETEENTH RESOLUTION (Extraordinary)

(resolutions 16 to 18 above, «green shoe» clause)

The general shareholders' meeting delegates to the Board of Directors the authority to increase the amount of the issues completed with the first right of subscription:

- within 30 days after the closing of the subscription,
- at the same price as that used for the initial issue
- within the limit of 15% of the initial issue,
- Duration of the delegation: 26 months.

TWENTIETH RESOLUTION (Extraordinary)

Authorisation of the Board of Directors to set the issue price up to the limit of 10% of share capital:

- with this price being at least equal to the average weighted price of the last three sessions of the stock market preceding its setting,
- with a maximum discount of 20%.



TWENTY-FIRST AND TWENTY-SECOND RESOLUTIONS

INCREASE OF SHARE CAPITAL FOR THE BENEFIT OF A CATEGORY OF PERSONS MEETING DETERMINED CHARACTERISTICS AND FOR THE BENEFIT OF A CATEGORY OF PERSONS IN THE CONTEXT OF A LINE OF FINANCING IN EQUITY CAPITAL

PURPOSE: The twenty-first resolution gives the Company additional flexibility to finance its future growth, by specifically allowing it to accept the capital contributions of institutional investors and international investors specializing in the biotechnologies sector.

This will allow us to anchor share capital around a node of stable investors, who will support the Company over the long terms and to increase the Company's attractiveness internationally. This anchoring is also important in order to reduce share volatility and may have a positive effect on its valuation. The twenty-second resolution would furthermore allow the Company to rely on the liquidity of its shares in the context of an equity capital financing line.

TWENTY-FIRST RESOLUTION **(Extraordinary)**

Delegation of authority to the Board of Directors to increase share capital through the issue of ordinary shares or of securities giving access to the capital:

- without preferential subscription rights for shareholders,
- for the benefit of investment companies and funds usually investing in «small caps or mid-caps» companies in the biotechnology sector and participating in the increase in share capital:
 - for a unit investment amount greater than 100,000 Euros (issue premium included),
 - up to a limit of 25 subscribers,
- and/or industrial companies active in the biotechnology sector and investing in the share capital of the Company when concluding a commercial agreement or partnership with the Company,
 - for a unit investment amount greater than 100,000 Euros (issue premium included),
 - up to a limit of 5 subscribers,
- Issue ceiling: 20% of share capital as of December 31, 2016, or 9,408,680 shares,
- Issue price of shares: weighted average of the prices on last 3 trading days preceding the setting of the price, less any maximum discount of 25%,
- Duration of the delegation: 18 months.

TWENTY-SECOND RESOLUTION **(Extraordinary)**

Delegation of authority granted to the Board of Directors to increase the share capital by issuing common shares or transferable securities giving access to the share capital for the benefit of a category of persons in the context of an equity capital line of financing:

- without preferential subscription rights for shareholders,
- for the benefit of any credit institution, any investment services provider or member of an investment banking syndicate undertaking to ensure the increase of share capital or of any issue that may involve a long-term increase in share capital in the context of implementing an equity capital line of financing,
- Issue ceiling: 10% of share capital as of December 31, 2016, or 1.176.085 shares,
- Issue price of shares: weighted average of the prices on last 3 trading days preceding the setting of the price, less any maximum discount of 5%,
- Duration of the delegation: 18 months.

TWENTY-THIRD RESOLUTION

INCREASE OF SHARE CAPITAL IN THE CONTEXT OF SHARE FINANCING GIVING ACCESS TO THE SHARE CAPITAL OF ANOTHER COMPANY

PURPOSE: This authorisation enables the issuing of shares in order to finance external growth transactions or increased investments in the share capital of other companies.

Such transactions are intended to strengthen the Company's portfolio in the orphan oncology sector. Onxeo used this resolution in 2016 for the acquisition of the company DNA Therapeutics, announced on February 29, thus giving access, at a limited cost, to an extremely promising cutting edge technology for the treatment of cancer. We request that you renew this authorisation in order to give the Company flexibility in the strengthening of its assets in the future.

TWENTY-THIRD RESOLUTION (Extraordinary)

The general shareholders' meeting delegates to the Board the authority to decide to issue shares in order to compensate for access to the capital of third party companies:

- outside of a public exchange offering
 - up to the limit of 10% of share capital at the date of the transaction,
 - the maximum nominal amount of debt securities permitted to be issued under the aforementioned delegations is set at 20.000.000 Euros,
 - Duration of the delegation: 26 months.
-

TWENTY-FOURTH RESOLUTION

INCREASE OF SHARE CAPITAL RESERVED FOR EMPLOYEES

PURPOSE: The twenty-fourth resolution results from an obligation from the French Commercial Code. Each year, the Board recommends to you to reject it as Onxeo repeatedly implements incentive stock option plans allowing its employees access to share capital. These plans are the subjects of resolutions 26, 27 and 28 below.

TWENTY-FOURTH RESOLUTION (Extraordinary)

The general shareholders' meeting delegates to the Board of Directors its authority to implement an increase in share capital:

- without preferential subscription rights for shareholders,
 - for the benefit of the Corporate Savings Plan dedicated to employees,
 - up to the limit of a nominal maximum amount of 25,000 Euros, or 100,000 shares,
 - Duration of the delegation: 26 months.
-

TWENTY-FIFTH RESOLUTION

SETTING OF THE LIMITS OF THE INCREASES IN SHARE CAPITAL

PURPOSE: The twenty-fifth resolution defines the context for the increases in share capital by setting the global ceiling for all of the increases of share capital at a maximum of 50% of share capital as of December 31, 2016.

TWENTY-FIFTH RESOLUTION (Extraordinary)

The general shareholders' meeting decides that:

- the nominal maximum global amount of increases in share capital that may be completed is set at 5,880,425 Euros, or about 50% of share capital,
 - the minimum nominal amount of debt securities permitted to be issued under the aforementioned delegations is set at eighty million (80.000.000) Euros.
-

TWENTY-SIXTH, TWENTY-SEVENTH, TWENTY-EIGHTH AND TWENTY-NINTH RESOLUTIONS

AUTHORISATIONS TO BE GRANTED TO THE BOARD OF DIRECTORS IN THE CONTEXT OF INCENTIVISING EMPLOYEES, MANAGERS, BOARD MEMBERS AND CONSULTANTS

PURPOSE: These authorisations allow the Company to attract and retain superior employees and to ensure their loyalty over the long term in order to safeguard key expertise that are among the competitive advantages of the Company, by offering them attractive tools to access share capital. The proposals are:

- subscriptions or purchase options for shares for employees and managers
- bonus shares for employees and managers

with the understanding that the options and/or bonus shares granted to corporate officers of the Company shall have performance conditions attached.

They also are intended, by allocations of share subscription rights, to ensure, specifically, the attractiveness, for members of the Board of Directors which today includes persons of international reputation who have acknowledged experience in the domains of the healthcare sector, of biotechnologies, of corporate development and finance, as well as for key consultants of the Company.

Regarding the compensation of corporate officers, we invite you to consult the report prepared by the Board of Directors in application of the provisions of Article L. 225-37-2 of the Commercial Code, annexed to the management report.

TWENTY-SIXTH RESOLUTION (Extraordinary)

The general shareholders' meeting authorizes the Board of Directors to allocate share subscription options:

- Beneficiaries: executives and employees,
- Maximum: 470,440 options (1% of share capital of the Company as of December 31, 2016),
- Exercise price: average for the closing of the 20 preceding sessions,
- Period for the exercise of options: 10 years,
- Conditions for obtaining options for managers:
 - progress of three key programs of the Company,
 - broadening of the portfolio by strategic transactions,
 - performance on the stock market,
 - financing and organisation of the Company,
- Duration of the delegation: 38 months.

TWENTY-SEVENTH RESOLUTION (Extraordinary)

The general shareholders' meeting authorizes the Board of Directors to allocate bonus shares:

- Beneficiaries: executives and employees,
- Maximum: 470,440 options (1% of share capital of the Company as of December 31, 2016),
- Conditions for definitive allocation for managers:
 - progress of three key programs of the Company,
 - broadening of the portfolio by strategic transactions,
 - performance on the stock market,
 - financing and organisation of the Company,
- Period for acquisition/holding: 2, years at a minimum,
- Duration of the delegation: 38 months.

TWENTY-EIGHTH RESOLUTION (Extraordinary)

The general shareholders' meeting authorises the Board of Directors to allocate bonus shares for a value equal to 50% of the maximum variable individual compensation of interested parties in the context of the 2016 fiscal year, with the Company having decided to settle in cash only 50% of this variable compensation with the goal of preserving cash:

- Beneficiaries: executives and employees,
- Maximum: 470,440 options (1% of share capital of the Company as of December 31, 2016),
- Maximum per beneficiary: 50% of the variable individual compensation of the beneficiary on the basis of the average weighted price for the 5 preceding sessions,
- Period for acquisition/holding: 2 years at a minimum,
- Duration of validity of this delegation: 38 months.

TWENTY-NINTH RESOLUTION (Extraordinary)

The general shareholders' meeting authorizes the Board of Directors to allocate share subscription warrants (SSW):

- Beneficiaries: Administrators who are neither employees or executives, and service providers or consultants,
- Maximum: 470,440 options (1% of share capital of the Company as of December 31, 2016),
- Each SSW gives the right to subscribe to one share of the Company,
- Issue price at least equal to 5% of the average weighted price by volume for the five (5) last sessions of the stock market,
- Subscription price: average for the closing of the 20 preceding sessions,
- Validity of the warrants: 10 years,
- Duration of validity of this delegation: 18 months.



THE ORPHAN ONCOLOGY INNOVATOR

49 Bd du Général Martial Valin
75015 Paris - France
www.onxeo.com

Tel. +33 (0)1 45 58 76 00
Fax +33 (0)1 45 58 08 81
contact@onxeo.com

A French «Société anonyme»
with a share capital of 11 760 851 €
RCS Paris B 410 910 095
VAT intra FR74 410 910 095