



DOCUMENTS RELATED TO  
THE GENERAL MEETING OF SHAREHOLDERS  
OF APRIL 26, 2019

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This document is a free translation (the "Translation") of Onxeo's "BROCHURE DE CONVOCATION: ASSEMBLÉE GÉNÉRALE DES ACTIONNAIRES", dated April 5, 2019. This Translation is provided for convenience and information purposes only. In the event of any ambiguity or conflict between the statements or other items contained herein and the corresponding statements in the French language "BROCHURE DE CONVOCATION: ASSEMBLÉE GÉNÉRALE DES ACTIONNAIRES", the "BROCHURE DE CONVOCATION: ASSEMBLÉE GÉNÉRALE DES ACTIONNAIRES" shall prevail.

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A French « Société Anonyme »  
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**On April 5, 2019**

Ladies and gentlemen,

In your capacity as shareholders of ONXEO, you are convened to an Ordinary and Extraordinary General Meeting which will be held on **April 26, 2019** at 10:00 a.m. at **Hôtel Mercure Paris Vaugirard Porte de Versailles, 69 boulevard Victor, 75015 Paris** (France). In the absence of a quorum, a new general meeting will be held on May 22, 2019 at 1 p.m., at the same location.

Enclosed are the following documents:

- Report of the Board of Directors, which includes the agenda of the Annual General Meeting ;
- Text of the resolutions ;
- Activity Summary Report ;
- Request for the sending of additional documents
- Methods of participating in the General Meeting

<p><b>REPORT OF THE BOARD OF DIRECTORS TO THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF APRIL 26, 2019</b></p>
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Ladies and Gentlemen,

We are holding this Ordinary Shareholders' Meeting to submit for your approval resolutions which fall partly within the remit of the Ordinary General Meeting.

You are therefore requested to decide on the following agenda:

- reading of the Board's management report, including the report on corporate governance, and presentation by the Board of the annual and consolidated financial statements for the fiscal year ended 31 December 2018;
- reading of the statutory auditors' reports on the annual and consolidated financial statements for the year ended 31 December 2018, on corporate governance and the regulated agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code;
- first resolution: approval of the annual financial statements for the fiscal year ended 31 December 2018;
- second resolution: approval of the consolidated financial statements for the fiscal year ended 31 December 2018;
- third resolution: allocation of profit or loss for the fiscal year ended 31 December 2018;
- fourth resolution: examination of the regulated agreements referred to in Articles L. 225-38 *et seq.* of the Commercial Code;
- fifth resolution: renewal of the term of office of a member of the Board of Directors (*Danielle Guyot-Caparros*);
- sixth resolution: renewal of the term of office of a member of the Board of Directors (*Jean-Pierre Bizarri*);
- seventh resolution: renewal of the term of office of a member of the Board of Directors (*Jean-Pierre Kinet*);
- eighth resolution: approval of the remuneration due or attributed during 2018 to the Chairman of the Board of Directors, Joseph Zakrzewski;
- ninth resolution: approval of the remuneration due or attributed during 2018 to the Chief Executive Officer, Judith Greciet;
- tenth resolution: approval of the principles and criteria for the determination, allocation, and attribution of fixed, variable and exceptional items making up the total remuneration and benefits in kind due to Joseph Zakrzewski, for his term as Chairman of the Board of Directors for 2019 and to his successor for his term as Chairman of the Board of Directors;
- eleventh resolution: approval of the principles and criteria for the determination, allocation, and attribution of fixed, variable and exceptional items making up the total remuneration and benefits in kind attributable to Judith Greciet for her term as Chief Executive Officer for the year 2019;
- twelfth resolution: approval of the share option or purchase plan as adopted by the Board of Directors on 27 July 2018;
- thirteenth resolution: authorisation to be given to the Board of Directors to allow the Company to buy back its own shares.

We propose you to examine each of the above proposals submitted to your approval.

I. APPROVAL OF THE INDIVIDUAL AND CONSOLIDATED FINANCIAL STATEMENTS OF THE FINANCIAL YEAR ENDED 31 DECEMBER 2018 - ALLOCATION OF EARNINGS - EXAMINATION OF RELATED PARTY AGREEMENT (FIRST TO FOURTH RESOLUTIONS)

We invite you to refer to the management report of the Board of Directors including the report on corporate governance and the auditors' reports which were made available to you under the legal and regulatory conditions.

II. RENEWAL OF THE TERM OF OFFICE OF DIRECTORS (FIFTH, SIXTH AND SEVENTH RESOLUTION)

We inform you that Mrs Danielle Guyot-Caparros', Mr. Jean-Pierre Bizzari's and Mr. Jean-Pierre Kinet's terms of office expire at the end of this General Meeting. Consequently, we propose you renew their terms of office for three years expiring at the end of the 2022 Ordinary General Meeting held to approve the financial statements for the year ending 31 December 2021.

Mrs Danielle Guyot-Caparros, Mr. Jean-Pierre Bizzari and Mr. Jean-Pierre Kinet indicated in advance that they would accept the renewal of their term of office as director and were not subject to any incompatibility that might prevent them from exercising it.

We furthermore inform you that Mr. Joseph Zakrzewski, whose term of office expires at the end of this meeting, has, for personal reasons, indicated that he does not wish that the renewal of his term be placed on the agenda of the meeting.

In view of the foregoing, at the end of this meeting, the board of directors will comprise eight members, including 4 women, and shall therefore be composed of Judith Greciet, Danielle Guyot-Caparros, Christine Garnier, Elvira Sanz, Thomas Hofstaetter, Jean-Pierre Bizarri, Jean-Pierre Kinet and Financière de La Montagne represented by Mr Nicolas Treboute.

Furthermore, the end of Mr. Joseph Zakrzewski's term of office as a director will entail the termination of his term office as chairman of the board. As a consequence, the board of directors held on March 12, 2019, appointed Mrs Danielle Guyot-Caparros as chairman of the board as of the end of this meeting and subject to the renewal of her term of office as director.

III. APPROVAL OF THE ITEMS OF REMUNERATION DUE OR ALLOCATED FOR THE FINANCIAL YEAR 2018 TO THE CHAIRMAN OF THE BOARD OF DIRECTORS MR JOSEPH ZAKRZEWSKI AND TO THE CEO MRS JUDITH GRECIET (EIGHTH AND NINETH RESOLUTIONS)

In compliance with the provisions of paragraph II of article L. 225-100 of the French commercial code (vote *ex post*), we ask you to approve the fixed, variable and extraordinary items of remuneration assigned or still to be assigned for the financial year 2018 to the Chairman of the Board of Directors and to the CEO due to their term of office, as determined by the Board of Directors pursuant to the principles and criteria approved by the General Shareholders' Meeting of the Company of May 16, 2018 under its 9<sup>th</sup> and 10<sup>th</sup> resolutions, and detailed in the Board of Directors' report on corporate governance, in section 2.4. "Approval of the elements of the compensation package due or allocated for the financial year 2018 to the Chairman and to the Chief Executive Officer".

IV. APPROVAL OF THE PRINCIPLES AND CRITERIA FOR THE DETERMINATION, ALLOCATION, AND ATTRIBUTION OF FIXED, VARIABLE AND EXCEPTIONAL ITEMS MAKING UP THE TOTAL REMUNERATION AND BENEFITS IN KIND DUE TO THE CHAIRMAN OF THE BOARD OF DIRECTORS AND THE CEO FOR 2019 (TENTH AND ELEVENTH RESOLUTIONS)

Pursuant to the provisions of Article L. 225-37-2 of the French Commercial Code (mechanism relating to the *ex ante* vote), we propose you approve the principles and criteria for the determination, allocation



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and assignment of the fixed, variable and extraordinary items making up the total remuneration and the benefits in kind presented in the Board of Directors' report, to be allocated for the financial year 2019 to Mrs Judith Greciet for her term as Chief Executive Officer and to Mr Joseph Zakrzewski for his term as Chairman and of the Board of Directors and, it being specified that these principles and criteria will also apply to the new Chairman of the Board of Directors to be appointed to replace Joseph Zakrzewski, who resigned.

V. APPROVAL OF THE SHARE SUBSCRIPTION OR SHARE PURCHASE OPTION PLANS AS ADOPTED BY THE BOARD OF DIRECTORS ON JULY 27, 2018 (TWELFTH RESOLUTION)

We remind you that the last General Shareholders' Meeting authorised the Board, within the framework of Articles 225-177 et seq of the French Commercial Code, to grant in favour of the executives of the Company and employees of the Company and of its subsidiaries share subscription options or share purchase options.

We inform you that the Board, during its meeting of July 27, 2018, adopted the regulation on the 2018 share subscription or share purchase option plan (hereinafter the "Plans") governing the options granted by the Board of Directors by virtue of the aforementioned authorisation to employees of its US subsidiary.

As the US Internal Revenue Code requires for the issue of incentive stock options in favour of US tax resident beneficiaries provided in the Plans, this should be approved by the General Shareholders' Meeting of the Company within one year following its adoption by the Board of Directors.

We therefore submit for your approval the Plans adopted by the Board on July 27, 2018.

VI. AUTHORISATION TO IMPLEMENT A SHARE BUY-BACK PROGRAMME (THIRTEENTH RESOLUTION)

We propose you renew the authorisation given to the Board of Directors, for a term of 18 months, by the General Meeting of May 16, 2018, in order to implement a share buy-back programme. The request for a new authorisation thus allows for avoiding a period not covered by that authorisation from now to the next Annual General Meeting.

In previous financial years, this share buy-back programme was exclusively used within the framework of a liquidity contract, aimed at entering into a share management process with regard to, or preserving the liquidity of the Company's shares with an investment services provider. The request we submit to you is aimed at continuing the implementation of this liquidity contract, up to 10% of the capital.

The amount of the funds designed for the implementation of the share buy-back programme would be a maximum of €1,000,000, i.e. unchanged from the previous year. The maximum purchase price per share (excluding fees and commission) would be set at €10.

It is under these conditions that we ask you to approve the resolutions whose text is proposed to you by your Board of Directors.

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**The Board of Directors**

<b>TEXT OF THE RESOLUTIONS</b>
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**First resolution**

*Approval of the annual financial statements for the fiscal year ended 31 December 2018*

The General Meeting, ruling under the conditions of quorum and majority required for Annual General Meetings,

having read the Board of Directors' report and the statutory auditors' reports,

approved the annual financial statements for the fiscal year ended 31 December 2018 as presented to it, as well as the transactions shown in these financial statements and summarised in these reports.

**Second résolution**

*Approval of the consolidated financial statements for the fiscal year ended 31 December 2018*

The General Meeting, ruling under the conditions of a quorum and majority required for Annual General Meetings,

having read the report of the Board of Directors on the consolidated financial statements for the fiscal year ended 31 December 2018, as well as the report of the statutory auditors thereon,

approved the said consolidated financial statements, as presented to it, as well as the transactions shown in these statements and summarised in these reports.

**Third résolution**

*Allocation of profit or loss for the fiscal year ended 31 December 2018*

The General Meeting, ruling under the conditions of a quorum and majority required for Annual General Meetings,

after read the management report,

noting that the loss for the year ended 31 December 2018 amounted to € 12,955,413,

decided to allocate the said loss in full to the retained earnings account, thus increasing it from € 0 to € 12,955,413.

In accordance with the law, the General Meeting noted that no dividends were distributed during the past three fiscal years.

Pursuant to Article 223 quarter of the Tax Code, the General Meeting acknowledged that the Company did not incurred any expense or charge referred to in Article 39-4 of the said Code.

**Fourth résolution**

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

The General Meeting, ruling under the conditions of a quorum and majority required for Annual General Meetings,

after read the statutory auditor's special report on the regulated agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code and ruling on this report,

noted that no new agreement was entered into during the past fiscal year.

**Fifth résolution**

*Renewal of the term of office of a member of the Board of Directors (Danielle Guyot-Caparros)*

The General Meeting, ruling under the conditions of a quorum and majority required for Annual General Meetings,

having read the report of the Board of Directors and noting that Danielle Guyot-Caparros' term of office expires at the end of this General Meeting,

decided to renew Danielle Guyot-Caparros' term of office for a further three-year term, expiring at the end of the 2022 Annual General Meeting held to approve the financial statements for the fiscal year ending 31 December 2021.

Danielle Guyot-Caparros indicated in advance that she would accept the renewal of her term of office as Director and was not subject to any incompatibility that might prevent her from exercising it.

**Sixth résolution**

*Renewal of the term of office of a member of the Board of Directors (Jean-Pierre Bizarri)*

The General Meeting, ruling under the conditions of a quorum and majority required for Annual General Meetings,

having read the report of the Board of Directors and noting that Jean-Pierre Bizarri's term of office expires at the end of this General Meeting,

decided to renew Jean-Pierre Bizarri's term of office for a further three-year term, expiring at the end of the 2022 Annual General Meeting held to approve the financial statements for the fiscal year ending 31 December 2021.

Jean-Pierre Bizarri indicated in advance that he would accept the renewal of his term of office as Director and was not subject to any incompatibility that might prevent him from exercising it.

**Seventh résolution**

*Renewal of the term of office of a member of the Board of Directors (Jean-Pierre Kinet)*

The General Meeting, ruling under the conditions of a quorum and majority required for Annual General Meetings,

having read the report of the Board of Directors and noting that Jean-Pierre Kinet's term of office expires at the end of this General Meeting,

decided to renew Jean-Pierre Kinet's term of office for a further three-year term, expiring at the end of the 2022 Annual General Meeting held to approve the financial statements for the fiscal year ending 31 December 2021.

Jean-Pierre Kinet indicated in advance that he would accept the renewal of his term of office as Director and was not subject to any incompatibility that might prevent him from exercising it.

**Eighth résolution**

*Approval of the remuneration due or attributed during 2018 to the Chairman of the Board of Directors, Joseph Zakrzewski*

The General Meeting, ruling under the conditions of a quorum and majority required for Annual General Meetings,

after having taken note of the Board of Directors' report,

pursuant to the provisions of paragraph II of Article L .225-100 of the French Commercial Code,

**approved** the fixed, variable, and exceptional compensation components awarded or still to be attributed for the 2018 fiscal year to the Chairman of the Board of Directors under his term of office, as determined by the Board of Directors in accordance with the principles and criteria approved by the General Meeting of the Company on 16 May 2018 pursuant to its ninth resolution and detailed in the report of the Board of Directors on corporate governance, section 2.4 "Approval of the remuneration components due or awarded for the year 2018 to the Chairman and to the CEO".

**Ninth résolution**

*Approval of the compensation due or attributed during 2018 to the Chief Executive Officer, Judith Greciet*

The General Meeting, ruling under the conditions of a quorum and majority required for Annual General Meetings,

after having taken note of the Board of Directors' report,

pursuant to the provisions of paragraph II of Article L. 225-100 of the French Commercial Code,

**approved** the fixed, variable, and exceptional compensation components awarded or still to be attributed for the 2018 fiscal year to the Chief Executive Officer under her term of office, as determined by the Board of Directors in accordance with the principles and criteria approved by the

General Meeting of the Company on 16 May 2018, pursuant to its ninth resolution and detailed in the report of the Board of Directors on corporate governance, section 2.4 "Approval of the remuneration components due or awarded for the year 2018 to the Chairman and to the CEO".

**Tenth résolution**

*Approval of the principles and criteria of the determination, allocation, and attribution of fixed, variable, and exceptional items making up the total remuneration and benefits in kind due to Joseph Zakrzewski for his term as Chairman of the Board of Directors and to his successor for his term as Chairman of the Board of Directors;*

The General Meeting, ruling under the conditions of a quorum and majority required for Annual General Meetings,

having considered the report prepared pursuant to the provisions of Article L.225-37-2 of the Commercial Code,

approved the principles and criteria for determining, allocating, and attributing the fixed, variable, and exceptional items of the total remuneration and benefits in kind presented in the aforementioned report and attributable to Joseph Zakrzewski for his term of office as Chairman of the Board of Directors for the fiscal year 2019; these principles and criteria will also apply to the new Chairman of the Board of Directors to be appointed to replace Joseph Zakrzewski

**Eleventh résolution**

*Approval of the principles and criteria of the determination, allocation, and attribution of fixed, variable, and exceptional items making up the total remuneration and benefits in kind attributable to Judith Greciet for her term as Chief Executive Officer*

The General Meeting, ruling under the conditions of a quorum and majority required for Annual General Meetings,

having considered the report prepared pursuant to the provisions of Article L .225-37-2 of the Commercial Code,

approved the principles and criteria for determining, allocating, and attributing the fixed, variable, and exceptional items of the total remuneration and benefits in kind presented in the aforementioned report and attributable to Judith Greciet for her term of office as Chief Executive Officer for the fiscal year 2019.

**Twelfth résolution**

*Approval of the share option or purchase plan as adopted by the Board of Directors on 27 July 2018*

The General Meeting, ruling under the conditions of a quorum and majority required for Annual General Meetings,

having read the Board of Directors' report,

approved the 2018 share option or purchase plan as adopted by the Board of Directors on 27 July 2018.

### **Thirteenth résolution**

*Authorisation to be granted to the Board of Directors to implement a share buyback programme*

The General Meeting, ruling under the conditions of a quorum and majority required for Annual General Meetings,

having read the Board of Directors' report,

authorised the Board of Directors, with the option to subdelegate the authorisation under the conditions provided by law, for a period of eighteen (18) months from this date, to acquire the shares of the Company, under the conditions provided for in Articles L. 225-209 *et seq.* of the Commercial Code, Articles 241-1 to 241-6 of the general rules of the Financial Markets Authority and Regulation 2273/2003 of the European Commission of 22 December 2003, and in accordance with accepted market practices as published by the Financial Markets Authority,

decided that the shares may be bought, sold, or transferred by any means, in accordance with the applicable stock exchange regulations and accepted market practices published by the Financial Markets Authority, in particular:

- through a tender or share exchange offer;
- through the use of options or other forward financial instruments traded on regulated markets, multilateral trading systems, with systematic internalisers or traded over-the-counter or through delivery of shares following the issuance of transferable securities giving access to the capital of the Company by conversion, exchange, redemption, exercise of a warrant or otherwise, either directly or indirectly through an investment service provider;
- through the block purchase of securities, or through a multilateral trading system or systematic internaliser, with no restriction applying to the portion of buybacks carried out through block trades, which may account for the entire programme;

decided that the authorisation may be used to:

- ensure the liquidity of the Company's shares under a liquidity agreement to be entered into with an investment service provider, in line with the code of ethics agreed by the Financial Markets Authority;
- honour obligations related to share option plans, grants of bonus shares, employee savings plans, or other allocations of shares to employees and officers of the Company or affiliated companies;
- deliver shares upon the exercise of rights attached to securities giving access to the capital;
- purchase shares for holding and subsequent delivery as exchange or payment in connection with potential acquisitions, in accordance within the market practices agreed by the Financial Markets Authority; or
- more generally, operate for any purpose that may be authorised by law or any market practice



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that may be accepted by the market authorities, provided that, in such circumstances, the Company would inform its shareholders through a press release;

decided to set the maximum unit price per share (excluding fees and commissions) at €10, with an overall limit of €1,000,000, it being specified that during the period of validity of this authorisation this purchase price will be adjusted if necessary to take into account equity transactions, particularly in the event of capitalisation of reserves, grant of bonus shares, division or consolidation of shares;

decided that the maximum number of shares that may be purchased under this resolution cannot, at any time, exceed 10% of the total number of shares in the share capital at any time whatsoever, this percentage applying to a capital adjusted for transactions affecting it after this general meeting, it being specified that (i) if the shares are acquired with the aim of increasing the liquidity of the Company's shares under the conditions defined by the Financial Markets Authority's General Regulations, the number of shares taken into account for the calculation of this limit will correspond to the number of shares purchased net of the number of shares sold during the term of the authorisation, and (ii) if they are held for holding and subsequent delivery in payment or exchange in the context of a merger, spin-off or contribution, the number of shares acquired may not exceed 5% of the total number of shares;

gave all powers to the Board of Directors, with the option to subdelegate such powers under the conditions provided by law, in order to implement this authorisation, in particular to judge whether to implement a share buyback programme and determine the terms thereof, to place all stock market orders, sign all acts of transfer, enter into all agreements, all liquidity contracts, all option contracts, make all declarations to the Financial Markets Authority or any other body, and handle all necessary formalities, including attributing or reattributing the shares acquired to the various formalities and, in general, do everything that is necessary;

decided that these transactions cannot be performed while a takeover bid for the Company is in progress.

For the unused portion, this authorisation cancels any prior authorisation given to the Board of Directors to transact as such on the Company shares.

## BRIEF DESCRIPTION OF THE ACTIVITY

Onxeo is a French clinical-stage biotechnology company developing innovative oncology drugs targeting tumor DNA-binding functions through unique mechanisms of action in the sought-after field of DNA Damage Response (DDR). The Company is focused on bringing early-stage first-in-class or disruptive compounds (proprietary, acquired or in-licensed) from translational research to clinical proof-of-concept in man, which represents its know-how and added value. It conducts its programs to the most value-creating and attractive inflection points for potential partners.

Onxeo is listed on both the Euronext Paris and Nasdaq Copenhagen exchanges.

The Company's portfolio includes:

- AsiDNA™, a *first-in-class* inhibitor of the repair of breaks in tumors' DNA, which is based on a unique decoy & agonist mechanism. AsiDNA™ has already been successfully evaluated in a phase I trial in metastatic melanoma by local administration and is currently undergoing clinical development via systemic administration (IV) for the treatment of other solid tumors.
- platON™, Onxeo's decoy oligonucleotides platform. The purpose of PlatON™ is to extend the Company's pipeline by generating new compounds based on this same unique decoy action mechanism and by taking advantage of the expertise gained on oligonucleotides.
- belinostat, an HDAC (epigenetic) inhibitor that already has conditional approval by the FDA for the 2nd line treatment of patients suffering from peripheral T-cell lymphoma and which is marketed in the United States in this indication under the name Beleodaq®.

This portfolio, through innovative, high scientific value treatment approaches, makes Onxeo a key player in one of the most researched fields in oncology.

### 1 Group companies

The Group is comprised of the Company, which concentrates the majority of its business in Paris and at its Danish establishment in Copenhagen, and its subsidiaries, most of which have limited activity:

- Onxeo US ;
- Topotarget UK ;
- BioAlliance Pharma Switzerland ;
- Topotarget Switzerland ;
- SpeBio B.V. SpeBio B.V. (subsidiary 50%-owned with SpePharm).

### 2 Changes in activity and significant events during the financial year

During the financial year, the Company actively continued the development of its key assets, in particular AsiDNA™, its first-in-class tumor DNA damage response inhibitor, which has enabled a phase 1 study to be carried out on AsiDNA™ in France and Belgium as a systemic single therapy.

The main operational advances and organizational changes of the Group during the financial year are set out below.

### 3 R&D Programs

#### 3.1 AsiDNA™

AsiDNA™ is a *first-in class* product which interferes with the repair of tumor DNA through an agonist decoy mechanism. It is composed of 64 nucleotides (fragment of DNA) made up of two strands of 32 nucleotides, in a complementary sequence. A coupling agent between the two strands improves



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AsiDNA™'s stability, while a cholesterol molecule attached to one of the strands improves its capture and intracellular penetration in the tumor.

AsiDNA™ is internationally protected by several patent families covering the chemical composition of the product, its methods of use or administration as well as certain combinations with other anti-cancer agents. The patents protect all the analogue compounds of between 40 and 400 nucleotides, irrespective of their sequence, in addition to the associated pharmaceutical compositions and the related methods for treating cancer. They give AsiDNA™ a very wide field of protection in this class of compounds

In 2018, the Group actively pursued the preclinical and clinical development of this candidate as a systemic single therapy and in combination with other treatments in various types of solid tumors, achieving several key milestones.

### **Intellectual property**

In January 2018, Onxeo received a notification from the European Patent Office (EPO) informing the Company of its intent to grant a new patent covering AsiDNA™ in all member states of the European Union (EU), considerably strengthening the Company's intellectual property portfolio around the AsiDNA™ program. It protects the various compounds and pharmaceutical formulations as well as their therapeutic uses, particularly in the treatment of cancers, both alone and in combination with other agents that target tumor DNA (e.g. radiotherapy, chemotherapy or other agents that damage tumor DNA).

In December 2018, Onxeo received a notification indicating the EPO's intent to grant a new patent protecting the combination of AsiDNA™ with any PARP inhibitor. This combination patent will protect AsiDNA™ in Europe until 2036 before potential extension periods.

The main patent will expire in mid-2031 and may be extended until 2036 via the various protection supplement systems available in the United States and in Europe. The most recent patents on methods of use go until 2036, before extension periods.

### **At the preclinical level**

- In April 2018, the Company presented at the AACR (American Association for Cancer Research) meeting two preclinical studies that show the unique approach AsiDNA™ has in inhibiting the repair of tumor DNA by activating the enzymes involved in DNA damage signaling and distracting them from their target.

The results of a study into repeated, long-term administration of AsiDNA™ showed an increase in tumor cells' sensitivity to the treatment. The lines of tumor cells tested became more sensitive to AsiDNA™, with no resistance appearing following repeated treatments. The repeated treatments likewise had no impact on healthy cells. This self-sensitization during treatment represents a never-before-observed phenomenon in anti-cancer treatments (which eventually all lead to resistance). Thanks to this unique property, AsiDNA™ could be used in maintenance therapy to prevent the development of acquired resistance during treatment. Onxeo has filed a patent request claiming priority for the use of AsiDNA™ as a maintenance treatment on the basis of this recently identified property.

- In July 2018, Onxeo announced new preclinical results for AsiDNA™ that showed a strong synergy when administered in combination with PARP inhibitors and a reversion of tumor resistance associated with the use of PARP inhibitors.

The data shows that, in *in vitro* triple negative breast cancer (TNBC) and small cell lung cancer (SCLC) models, AsiDNA™ maintains the expression of PARP1, the repair enzyme inhibited by PARP inhibitors, and prevents resistance to PARP inhibitors from emerging. When in the presence of a PARP inhibitor, the cell adapts and reduces expression of the PARP enzyme, this constituting one of the resistance mechanisms to PARP inhibitors. Insofar as AsiDNA™ hyperactivates repair enzymes, it creates a positive regulation of the expression of PARP. When combined with a PARP inhibitor, AsiDNA™ could

therefore maintain sensitivity to treatment by counteracting the natural resistance mechanism. In vivo, this synergy was found between olaparib and AsiDNA™, with a complete response rate more than doubled compared with the rate observed with olaparib alone in a triple negative breast cancer model known as HR+, which is naturally resistant to PARP inhibitors. Strong inhibition of tumor growth was also found in a mouse xenograft model of olaparib-resistant human ovarian cancer tumor cells. Patient-derived xenograft (PDX) models are considered to be strong predictors of clinical behavior.

The study into the combination of AsiDNA™ with PARP inhibitors is particularly relevant to the Company because their mechanisms of action are highly complementary and they target indications where there remain significant unmet medical needs. Other combinations are also being studied, particularly with chemotherapy which, when used in combination with AsiDNA™, is showing highly conclusive results. All this data is key to preparing for future clinical protocols once the active doses and the tolerance profile of AsiDNA™ are validated in the clinics.

#### **At the clinical level**

- In April 2018, the Company announced the launch of DRIIV (DNA Repair Inhibitor administered IntraVenously), a phase I clinical study of AsiDNA™ in advanced solid tumors and first patient treatment. The purpose of this study is to assess AsiDNA™ tolerance and the optimum dose, as well as to determine its active dose at the level of the tumor in patients with advanced solid cancer and where AsiDNA™ is administered intravenously. The DRIIV study is being carried out at three of the most prestigious centers in France and Belgium with the initial interim results expected in the second half of 2018.
- In November 2018, the Company, on schedule, announced the positive interim results of the first three doses out of six tested in this study. These positive results show that, from the second dose, AsiDNA™ results in sustained engagement of its biological targets in patients' tumor cells, confirming the activity of AsiDNA™ when administered intravenously. In addition, the quantification of the Ki67 biomarker, which reflects tumor proliferation, shows a net reduction in the rate of tumor proliferation in three patients and stabilization in one patient. Finally, a favorable safety profile was observed, with no serious adverse drug-related events nor any dose-limiting toxicity at these first three doses. Based on these data, and in particular the determination of active doses, the Company intends to extend the AsiDNA™ clinical program in combination in targeted indications from the first half of 2019.

Whether as a monotherapy or in combination, AsiDNA™ shows highly significant potential, with a particularly broad range of indications. The Group wishes to add value to AsiDNA™ through partnerships in order to generate numerous growth and value catalysts for the Company and its shareholders.

### **3.2 PlatON™**

AsiDNA™ is the first compound sourced from platON™, Onxeo's proprietary chemistry platform of decoy oligonucleotides.

PlatON™ is a chemistry platform that allows new molecules to be constructed by modifying three compounds: the oligonucleotide (a double-strand fragment of DNA), a link between the two strands to ensure the fragment's stability and a vector, the purpose of which is to encourage cellular penetration (a cholesterol molecule in the case of AsiDNA™). With platON™, Onxeo has the means by which to enrich its portfolio with highly innovative drug candidates while at the same time harvesting the expertise and knowledge it has gained over several years in the field of oligonucleotides and DNA repair mechanisms.

The Group is convinced of the major therapeutic potential of its decoy oligonucleotide technology, particularly by interfering with the tumor DNA repair signals, and of the disruptive innovation it represents, which could open up the way to a new cancer treatment paradigm. Throughout 2018, the Company has continued to select and optimize several compounds and is aiming to enter the preclinical phase with the most promising compound in the first half of 2019.

### **3.3 belinostat (Beleodaq®)**

Belinostat is a histone deacetylase inhibitor (HDACi). Belinostat, in its injectable form, has been marketed in the US since 2014 under the name Beleodaq® as part of a conditional approval by the FDA for use in the 2nd-line treatment of patients with peripheral T cell lymphoma. The Company's US partner, Spectrum Pharmaceuticals (SPPI), is preparing a first-line phase III clinical study for the treatment of peripheral T cell lymphoma

In April 2018, a preclinical study was presented to the annual meeting of the AACR (American Association for Cancer Research), which brought to light an anti-tumor activity synergy brought about by the combination of AsiDNA™ with belinostat in several tumor models. In the course of exploring the best possible combinations with AsiDNA, it appears that the combination of Beleodaq with other platON™-derived compounds would likely be the most relevant from a clinical perspective.

## **4 Financing**

In June 2018, the Company announced two financing operations.

- On June 7, 2018, Onxeo signed a royalty agreement with SWK Holdings Corporation, a US company specialized in financing in the life sciences sector. According to the terms of the agreement, Onxeo issued bonds in an amount of \$7.5 million, fully subscribed by SWK Holdings Corporation. The terms for repaying the bonds will allow the latter to directly receive the royalties and milestone payments on the sales stemming from the marketing of Beleodaq® (belinostat) by Spectrum Pharmaceuticals, Inc. for an amount of \$13.5 million. The remaining details of the transaction have not been disclosed.
- On June 15, 2018, the Company set up an equity line of credit, including an incentive program, by issuing new shares over a period of 10 months, for a maximum amount of €5.4 million together with the company Nice & Green. In accordance with the terms of the agreement, Nice & Green has undertaken, for a 10-month period, to subscribe to and exercise each month, on Onxeo's initiative, share warrants corresponding to minimum monthly financing of €500,000 up to a limit of 4,700,000 shares over the term of the contract. The shares will be issued on the basis of the average share price weighted by volumes over the three trading days prior to each issue, less a maximum discount of 5.0%. In the event that this line of credit is used up in full<sup>1</sup>, any shareholder that held 1.00% of Onxeo's capital before it was set up would see its holding drop to 0.92% of the capital<sup>2</sup>. Onxeo retains the option of suspending drawings or of terminating this agreement at any time. Nice & Green and Onxeo have also agreed on an incentive program that consists of the allocation in cash, to the Company, of a share of any added value made by Nice & Green through the sale of shares resulting from the exercise of the warrants.

## **5 Governance**

On May 16, 2018, the ordinary general meeting of shareholders renewed Mr. Thomas Hofstaetter's term of office as a director for 3 years. Mr. Hofstaetter is also Chairman of Onxeo's Remunerations Committee and Scientific and Business Development Committee.

## **6 Other significant events during the financial year**

In December 2018, the Company announced that the Paris Court of Appeal had rendered a decision in the dispute which started in 2009 between Onxeo and SpePharm and SpeBio B.V, the latter being a joint subsidiary headed up by SpePharm and dedicated to the exploitation of Loramyc® in Europe.

Please refer to paragraph 4.3. Main litigations in progress of the management report for detailed information on this litigation.

<sup>1</sup> In this case, 4,700,000 new shares would be issued.

<sup>2</sup> On the basis of the 50,695,653 shares comprised in Onxeo's capital at December 31, 2017.



*Translation for information purposes only*

#### **TIMELINE SUMMARY OF SIGNIFICANT EVENTS IN THE FINANCIAL YEAR 2018**

January 23	Onxeo Provides Update on Litigation with SpeBio/SpePharm
January 25	Onxeo receives EPO Intent-to-Grant Notice for key AsiDNA™ patent
March 14	Onxeo Provides Financial Update.
March 15	Onxeo to Present Results of Two Studies Highlighting Potential of AsiDNA™ as Anti-Cancer Treatment at 2018 AACR Annual Meeting.
March 29	Onxeo Reports Full-Year 2017 Financial Results and Provides Business Update
April 9	Onxeo to Present Corporate Overview at the H.C. Wainwright Annual Global Life Sciences Conference Wainwright
April 24	Onxeo Announces Initiation of DRIIV Phase 1 Clinical Trial of AsiDNA™ for Treatment of Advanced Solid Tumor
May 16	Annual General Meeting of May 16, 2018 and Notification for the Extraordinary General Meeting on Second Notice to June 19, 2018.
May 16	Onxeo Provides Business Update and Reports First Quarter 2018 Financial Information
May 23	Onxeo to Present at BIO International Convention in Boston
June 7	Onxeo Secures \$7.5 Million of Non-dilutive Capital from SWK Holdings Corporation Through Sale of Rights related to Future Beleodaq® Royalties
June 15	Onxeo Implements an Equity Line Financing Including an Incentive Program with Nice & Green SA
July 12	New Preclinical Results on Onxeo's AsiDNA™, First-in-Class DNA Repair Inhibitor, Point to Strong Synergy and Reversion of Tumor Resistance when combined to PARP inhibitors
July 27	Onxeo Reports Half-Year 2018 Financial Results and Provides Business Outlook
October 3	Onxeo to Present at the 11th Edition of the "Rencontres de la Cancérologie Française" Oncology Conference
October 18	Onxeo to Present Overview of AsiDNA™ for Treatment of Solid Tumors at DNA Damage Response Therapeutics Summit 2019
November 5	Onxeo Announces Positive Interim Results from Phase 1 Study of AsiDNA™, a First-In-Class DNA Damage Response Inhibitor
December 13	Onxeo Reports Decision from the Paris Court of Appeal in the Lawsuit against SpeBio/SpePharm
December 20	Onxeo receives EPO Intent-to-Grant Notice for new patent protecting AsiDNA™ in combination with any PARP inhibitor

The full text of these press releases can be accessed on the Company website at [www.onxeo.com](http://www.onxeo.com).



*Translation for information purposes only*

<b>REQUEST FOR THE SENDING OF ADDITIONAL DOCUMENTS</b>
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The undersigned :

NAME AND FIRST NAME \_\_\_\_\_

ADDRESS \_\_\_\_\_  
\_\_\_\_\_

E-MAIL \_\_\_\_\_

owner of \_\_\_\_\_ share(s) in the :

- nominative form,
- bearer form, registered with : \_\_\_\_\_ **(1)**

acknowledge receipt of the documents relating to the ordinary general meeting of the shareholders to be held on **April 26, 2019** referred in to Article R. 225-81 of the French Commercial Code,

request **Onxeo** to provide, for the said meeting, the documents referred to in Article R. 225-83 of the French Commercial Code:

- hard copies send at the above mentioned postal address,
- by e-mail at the above mentioned e-mail address.

Executed in (location) \_\_\_\_\_

On (date) \_\_\_\_\_

Signature :

## TERMS OF PARTICIPATION IN THE GENERAL MEETING

### Terms for attending the General Meeting

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

### Justification of the right to participate in the General Meeting

Any shareholder may justify his right to participate to the shareholders' meeting through the recording of the shares in the name of the shareholder or of the intermediary registered on his behalf, on the **24 April 2019**, at midnight, Paris time, either in the nominative securities' accounts held by the company (or its representative) or in the bearer securities' accounts held by Société Générale, or in bearer accounts held by an authorised custodian.

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

### Methods for attending the General Meeting

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

#### 1. Shareholder wishing to personally attend the meeting:

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

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

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

Requests for the voting form must reach Société Générale via the shareholder's financial intermediary at the address indicated above at least six days before the date of the meeting, i.e. **20 April 2019**.

Only duly completed voting forms received at Société Générale at the address indicated above at least three

clear days before the scheduled date of the meeting, i.e. no later than **23 April 2019**, along with the certificate of participation issued by an authorised intermediary for bearer shares will be taken into account.

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

- For registered shareholders: they must send an email to the following address: [ag2019@onxeo.com](mailto:ag2019@onxeo.com) specifying one's full name, address and Societe Generale identification number for directly registered shareholders (information available at the top left of the account statement) or his identification number with his financial intermediary if he is a holder of administered registered shares as well as the full name and address of the appointed or revoked agent;
- for holders of bearer shares: they must send an email to the following address: [ag2019@onxeo.com](mailto:ag2019@onxeo.com) specifying their full name, address and bank details as well as the full name and address of the appointed or revoked representative. The shareholder must then imperatively ask the financial intermediary that manages his account to send written confirmation to Société Générale, Service Assemblées, 32 Rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3.

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

- the eve of the General Meeting, i.e. on 25 April 2019 before 3 p.m. (Paris time), for notifications by electronic means;
- at least three days before the date of the Meeting, i.e. on 23 April 2019, for notifications sent by post.

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

- cannot choose another method of participation;
- may at any time transfer all or part of his shares. If the transfer takes place before 24 April 2019 at midnight Paris time, the Company will invalidate or amend, as appropriate, the postal vote, proxy, admission card, or certificate of participation. For this purpose, the authorised financial intermediary shall notify the Company or its agent of the transfer and forward the necessary information.

### **Requests to add draft resolutions or items to the agenda**

Requests to add draft resolutions or items to the agenda of the General Meeting fulfilling the conditions provided for by Articles L.225-105, R.225-71, and R.225-73 of the Commercial Code, presented by shareholders, must, in accordance with the legal provisions, reach ONXEO, 49, Boulevard du General Martial Valin, 75015 Paris, by registered letter with acknowledgement of receipt or by electronic communication, no later than the **twenty-fifth day** preceding the date of the General Meeting.

These requests must be sent along with a registration certificate that justifies the possession or the representation by the authors of the request of the proportion of the capital required by Article R.225-71 above. In addition, the examination by the General Meeting of the items or draft resolutions filed by the shareholders in accordance with the regulations is subject to the submission by the authors of the request of a new certificate justifying the registration of their shares under the same conditions by the second business day preceding the Meeting.

The text of the draft resolutions submitted by the shareholders and the list of items added to the agenda at their request will be posted on the Company's website [www.onxeo.com](http://www.onxeo.com) as soon as the aforementioned conditions are fulfilled.

### **Questions in writing**



*Translation for information purposes only*

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

- To the head office at 49 boulevard du General Martial Valin, 75015 Paris by registered letter with acknowledgement of receipt, addressed to the Chairman of the Board of Directors,
- to the following email address [ag2019@onxeo.com](mailto:ag2019@onxeo.com) ,

four working days, at the latest before the General Meeting, i.e. on **19 April 2019**, along with a certificate of registration either in the registered securities accounts or in the bearer securities accounts kept by the authorised intermediary.

### **Shareholders' right to information**

All the documents and information referred to in Article R.225-73-1 of the Commercial Code will be available on the website of the company [www.onxeo.com](http://www.onxeo.com) as of the twenty-first day before the General Meeting.

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**The Board of Directors**



ONXeo