

# ONXEO

## danish

# shareholder

# handbook

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## HANDBOOK TO YOUR GENERAL MEETING ON MAY 29, 2020 AT 10 A.M **IN CAMERA**

*Like every year, the Annual General Meeting of Shareholders is one of your Company's highlights. It offers you the opportunity to support Onxeo's development with your vote.*

*In view of the epidemic context and to ensure your safety, **your meeting is being held this year in camera with a live webcast.***

On May 29, your participation in the vote on the resolutions is all the more important and we encourage you to vote or give proxy directly online, by visiting the [Computershare proxy portal](#) specifically set up for our Danish shareholders.

All the documents relating to the General Meeting of May 29 are available on the Company's website on the page dedicated to General Meetings: <https://www.onxeo.com/investors-en/shareholder-resources/general-shareholders-meetings/general-meetings-2020/>

You will also find all the practical information relating to your participation in the General Meeting on the Company's website.

**Important: in the event of insufficient quorum, a new meeting will be held on second call on June 19, 2020 at 10:00 a.m., also in camera. Your votes on the first call will remain valid.**



If you have any question on the portal,  
email [info@computershare.dk](mailto:info@computershare.dk)  
Any other question, email us at [ag2020@onxeo.com](mailto:ag2020@onxeo.com)

# table of contents

---

a word from the CEO } 3

---

how to vote online? } 4

---

the conduct of your  
general meeting in  
camera } 5

---

the resolutions } 6

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# a word from the CEO

Ladies and Gentlemen, dear Shareholders,

This year, our general meeting will be held in camera to ensure your safety in the context of this health crisis.

For us, this remains a key event that should enable you to share our strategy and our challenges for the future, as well as to fully play your role as a shareholder by voting on the proposed resolutions. This is why **we have set up online voting**, which allows you to vote simply and securely directly from home, if your account keeper allows it.

You can also vote on the resolutions by mail but, to avoid any risks related to postal delays, we urge you to use online voting as much as possible. Our meetings have always been a time for strong dialogue and, thanks to the live webcast that we are setting up this year, we will be delighted to present our progress, share with you our development and value creation strategy, and answer your questions.

As you have seen from our communications, 2019 was a particularly rich year in terms of developments that Onxeo is leveraging to enhance the value of its key assets, including AsiDNA™, our tumor DNA repair inhibitor in the clinical stage.

First of all, our DRIIV clinical study showed a very good safety profile for AsiDNA™ and proved its activity when administered intravenously in humans.

We also launched DRIIV-1b, the first study combining AsiDNA™ with a reference chemotherapy regimen in advanced multi-treatment cancers. The first results are promising: a confirmed good safety profile, activity signals in the first patients. The study is continuing with additional results expected in the 2nd half of 2020\*.

Our challenge for 2020 is to **demonstrate AsiDNA™'s ability to abrogate tumors' acquired resistance to so-called "targeted" therapies**, starting with Tesaro/GSK's PARP inhibitor niraparib (PARPi), in a Revocan clinical study which is scheduled to start in the coming weeks.



This is a completely unique positioning in oncology, which meets a major therapeutic need. Indeed, acquired resistance to targeted therapies is a real obstacle to the long-term effectiveness of these agents. Preventing the emergence of such resistance is therefore a strong challenge. Our preclinical data has consistently shown that AsiDNA™ in combination with PARPi or also with a tyrosine kinase inhibitor can overcome these resistances. Clinical confirmation through Revocan will position AsiDNA as a treatment of major interest

Designed in collaboration with the Institut Gustave Roussy, a leading cancer research and treatment center, this study is expected to start in the second half of 2020 and the first results are expected in late 2020/early 2021\*.

We are also pursuing the development of our 2<sup>nd</sup> product candidate, OX401 from the platON™ platform. This next-generation PARP inhibitor activates the immune response and its preclinical proof of concept is expected in 2020. Onxeo would thus position itself in two areas of high potential, DNA damage response and immuno-oncology.

Finally, we recently entered into strategic agreements with Acrotech, our American partner, thereby granting it new rights to belinostat for \$6.6 million. This non-dilutive financing has extended the Company's cash horizon until the second quarter of 2021, beyond the key clinical results expected for AsiDNA™.

The impact of Covid-19 on our activities is limited for the moment and should remain so provided that the situation improves in the third quarter. Indeed, our clinical studies are not significantly impacted at this stage and our preclinical program, which is mostly conducted in-house, has been largely maintained within a strict health framework. In 2020, despite the difficult context, we remain fully mobilized to deliver tangible results and confirm the value of our assets.

On behalf of the entire Onxeo team, I would like to thank you for your support and interest in our products and work, which we invite you to express by voting at our Annual General Meeting on May 29th.

With kind regards,  
Judith Greciet - Chief Executive Officer



## 2<sup>nd</sup> quarter 2021

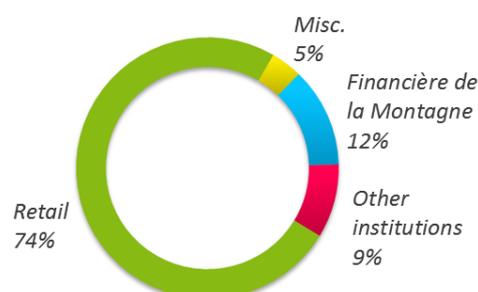
Financial visibility  
(as of April 7, 2020)

ONXEO

## 142,036 shares

Average daily volume  
(18 months as at March 31, 2020)  
ISIN code: FR0010095596

## SHAREHOLDING AS AT 03.31.2020



\* The estimated dates of clinical milestones take into account the impact of the health crisis to date and will be re-evaluated and adjusted if circumstances change.

# how to vote online?



We strongly recommend that you vote online via the secure **COMPUTERSHARE** portal

## 1 Login instructions

Log in to the **COMPUTERSHARE** portal by clicking on [THIS LINK](#), with your usual access codes. If you have lost or forgotten your password, please contact [info@computershare.dk](mailto:info@computershare.dk).

## 2 Select an option

Once connected to the portal, follow the indications that appear on the screen in order to **vote directly** or **give proxy**.

### To give proxy to the Chairman\*

You can give your proxy to the Chairman of the Meeting until the day before the Meeting, i.e. **May 28, 2020 - 3:00 p.m.** (Paris time).

### To vote directly online

You can vote until the day before the Meeting, i.e. **May 28, 2020 - 3:00 p.m.** (Paris time).

The screenshot shows the Computershare portal interface. At the top, there are two tabs: 'Shareholder register' and 'General Meeting'. Under 'General Meeting', there are three main options: 'Proxy - Board of Directors', 'Proxy - Practical direction', and 'Proxy - Third party'. Below these, there is a section for 'Votes by correspondence' with a 'Name' field. Further down, there are sections for 'General meeting' (with links for live stream, AGM documentation, and a guide), 'Settings', and 'Need support?'. Red and blue arrows point from the text on the left to the 'Proxy - Board of Directors' and 'Votes by correspondence' options respectively.

## 3 Express your vote

Once connected to the portal, follow the indications that appear on the screen in order to **vote directly** or **give proxy**.

Please tick "FOR", "AGAINST" or "ABSTAIN" to state your vote (one box for each resolution).

Items on the agenda of the Annual General Meeting on May 29, 2020 (shortened, please note that the complete agenda appears from the company's website <a href="http://www.onxeo.com">www.onxeo.com</a> and on the shareportal)				The Board's recommendation
	For	Against	Abstain	
1. Approval of the separate financial statements for the year ended 31 December 2019	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	For
2. Approval of the consolidated financial statements for the year ended 31 December 2019	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	For
3. Appropriation of profit or loss for the financial year ended 31 December 2019	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	For
4. etc...				

- ✗ The **COMPUTERSHARE** portal will no longer be accessible from **May 28, 2020 at 3:00 pm**
- ✗ It is preferable not to wait until the day before the General Meeting to vote in order to avoid a possible saturation of the site

\* Although the possibility of giving proxy to a third party other than the Chairman remains available, we draw your attention to the difficulties, for you and your proxy, in the current health context and strongly recommend that you vote directly online, or that you give your proxy to the Chairman.

# the conduct of your general meeting in camera

## Live conference webcast

### TO LOG IN, CLICK ON [THIS LINK](#)

- ✕ You can pre-register today for the General Meeting by indicating your **last name, first name** and **email**. You will then receive a confirmation of your registration with the possibility to add the event to your calendar.
- ✕ On May 29, 2020, you will be able to log in through this same link from 9:45 am (Paris time). The meeting will start at 10:00 am sharp and you will be able to follow the presentation by the management of Onxeo directly on your computer.
- ✕ At any time during the presentation, you will be able to send your questions via the web platform. They will be answered during the Q&A session.

- *The presentation will also be made available on the Company's website prior to the meeting.*

## Agenda of the Ordinary and Extraordinary General Meeting

- ✕ **Presentation by Onxeo's management: review of the highlights of 2019 and presentation of the outlook for 2020**
- ✕ **Reading of the Statutory Auditors' reports on the annual and consolidated financial statements for the financial year**
- ✕ **Vote on the resolutions**
  - *Resolutions 1 to 16 fall within the competence of the ordinary general meeting, resolutions 17 to 35 within that of the extraordinary general meeting.*
  - *The resolutions are grouped by major themes in the following pages. We invite you to consult on the Company's website the meeting convening notice which includes the full text of the resolutions.*

***The purpose of the following pages is to list and highlight by major themes the resolutions that will be submitted for your approval at the upcoming meeting. By their nature, these highlights are not exhaustive and have no legal value. We invite you to consult the meeting convening notice which is published in the BALO\* and is available on the Company's website, and which alone is authentic.***

\* French acronym for the Bulletin of Mandatory Legal Announcements

# Purpose and highlights of the resolutions

We propose that you adopt all of these resolutions with the exception of the 28<sup>th</sup> resolution

## **1** APPROVAL OF THE INDIVIDUAL AND CONSOLIDATED FINANCIAL STATEMENTS OF THE FINANCIAL YEAR ENDED 31 DECEMBER 2019 – ALLOCATION OF EARNINGS – IMPUTATION OF LOSSES CARRIED FORWARD TO RETAINED EARNINGS AGAINST SHARE PREMIUM – EXAMINATION OF STATUTORY AGREEMENTS (FIRST TO FIFTH 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.

With regard to the conduct of company business since the start of this financial year, once again we invite you to refer to the management report of the Board of Directors.

We propose to allocate the losses for the past financial year amounting to EUR 28,967,798 to the "share premium" account, which would thus be reduced from EUR 32,576,585 (its amount as of April 17, 2020) to the sum of EUR 3,608,757.

In addition, we remind you that the debit "retained earnings" account amounts to EUR 12,955,431. We therefore propose that the sum of EUR 3,608,757 entered in the "retained earnings" account be charged to the "share premium" account, which would thus be reduced to EUR 0. The debit balance of the "retained earnings" account would be EUR 9,345,626.

This allocation will enable the Company to improve the presentation of its balance sheet and will make it easier for it to obtain loans from credit institutions or grants from organizations subject to European regulations in addition to the capital reduction motivated by losses submitted for your approval under the terms of the thirty-fourth resolution, thus making it possible to reconstitute the Company's shareholders' equity, which has fallen below half of the share capital as of December 31, 2019.

## **2** RENEWAL OF THE TERM OF OFFICE OF DIRECTORS (SIXTH TO EIGHTH RESOLUTIONS)

We inform you that term of office of Judith Greciet, Financière de la Montagne and Christine Garnier and Elvira Sanz expires at the end of this General Meeting.

We propose you renew the term of office of Judith Greciet, Financière de la Montagne and Christine Garnier for three years expiring at the end of the 2023 Ordinary General Meeting held to approve the financial statements for the year ending 31 December 2022.

## **3** APPROVAL OF THE ITEMS OF REMUNERATION DUE OR ALLOCATED FOR THE FINANCIAL YEAR 2017 TO THE CHAIRMAN OF THE BOARD OF DIRECTORS MME DANIELLE GUYOT-CAPARROS AND TO THE CEO MRS JUDITH GRECIET - VOTE ON THE INFORMATION RELATING TO THE 2019 COMPENSATION OF CORPORATE OFFICERS (EXCLUDING EXECUTIVE DIRECTORS) MENTIONED IN ARTICLE L. 225-37-3, I OF THE FRENCH COMMERCIAL CODE (NINTH TO ELEVENTH RESOLUTIONS)

We invite you, in accordance with the provisions of paragraph III of Article L. 225-100 of the French Commercial Code (mechanism relating to ex post voting), we ask you to approve the fixed, variable and exceptional compensation items allocated or remaining to be allocated for the financial year 2019 to the Chairman of the Board of Directors and the Chief Executive Officer in respect of their mandates, as decided by the Board of Directors in accordance with the principles and criteria approved by the Company's General Meeting of Shareholders on 22 May 2019 under the terms of its tenth and twelfth resolutions, and detailed in the Board of Directors' report on corporate governance, in section 2. 2 entitled "*Remuneration of corporate officers in financial year 2019*".

Pursuant to Article L. 225-100 II of the French Commercial Code, we also suggest that you provide the information referred to in Article L. 225-37-3 I of the French Commercial Code concerning the corporate officers (excluding corporate officers), as set out in the Board of Directors' report on corporate governance, in section 2.2 entitled "*Compensation of corporate officers during the financial year 2019*".

Pursuant to the provisions of Article L. 225-37-2 of the French Commercial Code (provisions relating to ex ante voting), we also ask you to approve the compensation policy for corporate officers, the Chairman of the Board of Directors and the Chief Executive Officer for the financial year 2020, as presented in the Board of Directors' report on corporate governance, in section 2.3 entitled "*Compensation policy for corporate officers for the financial year 2020*".

#### **4** AUTHORIZATION TO IMPLEMENT A SHARE BUY-BACK PROGRAM (FIFTEENTH RESOLUTION)

We propose you renew the authorization given to the Board of Directors, for a term of 18 months, by the General Meeting of 26 April 2017, in order to implement a share buy-back program. The request for a new authorization thus allows for avoiding a period not covered by that authorization from now to the next Annual General Meeting.

In previous financial years, this share buy-back program 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 amount of the funds designed for the implementation of the share buy-back program would be a maximum of EUR 1,000,000, i.e. unchanged from the previous year. The maximum purchase price per share (excluding fees and commission) would be set at EUR 3.

#### **5** APPROVAL OF THE TRANSFER OF LISTING OF ONXEO SECURITIES OF THE EURONEXT PARIS MARKET TO THE EURONEXT GROWTH PARIS MARKET AND POWERS TO BE CONFERRED TO THE BOARD OF DIRECTORS FOR THE REALIZATION OF THIS TRANSFER (SIXTEENTH RESOLUTION)

We remind you that the Company is considering a possible transfer of Onxeo shares from the regulated market Euronext Paris to the regulated market Euronext Growth, with a view to reducing costs and regulatory constraints. These discussions having been successful, we ask you to approve the transfer of the listing of the Company's financial instruments from the regulated market Euronext compartment C to the multilateral trading market Euronext Growth, in accordance with the legal and regulatory provisions in force.

We therefore ask you to authorize the Company's requests for delisting from the Euronext regulated market in Paris and for concomitant admission to the Euronext Growth multilateral trading market.

#### **6** FINANCIAL DELEGATION TO BE GRANTED TO THE BOARD OF DIRECTORS (SEVENTEENTH TO TWENTY-NINTH RESOLUTIONS)

We propose that you renew, in advance, the financial delegations granted to the Board of Directors by the General Meeting of April 26, 2019, which have been partly used since that date or which will expire at the end of the 2020 financial year or the beginning of the 2021 financial year, in order to avoid the need to convene a new meeting at a later date for this sole purpose.

Thus, your Board of Directors will have at its disposal the most varied delegations of authority in order to respond to market opportunities that may arise without having to return to the shareholders.

These new delegations would put an end to the delegations, having the same purpose, granted by the Shareholders' Meeting of May 20, 2019, and you will read the reports prepared by the statutory auditors on these delegations and authorizations.

- the maximum aggregate nominal amount of the capital increases that may be carried out, immediately or in the future, pursuant to the delegations thus granted would be set at EUR 16,865,558, to which would be added, as the case may be, the nominal value of any additional shares or securities that may be issued to preserve, in accordance with the law, the rights of the holders of securities giving access to the capital and other rights giving access to the capital, and
- the maximum aggregate nominal amount of debt securities that may be issued pursuant to the delegations thus granted would be set at EUR 30,000,000.

All of these delegations would be granted for a period of twenty-six (26) months, with the exception of the delegations referred to in the 22nd to 26th resolutions (delegations for the purpose of increasing the share capital with cancellation of preferential subscription rights in favor of categories of persons) which would be granted for a period of eighteen (18) months.

The Board of Directors would have all powers, with the option to delegate and sub-delegate, to implement the delegations thus granted to it.

In the event that the Board of Directors uses the delegations of authority thus granted to it, it will report thereon to the next ordinary general meeting, in accordance with the law and regulations.

We therefore propose that you examine below each of the delegations and authorizations that you are being asked to grant to your Board of Directors.

- a) *Delegation of authority to be granted to the Board of Directors to increase the share capital, immediately or in the future, by issuing ordinary shares and/or any other securities, with preferential subscription rights, within the limit of a total nominal amount of EUR 8,095,468 if the Thirty-fourth resolution, related to the reduction of capital by way of a reduction in the nominal value of the shares (the "34<sup>th</sup> Resolution") is adopted, or of EUR 16,865,558 if this resolution is not adopted (seventeenth resolution)*
- b) *Delegation of authority granted to the Board of Directors to increase the share capital immediately or in the future by issuing ordinary shares and/or securities, with cancellation of shareholders' preferential subscription rights, by way of a public offering (within the limit of a total nominal amount of EUR 8,095,468 if the 34<sup>th</sup> Resolution, is adopted, or of EUR 16,865,558 if this resolution is not adopted (eighteenth resolution)*
- c) *Delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or any other securities, with cancellation of the shareholders' preferential subscription rights in the context of an offer referred to in Article L. 411-2 of the French Monetary and Financial Code (nineteenth resolution)*

This delegation is identical in all respects to the delegation described in the paragraph above, with the difference that the issues decided pursuant to this delegation would be carried out in particular, to qualified investors or a limited circle of investors.

- d) *Delegation of authority to be granted to the Board of Directors to increase the amount of the issues with or without preferential subscription rights that would be decided pursuant to the seventeenth to nineteenth resolutions above (twentieth resolution)*

This delegation enables the Board of Directors to increase the amount of the issues with preferential subscription rights that would be decided pursuant to the seventeenth to nineteenth resolutions, within 30 days of the closing of the subscription, at the same price as that retained for the initial issue and within the limit of 15% of the initial issue.

- e) *Authorization to the Board of Directors, in the event of an issue of ordinary shares or any securities giving access to the share capital with cancellation of the shareholders' preferential subscription rights pursuant to the eighteenth and nineteenth resolutions, to set the issue price within the limit of 10% of the share capital and within the limits set by the General Meeting (twenty-first resolution)*

This authorization will give the Board of Directors greater flexibility in setting the price in accordance with market opportunities.

- f) *Delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares or any other securities, with cancellation of shareholders' preferential subscription rights in favor of a first category of persons (twenty-second and twenty-third resolutions)*

These two delegations of authority will enable the Board of Directors to carry out, in the proportions and at the times it deems appropriate, one or more capital increases through the issue of ordinary shares of the Company and/or securities, with cancellation of shareholders' preferential subscription rights in favor of companies or investment funds, that invest primarily or have invested over the past 24 months in growth companies known as "small caps" or "mid caps in the health or biotechnology sector, with a maximum discount of 25%.

This delegation as well as the proposed discount will enable the Company to call on investors and once again have greater flexibility in setting the issue price of the securities.

- g) *Delegations of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares or any securities giving access to the share capital, with cancellation of shareholders' preferential subscription rights in favor of a second category of persons (twenty-fourth and twenty-fifth resolutions)*

These delegations shall be identical in all respects to the delegation referred to in point (f) above, with the exception of the category of beneficiaries. We therefore ask you to cancel shareholders' preferential subscription rights to the shares, other securities and debt instruments that may be issued pursuant to this resolution, in favor of industrial companies active in the health or biotechnology sector taking, directly or through an affiliated company, a stake in the Company's capital, possibly on the occasion of the conclusion of a commercial agreement or partnership with the Company.

- h) *Delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares or any other securities with cancellation of shareholders' preferential subscription rights to the benefit of a category of persons within the framework of an equity or bond financing contract (twenty-sixth resolution)*

This delegation of authority would allow the implementation of a financing line in shareholders' equity that would allow the Company to increase its financial flexibility alongside the other financing tools already in place.

- i) *Delegation of powers to be granted to the Board of Directors to increase the share capital, within the limit of 10% of the share capital, to remunerate contributions in kind of equity securities or securities giving access to the capital of third party companies outside of a public exchange offer (twenty-seventh resolution)*

We propose that you delegate to the Board of Directors the authority to increase the capital as remuneration for contributions in kind granted to the Company.

- j) *Delegation of authority to be granted to the Board of Directors to carry out a capital increase reserved for employees in accordance with the conditions set forth in articles L. 3332-18 et seq. of the French Labor Code (twenty-eighth resolution)*

We remind you that there is no company savings plan as it stands to which could join our Company's employees and that, moreover, the Company has favored since 2003 access of its employees to its capital through its policy of directly granting securities giving access to the capital. Consequently, we would like to inform you that we are not in favor of such an authorization because we believe that the proposal to set up stock option subscription or purchase option plans for the of shares and free share allocations that have been submitted to you beforehand are more suitable for the social policy in force in the Company, designed to strengthen direct employee participation of the Corporation and its subsidiaries in its capital.

**We therefore ask you not to adopt this resolution submitted for your approval.**

7

DÉLÉGATIONS ET AUTORISATIONS À CONSENTIR AU CONSEIL D'ADMINISTRATION DANS LE CADRE DE LA POLITIQUE D'INTÉRESSEMENT DES MANDATAIRES ET SALARIÉS DU GROUPE AINSI QU'AUX PERSONNES COLLABORANT A SON DÉVELOPPEMENT (TRENTIÈME ET TRENTE-ET-UNIÈME RÉOLUTIONS)

- a) *Authorization to be granted to the Board of Directors to grant stock options (thirtieth resolution)*

We suggest that you authorize the Board of Directors, with the option to sub-delegate to the Chief Executive Officer, to grant, during the periods authorized by law, options giving the right to subscribe for new shares to be issued by the Company as a capital increase or to purchase existing shares of the Company.

These options would be granted to members of the salaried employees and/or corporate officers (or some of them) of the Company

The options granted to the Company's executive officers will be subject to the following performance conditions, assessed in the short or medium term: progress of the Company's three key programs, expansion of the portfolio through strategic transactions, stock price performance, financing and organization of the Company. These performance criteria and their weighting will be identical to those used to determine the variable compensation of the Chief Executive Officer.

- b) *Delegation of authority to be granted to the Board of Directors for the purpose of issuing and allocating share warrants to the benefit of (i) members of the Board of Directors of the Company in office on the date of allocation of the warrants who are not employees or officers of the Company or one of its subsidiaries and (ii) persons bound by a service or consultancy contract to the Company or one of its subsidiaries (thirty-first resolution)*

We propose that you delegate to the Board of Directors the authority to grant a maximum number of 500,000 ordinary share subscription warrants (the "BSAs"), each giving the right to subscribe for one share of the Company, corresponding to a dilution percentage of 0.3% in relation to the Company's share capital at 17 April 2020.

8

STATUTORY AMENDMENTS (THIRTY-SECOND RESOLUTION)

We propose that you amend Article 14 of the Articles of Association "Meeting of the Board of Directors" in order to update the legal provisions concerning the power of the Board of Directors to take certain decisions by written consultation.

The proposed new wording of Article 14 of the Articles of Association is set out in the 31st resolution submitted for your approval.

9

CONSULTATION OF SHAREHOLDERS, IN APPLICATION OF ARTICLE L. 225-248 OF THE CODE OF COMMERCE, ON THE POSSIBLE DISSOLUTION OF THE COMPANY FOLLOWING THE RECOGNITION OF ACCOUNTING LOSSES THAT MAKE THE SHAREHOLDERS' EQUITY LESS THAN HALF OF THE SHARE CAPITAL (THIRTY-THIRD RESOLUTION)

We inform you that as a result of the losses recorded during the financial year ended December 31, 2019, the Company's shareholders' equity has fallen below half of the share capital.

We ask you to decide that there are no grounds for an early dissolution of the Company and, consequently, to decide to continue the Company's activities.

10

REDUCTION IN CAPITAL MOTIVATED BY LOSSES BY REDUCTION OF THE NOMINAL VALUE OF SHARES - RECOGNITION OF THE RESTORATION OF SHAREHOLDERS' EQUITY - CORRELATIVE AMENDMENT OF ARTICLE 6 OF THE BYLAWS (THIRTY-FOURTH AND THIRTY-FIFTH RESOLUTIONS)

As indicated in point 9 above, as a result of the losses for the year ended December 31, 2019, the Company's shareholders' equity has become less than half of the share capital to proceed with a capital reduction motivated by losses under the conditions set out below.

We remind you that the "retained earnings" account amount at EUR 9,346,626 after allocation to the "share premium" account decided under the terms of the 4th resolution relating to the allocation of income for the past fiscal year.

We remind you that the share capital is currently divided into 6,746,223 shares with a par value of EUR 0.25 each.

We therefore propose that you proceed, with immediate effect, to reduce the share capital due to losses in the amount of EUR 8,770,090.42 in order to reduce it from EUR 16,865,558.50 to EUR 8,095,468.08 and to carry out this capital reduction by reducing the par value of the 67,462,234 shares making up the capital from EUR 0.25 to EUR 0.12.

The amount of the capital reduction would be charged to the debit "retained earnings" account, which would consequently be reduced to a debit amount of EUR 576,535.58.

Thus, following this operation, the share capital would amount to EUR 8,09,468.08 and would be divided into 67,462,234 shares with a par value of EUR 0.12 each.

Shareholders' equity would amount to EUR 7,859,009 and would therefore be restored in an amount greater than half of the share capital.

Article 6 of the bylaws would be amended accordingly.

It is under these conditions that we ask you to vote on the resolutions proposed to you by your Board of Directors.



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