

**ONXEO**

French Public Limited Company with Board of Directors  
with capital of €16,865,558.50  
Registered office: 49 Boulevard du Général Martial Valin, 75015 Paris  
410 910 095 R.C.S. Paris

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**NOTICE**  
**TO COMBINED ANNUAL AND EXTRAORDINARY SHAREHOLDERS' MEETING**  
**OF 29 MAY 2020**

The shareholders are called to attend a combined annual and extraordinary general meeting to be held on 29 May 2020 at 10 a.m., at the registered office. If a quorum is not achieved, a new General Meeting will be convened on 19 June 2020 at 10 a.m. at the registered office.

Due to the Covid-19 epidemic and in accordance with the ordinance n°2020-321 taken the 25 March 2020, this general meeting will take place *in camera*. The shareholders will therefore not be able to physically attend said meeting but may be represented and vote under the conditions specified below.

The General Meeting is called to deliberate on the following agenda:

**Agenda for the Annual General Meeting:**

- 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 year ended 31 December 2019;
- reading of the statutory auditors' reports on the annual and consolidated financial statements for the year ended 31 December 2019, corporate governance and the agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code;
- first resolution: approval of the separate financial statements for the year ended 31 December 2019;
- second resolution: approval of the consolidated financial statements for the year ended 31 December 2019;
- third resolution: appropriation of profit or loss for the financial year ended 31 December 2019;
- fourth resolution: allocation of losses to the debit "retained earnings" account to the "share premium" account
- fifth resolution: examination of the agreements referred to in Articles L. 225-38 *et seq.* of the Commercial Code;
- sixth resolution: renewal of the mandate of a member of the Board of Directors (*Judith Greciet*);
- seventh resolution: renewal of the mandate of a member of the Board of Directors (*Financière de la Montagne*);
- eight resolution: renewal of the mandate of a member of the Board of Directors (*Christine Garnier*);

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- ninth resolution: approval of the remuneration due or attributed during 2019 to the Chairman of the Board of Directors, Danielle Guyot-Caparros;
- tenth resolution: approval of the remuneration due or attributed during 2019 to the Chief Executive Officer, Judith Greciet;
- eleventh resolution: 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;
- twelfth resolution: approval of the compensation policy for the Chairman of the Board of Directors, Danielle Guyot-Caparros, for fiscal year 2020;
- thirteenth resolution: approval of the compensation policy for the Chief Executive Officer, Judith Greciet, for fiscal year 2020;
- fourteenth resolution: approval of the compensation policy for corporate officers for the financial year 2020;
- fifteenth resolution: authorisation to be given to the Board of Directors to allow the Company to buy back its own shares;
- sixteenth resolution: approval of the transfer of the listing of ONXEO shares from the Euronext Paris market to the Euronext Growth Paris market and powers to be granted to the Board of Directors to carry out this transfer.

### **Agenda for the Shareholders' Extraordinary General Meeting**

- seventeenth resolution: delegation of authority to be granted to the Board of Directors to increase the capital through the issue of ordinary shares and/or any other securities giving access to the share capital, with maintenance of the preferential subscription rights of shareholders;
- eighteenth resolution: delegation of authority to be granted to the Board of Directors to increase the capital through the issue of ordinary shares or any other securities giving access to the share capital, with cancellation of the preferential subscription rights of the shareholders through a public offering;
- nineteenth resolution: delegation of authority to be granted to the Board of Directors to increase the capital through the issue of ordinary shares or securities giving access to the capital, with cancellation of shareholders' preferential subscription rights in the context of an offer referred to in Article L. 411-2 of the French Monetary and Financial Code;
- twentieth resolution: delegation of authority to be granted to the Board of Directors to increase the amount of issues with or without preferential subscription rights decided pursuant to resolutions 17 to 19 above, in accordance with the provisions of Article L. 225 -135-1 of the Commercial Code;
- twenty-first resolution: authorisation provided to the Board of Directors, in the event of an issue of ordinary shares or any other securities giving access to the share capital, with elimination of the preferential subscription rights of shareholders, pursuant to resolutions 18 and 19 above, to set the issue price within the limit of 10% of the share capital and within the limits decided by the general meeting;

## Translation for information purposes only

- twenty-second resolution: delegation of authority to be granted to the Board of Directors to increase the capital through the issue of ordinary shares or any other securities giving access to the capital, with cancellation of the preferential subscription rights of the shareholders for the benefit of an initial category of persons that satisfy specified characteristics; (up to an overall nominal amount of EUR 3,238,187 if the thirty-fourth resolution is adopted, or EUR 6,746,223 if this resolution is not adopted);
- twenty-third resolution: delegation of authority to be granted to the Board of Directors to increase the capital through the issue of ordinary shares or any other securities giving access to the capital, with cancellation of the preferential subscription rights of the shareholders for the benefit of an initial category of persons that satisfy specified characteristics; (up to an overall nominal amount of EUR 1,619,094 if the thirty-fourth resolution is adopted, or EUR 3,373,112 if this resolution is not adopted);
- twenty-fourth resolution: delegation of authority to be granted to the Board of Directors to increase the capital through the issue of ordinary shares or any other securities giving access to the capital, with cancellation of the preferential subscription rights of the shareholders for the benefit of a second category of persons that satisfy specified characteristics; (up to an overall nominal amount of EUR 3,238,187 if the thirty-fourth resolution is adopted, or EUR 6,746,223 if this resolution is not adopted);
- twenty-fifth resolution: delegation of authority to be granted to the Board of Directors to increase the capital through the issue of ordinary shares or any other securities giving access to the capital, with cancellation of the preferential subscription rights of the shareholders for the benefit of a second category of persons that satisfy specified characteristics; (up to an overall nominal amount of EUR 1,619,094 if the thirty-fourth resolution is adopted, or EUR 3,373,112 if this resolution is not adopted);
- twenty-sixth resolution: delegation of authority to be granted to the Board of Directors to increase the capital immediately or in the future by issuing ordinary shares and/or securities, with cancellation of the preferential subscription rights of the shareholders in favour of a class of individuals as part of a line of equity financing or debt financing;
- twenty-seventh resolution: delegation of authority to be granted to the Board of Directors to increase the company's capital within the limit of 10% of the capital, to remunerate the contribution in kind of equity securities or securities giving access to the capital of third party companies outside a public exchange offer;
- twenty-eighth resolution: delegation of authority to be granted to the Board of Directors to increase the Company's capital through the issuance of shares and securities giving access to the Company's share capital for the benefit of employees belonging to the Group's savings plan;
- twenty-nine resolution: setting the overall limitations on the amount of issues made pursuant to resolutions 17, 18, 19, 20, 22, 23, 24, 25, 26, 27 and 28 above;
- thirtieth resolution: authorisation for the Board of Directors to grant subscription or purchase options of Company shares, in accordance with the provisions of Articles L. 225-177 *et seq.* of the Commercial Code;

- thirty-first resolution: delegation of authority to be granted to the Board of Directors to issue and allocate share subscription warrants with elimination of the preferential subscription rights of shareholders for the benefit of the following category of persons: (i) members of the Board of Directors in office on the date of the warrant allocation not qualified as employees or officers of the Company or one of its subsidiaries and (ii) persons bound by a service or consulting contract with the Company or one of its subsidiaries;
- Thirty-second resolution: amendment of Article 14 of the Articles of Association "Board of Directors - Powers" in order to provide for the possibility for the Board of Directors to take certain decisions by written consultation;
- Thirty-third resolution: consultation of the shareholders, pursuant to Article L. 225-248 of the French Commercial Code, on the possible early dissolution of the Company following the recognition of accounting losses that render shareholders' equity less than half of the share capital.
- Thirty-fourth resolution: reduction of the share capital, motivated by losses, by an amount of EUR 877,0090.42, by reducing the nominal value of the shares from EUR 0.25 to EUR 0.12 - recognition of the reconstitution of shareholders' equity
- Thirty-fifth resolution: amendment of Article 6 of the Articles of Association as a result of the aforementioned capital reduction,

### **TEXT OF THE RESOLUTIONS**

#### **First resolution**

*Approval of the financial statements for the year ended 31 December 2019*

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

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

approves the financial statements for the year ended 31 December 2019 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 year ended 31 December 2019*

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

having considered the report of the Board of Directors on the consolidated financial statements for the year ended 31 December 2019, as well as the report of the statutory auditors thereon,

approves 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**

*Appropriation of profit or loss for the year ended 31 December 2019*

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

having considered the Board of Directors' management report,

noting that the loss for the year ended 31 December 2019 amounted to EUR 28,967,798 and the "share premium" account at EUR 32,576,585 as of April 17, 2020,

decides to allocate the said loss in full to the share premium account, thus decreasing it from € 32,576,585 to € 3,608,787.

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

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

**Fourth résolution**

*Allocation of losses recorded in the "retained earnings" account to the "share premium" account*

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

having considered the Board of Directors' report,

noting that the debit "retained earnings" account amounts to the sum of EUR 12,955,413 and that the "share premium" account amounts to the sum of EUR 3,608,787, after allocation of losses for the year ended December 31, 2019,

decides to charge the sum of EUR 3,608,787 entered in the "retained earnings" account to the "share premium" account, which is thus fully cleared; the debit "retained earnings" account is thus reduced to EUR 9,346,626.

**Fifth résolution**

*Examination of the 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,

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

notes that no new agreement was entered into during the past financial year.

**Sixth résolution**

*Renewal of the mandate of a member of the Board of Directors (Judith Greciet)*

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

having considered the report of the Board of Directors and noting that Judith Greciet 's term of office expires at the end of this General Meeting,

resolves to renew Judith Greciet's term of office for a further three years, expiring at the end of the 2023 Annual General Meeting held to approve the financial statements for the year ending 31 December 2022.

Judith Greciet 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 mandate of a member of the Board of Directors (Financière de la Montagne)*

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

having considered the report of the Board of Directors and noting that Financière de la Montagne 's term of office expires at the end of this General Meeting,

resolves to renew Financière de la Montagne's term of office for a further three years, expiring at the end of the 2023 Annual General Meeting held to approve the financial statements for the year ending 31 December 2022.

Financière de la Montagne 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**

*Renewal of the mandate of a member of the Board of Directors (Christine Garnier)*

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

having considered the report of the Board of Directors and noting that Christine Garnier 's term of office expires at the end of this General Meeting,

resolves to renew Christine Garnier's term of office for a further three years, expiring at the end of the 2023 Annual General Meeting held to approve the financial statements for the year ending 31 December 2022.

Christine Garnier 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.

**Ninth résolution**

*Approval of the remuneration due or attributed during 2019 to the Chairman 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 considered the Board of Directors' report,

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

**approves** the fixed, variable, and exceptional compensation components awarded or still to be attributed for the 2019 financial year to the Chairman of the Board of Directors under his mandate, as determined by the Board of Directors in accordance with the principles and criteria approved by the General Meeting of the Company on 22 May 2019 pursuant to its tenth resolution and detailed in the report of the Board of Directors on corporate governance, section 2.2 *"Approval of the remuneration components due or awarded for the year 2019 to the Chairman and to the CEO"*.

**Tenth résolution**

*Approval of the compensation due or attributed during 2019 to the Chief Executive Officer, Judith Greciet*

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

having considered the Board of Directors' report,

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

**approves** the fixed, variable, and exceptional compensation components awarded or still to be attributed for the 2019 financial year to the Chief Executive Officer under her mandate, as determined by the Board of Directors in accordance with the principles and criteria approved by the General Meeting of the Company on 22 May 2019, pursuant to its eleventh resolution and detailed in the report of the Board of Directors on corporate governance, section 2.2 *"Approval of the remuneration components due or awarded for the year 2019 to the Chairman and to the CEO"*.

**Eleventh résolution**

*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*

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

having considered the Board of Directors' report,

approves, pursuant to article L. 225-100 II of the French Commercial Code, the information referred to in article L. 225-37-3 I of the French Commercial Code concerning corporate officers (other than executive directors), as set out in the report of the Board of Directors on corporate governance, in section 2.2 entitled "*Compensation of corporate officers for the year ended December 31, 2019*"

**Twelfth résolution**

*Approval of the compensation policy for the Chairman of the Board of Directors, Danielle Guyot-Caparros, for fiscal year 2020*

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

having considered the Board of Directors' report,

pursuant to the provisions of Article L. 225-37-2 of the French Commercial Code,

**approves** the compensation policy for the Chairman of the Board of Directors, Danielle Guyot-Caparros, for fiscal year 2020, as presented in the Board of Directors' report on corporate governance, in section 2.3 entitled "*Compensation policy for corporate officers for fiscal year 2020*".

**Thirteenth résolution**

*Approval of the compensation policy for the Chief Executive Officer, Judith Greciet, for fiscal year 2020*

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

having considered the Board of Directors' report,

pursuant to the provisions of Article L.225-37-2 of the French Commercial Code,

**approves** the compensation policy for the Chief Executive Officer, Judith Greciet, for fiscal year 2020, as presented in the Board of Directors' report on corporate governance, in section 2.3 entitled "*Compensation policy for corporate officers for fiscal year 2020*".

**Fourteenth résolution**

*Approval of the compensation policy for corporate officers for the financial year 2020*

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

having considered the Board of Directors' report,

pursuant to the provisions of Article L.225-37-2 of the French Commercial Code,



**approves** the compensation policy for corporate officers for fiscal year 2020, as presented in the Board of Directors' report on corporate governance, in section 2.3 entitled "*Compensation policy for corporate officers for fiscal year 2020*".

**Fifteenth 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 considered the Board of Directors' report,

authorises 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,

decides 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;

decides that the authorisation may be used to:

- ensure the liquidity of the Company's shares under a liquidity agreement to be concluded with an investment service provider, in line with the code of ethics recognised 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 with the market practices accepted by the Financial Markets Authority; or
- more generally, operate for any purpose that may be authorised by law or any market practice that may be accepted by the market authorities, provided that, in such circumstances, the Company

informs its shareholders through a press release;

decides to set the maximum unit price per share (excluding fees and commissions) at €3, 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, or standard or reverse stock-splits;

decides 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 mergers, demergers or asset-for-share exchanges, the number of shares acquired may not exceed 5% of the total number of shares;

gives 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 assigning or reassigning the shares acquired to the various formalities and, in general, do everything that is necessary;

decides 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.

#### **Sixteenth résolution**

*Approval of the transfer of the listing of ONXEO shares from the Euronext Paris market to the Euronext Growth Paris market and powers to be granted to the Board of Directors to carry out this transfer*

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

having considered the Board of Directors' report,

pursuant to the provisions of Article L.421-14 of the French Monetary and Financial Code,

approves 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,

authorises the applications for the Company's delisting from the Euronext regulated market in Paris and its concurrent admission to the Euronext Growth multilateral trading market, and

grants full powers to the Board of Directors to (i) delist the Company's shares from compartment C of the Euronext regulated market, (ii) have its shares admitted to trading on the Euronext Growth multilateral trading market by transfer from compartment C of the Euronext regulated market, (iii) take all necessary measures to fulfil the conditions of this transfer and (iv) give all guarantees, choose the

listing sponsor, make all declarations, carry out all formalities and, more generally, take all measures necessary for the completion of the transfer operations.

**Seventeenth résolution**

*Delegation of authority to be granted to the Board of Directors to increase the capital immediately or in the future through the issuance of ordinary shares and/or any other securities giving access to the capital, with preferential subscription rights of shareholders up to a maximum nominal value of €8,095,468 if the Thirty-fourth resolution is adopted, or € 16,865,558 if this resolution is not adopted.*

The General Meeting, ruling under the conditions of quorum and majority required for Extraordinary General Meetings, the share capital being entirely paid up, and

having considered the Board of Directors' report and the statutory auditors' report,

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

authorises the Board of Directors, with the option to delegate or subdelegate such authorisation under legal conditions, to decide, in the amounts and at the times it deems necessary, one or more capital increases, by issuing, in France or abroad, Company ordinary shares or equity securities giving access to other equity securities or entitling holders to the allotment of debt securities, and/or securities (including any debt securities) giving access to equity securities of the Company or any company that owns directly or indirectly more than half of its capital or of which it would own directly or indirectly more than half of the capital, the said transferable securities being able to be issued in euros, in foreign currency, or in any monetary units established by reference to several currencies, at the discretion of the Board of Directors, and being able to be settled in cash, including by offsetting receivables;

decides that the maximum nominal amount of capital increases that may be carried out immediately or in the future, under this resolution, is set at €8 095 468 on the basis of a par value per share of 0.12 euro if the Thirty-fourth resolution is adopted, or €16,865,558 on the basis of a par value of 0.25 euro if the said resolution is not adopted (or the equivalent of this amount in another currency), which represents 67 462 232 shares, or approximately 100% of the capital on 17 April 2020, it being specified that:

- the maximum nominal amount of the capital increases that may be carried out immediately or in the future under this authorisation will be deducted from the amount of the overall ceiling provided by the Twenty-ninth résolution below;
- to these ceilings shall be added, if necessary, the nominal value of the shares to be issued to preserve, in accordance with the law and any applicable contractual provisions, the rights of the shareholders and other rights giving access to the capital;

decides to set the maximum nominal amount of debt securities that may be issued under this authorisation (or the equivalent of this amount if issuing in another currency) at €30,000,000, it being specified that:

- this amount will be increased, if necessary, by any redemption premium above par;
- this amount will be deducted from the overall ceiling referred to in the Twenty-ninth résolution twenty-eight resolution below;
- this ceiling limit does not apply to debt securities referred to in Articles L.228-40, L.228-36-A and L.228-92 (3) of the Commercial Code whose issuance would be decided or authorised by the Board under the conditions set out in Article L.228-40 of the Commercial Code, or in other cases, under the conditions the Company may determine in accordance with the provisions of

Article L.228-36-A of the Commercial Code;

decides that the shareholders, in accordance with the legal and regulatory provisions in force, can exercise their preferential subscription rights to ordinary shares and securities issued under this resolution;

decides that the Board of Directors may establish a subscription right for shares for the benefit of the shareholders, over and above their existing shareholdings, which will be exercised in proportion to their rights and within the limit of their requests;

decides that if the subscriptions in proportion to, and over and above existing shareholdings have not absorbed the entire share or securities issue, the Board of Directors may use, in the order that it deems appropriate, the following options:

- limit the issue to the amount of the received subscriptions, provided that it reaches at least three-quarters of the original amount of the issue as decided by the Board of Directors;
- freely distribute all or part of the securities not subscribed in proportion to, and over and above existing shareholdings;
- offer to the public all or part of the shares or securities not subscribed for;

decides that issues of warrants for shares of the Company may be made through cash subscription, as well as through the distribution of bonus shares to existing shareholders;

decides that in the event of a free allocation of warrants, the Board may decide that the allocation rights forming share fractions shall not be tradable and that the corresponding securities shall be sold;

acknowledges, as and when necessary, that this authorisation shall carry with it, by operation of law, in favour of the holders of securities issued under this authorisation, the express waiver by the shareholders of their preferential subscription rights to the shares to which these securities shall create a right;

decides that the Board shall have all powers to implement, under the conditions set by law and the articles of association, this delegation of authority, in particular, without this list being exhaustive, to set the dates, conditions, and terms of any issue, and the form and characteristics of the shares or securities giving access to the capital or debt securities to be issued, with or without premium; in particular, it will set the amounts to be issued, the date of possession, potentially backdated, of the shares or securities giving access to the capital, the basis on which such shares or securities are to be paid up and, where applicable, the terms governing the exercise of the rights of exchange, conversion, redemption or allocation in any other way of equity securities or securities giving access to the capital within the limits provided for in this resolution;

decides that the Board will have full powers, with the option to delegate or subdelegate such powers, to implement this authorisation and to carry out, on one or more occasions, in the proportions and at the times it determines, the aforementioned issues - and if necessary to postpone them - to conclude any agreements to ensure the success of the issues, to record their realisation and to make the changes to the articles of association accordingly, and, more generally:

- to determine, in the conditions provided by law, how the terms of access to the capital provided by the securities may be modified;
- to suspend, as appropriate, the exercise of the rights attached to such securities for a maximum of three (3) months;
- to make any deductions to share premiums, in particular deductions for expenses incurred in

carrying out the issues;

- subsequently, to ensure the preservation of the rights of the holders of securities giving access to the Company's capital issued pursuant to this authorisation, in accordance with the legal and regulatory provisions and any applicable contractual provisions;
- to take all measures and carry out all formalities required for the listing of the issued securities on the Euronext Paris regulated market or any other market on which the Company shares would be traded;

decides that this authorisation may not be used while a takeover bid for the Company is in progress;

acknowledges that, should the Board of Directors use the delegation of authority conferred on it by this resolution, it will report to the next Annual General Meeting, in accordance with the law and the regulations;

decides that this authorisation is granted for twenty-six (26) months from today's date and cancels any prior authorisation having the same purpose;

**Eighteenth résolution**

*Delegation of authority to be granted to the Board of Directors to increase the capital immediately or in the future through the issue of ordinary shares or other securities, with cancellation of the preferential subscription rights of the shareholders, through a public offering (up to an overall nominal amount of EUR €8,095,468 if the Thirty-fourth resolution is adopted, or € 16,865,558 if this resolution is not adopted.)*

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

having considered the Board of Directors' report and the statutory auditors' report,

in accordance with the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code and, in particular, its Articles L.225-129 to L.225-129-6, L.225-135, L.225-135-1, L.225-136, L.228-91, L.228-92 and L.228-93,

delegates to the Board of Directors the power, with the option to delegate and subdelegate this power within the law, to decide the issuance, by way of public offering, on one or more occasions and in such proportions and times it thinks fit, in France or abroad, of Company ordinary shares or equity securities giving access to other equity securities or entitling holders to the allotment of debt securities, and/or securities (including any debt securities) giving access to equity securities of the Company or of any company that owns directly or indirectly more than half of its capital or of which it would own directly or indirectly more than half of the capital, the said transferable securities being able to be issued in euros, foreign currency or any monetary units established by reference to several currencies, at the discretion of the Board of Directors, and being able to be settled in cash, including by offsetting receivables;

decides that the securities thus issued may consist of debt securities, be associated with the issue of such securities or permit the issue of the same as intermediate securities;

decides to cancel the preferential subscription right of the shareholders attached to the ordinary shares or securities issued under this authorisation;

decides that a priority right to purchase the securities shall be established for the benefit of the shareholders, on all or part of the issues, within the period and under the terms as it shall determine in accordance with the provisions of Article L.225-135 of the Commercial Code, with this priority right not giving rise to the creation of tradable rights, but which may be exercised both in proportion to, and over and above existing shareholdings;

acknowledges, as and when necessary, that this authorisation shall carry with it, by operation of law, in favour of the holders of securities issued under this authorisation, the express waiver by the shareholders of their preferential subscription rights to the shares to which these securities shall create a right;

decides to set the maximum nominal amount of the capital increases that may be carried out, immediately and/or in the future, pursuant to this resolution to EUR 8,095,468 on the basis of a nominal value per share of 0.12 euro if the Thirty-fourth resolution is adopted or to EUR 16,865,558 on the basis of a nominal value of 0.25 euro if this resolution is not adopted (or the equivalent value of this amount in the event of an issue in another currency), which represents 67,462,232 shares, i.e. approximately 100% of the share capital as of April 17, 2020, it being specified that:

- the maximum nominal amount of the capital increases that may be carried out immediately or in the future under this authorisation will be deducted from the amount of the overall ceiling provided by Twenty-ninth resolution below;
- to these ceilings shall be added, if necessary, the nominal value of the shares to be issued to preserve, in accordance with the law and any applicable contractual provisions, the rights of the shareholders and other rights giving access to the capital;

decides to set the maximum nominal amount of debt securities that may be issued under this authorisation at €30,000,000 (or the equivalent of this amount if issuing in another currency), it being specified that:

- this amount will be increased, if necessary, by any redemption premium above par;
- this amount will be deducted from the overall ceiling referred to in Twenty-ninth resolution below;
- this ceiling does not apply to debt securities referred to in Articles L.228-40, L.228-36-A, and L.228-92 (3) of the Commercial Code whose issue would be decided or authorised by the Board under the conditions set out in Article L.228-40 of the Commercial Code, or in other cases, under the conditions the Company may determine in accordance with the provisions of Article L.228-36-A of the Commercial Code;

decides that, if the subscriptions have not absorbed the entire share or securities issue, the Board of Directors may use, in the order that it deems appropriate, one and/or the other of the following options:

- limit the issue to the amount of the subscriptions, provided that these reach at least three-quarters of the issue initially decided upon;
- distribute freely all or part of the securities issued but not subscribed between persons of its choice; and
- offer to the public, on the French or international market, all or part of the securities issued but not subscribed;

decides that :

As long as the Company's shares are admitted to trading on the regulated market of Euronext in Paris, the issue price of the shares and securities that may be issued pursuant to this delegation will be set by the Board of Directors, in accordance with the provisions of article L. 225-136-1° and article R. 225-119 of the French Commercial Code (as an indication on the date of this general meeting, the issue price of the shares must be at least equal to the weighted average of the prices of the last three trading sessions prior to the start of the public offering within the meaning of (EU) Regulation no. 2017/1129 of 14 June 2017, as the case may be, less the maximum discount permitted by law, or currently 10%), it being specified that the issue price of the securities giving access to the capital will be such that the amount immediately received by the Company, plus, where applicable, any amount that may be received subsequently by it, will be, for each share issued as a result of the issue of these securities, at least equal to the issue price defined above,

once the shares of the Company are admitted to trading on the Euronext Growth market of Euronext in Paris, as proposed under the terms of the Sixteenth resolution of this meeting, the issue price of the shares and securities that may be issued pursuant to this delegation will be set by the Board of Directors, and will be at least equal to the weighted average price of the last three trading sessions prior to the start of the offer, such as may be reduced by a maximum discount of 10%, it being specified that the issue price of the securities giving access to the share capital shall be such that the amount received immediately by the Company, plus, where applicable, any amount that may be received subsequently by it, shall, for each share issued as a result of the issue of these securities, be at least equal to the issue price defined above,

decides that the authorisation thus conferred on the Board of Directors is valid for a period of twenty-six (26) months from the date of the General Meeting and shall terminate any prior authorisation having the same purpose;

decides that the Board shall have all powers, with the option to delegate or subdelegate such powers under the conditions provided by law, to implement, under the conditions set by law and the Articles of Association, this authorisation in order in particular:

- to determine the dates, terms and conditions of any issue, and the form and characteristics of the shares or securities giving access to the capital to be issued, with or without premium;
- to determine the amounts to be issued, the date of possession, potentially backdated, of the shares or securities giving access to the capital to be issued, the basis on which such shares or securities are to be paid up and, where applicable, the terms governing the exercise of the rights of exchange, conversion, redemption or allocation in any other way of equity securities or securities giving access to the capital;
- to make all required adjustments pursuant to the legal or regulatory provisions and, as appropriate, to the applicable contractual provisions, to protect the rights of holders of securities and other rights giving access to the capital of the Company; and
- to suspend, as appropriate, the exercise of the rights attached to such securities for a maximum of three months;

decides that the Board may:

- on its sole initiative and when it considers appropriate, allocate the costs and fees arising from the capital increases made under the authorisation provided in this resolution to the amount of share premiums corresponding to such operations and deduct, from the amount of these premiums, the sums needed to raise the legal reserve to one-tenth of the new capital after each issuance;
- take any decision in view of admitting the shares and securities thus issued for trading on the Euronext Paris market and, more generally;
- take all measures, undertake any commitment and carry out all formalities to ensure the success of the proposed issue and finalise the resulting capital increase, and amend the articles of association accordingly.

decides that this authorisation may not be used while a takeover bid for the Company is in progress.

### **Nineteenth résolution**

*delegation of authority to be granted to the Board of Directors to increase the capital through the issue of ordinary shares or securities giving access to the capital, with cancellation of shareholders' preferential subscription rights in the context of an offer referred to in Article L. 411-2 of the French Monetary and Financial Code*

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

having considered the Board of Directors' report and the statutory auditors' report,

in accordance with the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code and, in particular, its Articles L.225-129-2, L.225-135, L.225-135-1, L.225-136, L.228-91, L.228-92 and L.228-93,

delegates to the Board of Directors, with the option to delegate or subdelegate such power, the power to decide, the issuance, on one or more occasions and in such proportions and times it thinks fit, in France or abroad, of ordinary shares or equity securities giving access to other equity securities or entitling holder to the allotment of debt securities, and/or securities (including any debt securities) giving access to equity securities of the Company or of any company that owns directly or indirectly more than half of its capital or of which it would own directly or indirectly more than half of its capital, the said transferable securities being able to be issued in euros, foreign currency or any monetary units established by reference to several currencies, at the discretion of the Board of Directors, and being able to be settled in cash, including by offsetting receivables,

decides that the issues that may be carried out pursuant to this resolution may be carried out by means of offers referred to in Article L. 411-2 of the French Monetary and Financial Code, and in particular to qualified investors or a limited circle of investors within the meaning of said Article;

decides that the securities thus issued may consist of debt securities, be associated with the issue of such securities or permit the issue of the same as intermediate securities;

decides to cancel the preferential subscription right of the shareholders attached to the ordinary shares or securities issued under this authorisation;



acknowledges, as and when necessary, that this authorisation shall carry with it, by operation of law, in favour of the holders of securities issued under this authorisation, the express waiver by the shareholders of their preferential subscription rights to the shares to which such securities shall create a right;

decides that the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this authorisation may not exceed €1,619,094 on the basis of a nominal value per share of €0.12 if the Thirty-fourth resolution is adopted or EUR 3,373,112 on the basis of a nominal value of 0.25 euro if this resolution is not adopted (representing 13,492,450 shares or approximately 20% of the capital as at April 17, 2020), or the equivalent of this amount if issued in another currency, or in any case exceed the limits provided for by the regulations applicable on the day of issue, this ceiling excluding the total par value of any additional shares which may be issued to preserve the rights of holders of securities conferring entitlement to shares in accordance with the law and, as the case may be, the applicable contractual stipulations;

further decides that the nominal amount of any increase in share capital likely to be thus achieved is charged to the overall ceiling provided in the Twenty-ninth resolution below;

decides to set the maximum nominal amount of debt securities that may be issued under this authorisation at €10,000,000 (or the equivalent of this amount if issuing in another currency), it being specified that:

- this amount will be increased, if necessary, by any redemption premium above par;
- this amount will be deducted from the overall ceiling referred to in the Twenty-ninth resolution below;
- this ceiling limit does not apply to debt securities referred to in Articles L.228-40, L.228-36-A, and L.228-92 (3) of the Commercial Code whose issue would be decided or authorised by the Board under the conditions set out in Article L.228-40 of the Commercial Code, or in other cases, under the conditions the Company may determine in accordance with the provisions of Article L.228-36-A of the Commercial Code;

decides that, if the subscriptions have not absorbed the entire share or securities issue, the Board of Directors may use, in the order that it deems appropriate, the following options:

- limit the issue to the amount of the subscriptions, provided that these reach at least three-quarters of the issue initially decided upon;
- distribute freely all or part of the securities issued but not subscribed between persons of its choice;

decides that :

As long as the Company's shares are admitted to trading on the regulated market of Euronext in Paris, the issue price of the shares and securities that may be issued pursuant to this delegation will be set by the Board of Directors, in accordance with the provisions of article L. 225-136-1° and article R. 225-119 of the French Commercial Code (as an indication on the date of this general meeting, the issue price of the shares must be at least equal to the weighted average of the prices of the last three trading sessions prior to the start of the public offering within the meaning of (EU) Regulation no. 2017/1129 of 14 June 2017, as the case may be, less the maximum discount permitted by law, or currently 10%), it being specified that the issue price of the securities giving access to the capital will be such that the amount immediately received by the Company, plus, where applicable, any amount that may be received subsequently by it, will be, for each share issued as a result of the issue of these securities, at least equal to the issue price defined above,

once the shares of the Company are admitted to trading on the Euronext Growth market of Euronext in Paris, as proposed under the terms of the Sixteenth résolution of this meeting, the issue price of the shares and securities that may be issued pursuant to this delegation will be set by the Board of Directors, and will be at least equal to the weighted average price of the last three trading sessions prior to the start of the offer, such as may be reduced by a maximum discount of 10%, it being specified that the issue price of the securities giving access to the share capital shall be such that the amount received immediately by the Company, plus, where applicable, any amount that may be received subsequently by it, shall, for each share issued as a result of the issue of these securities, be at least equal to the issue price defined above,

decides that the authorisation thus conferred on the Board of Directors is valid for a period of twenty-six (26) months from the date of the General Meeting and shall terminate any prior authorisation having the same purpose;

decides that the Board shall have all powers, with the option to delegate or subdelegate such powers under the conditions provided by law, to implement, under the conditions set by law and the Articles of Association, this authorisation in order in particular:

- to determine the dates, terms and conditions of any issue, and the form and characteristics of the shares or securities giving access to the capital to be issued, with or without premium;
- to determine the amounts to be issued, the date of possession, potentially backdated, of the shares or securities giving access to the capital to be issued, the basis on which such shares or securities are to be paid up and, as appropriate, the terms of exercise of the rights of exchange, conversion, redemption or allocation in any other way of equity securities or securities giving access to the capital;
- to make all required adjustments pursuant to the legal or regulatory provisions and, as appropriate, to the applicable contractual provisions, to protect the rights of holders of securities and other rights giving access to the capital of the Company; and
- to suspend, as appropriate, the exercise of the rights attached to such securities for a maximum of three months;

decides that the Board may:

- on its sole initiative and when it considers appropriate, allocate the costs and fees arising from the capital increases made under the authorisation provided in this resolution to the amount of share premiums corresponding to such operations and deduct, from the amount of these premiums, the sums needed to raise the legal reserve to one-tenth of the new capital after each issuance;

- take any decision in view of admitting the shares and securities thus issued for trading on the Euronext Paris market and, more generally;
- take all measures, undertake any commitment and carry out all formalities to ensure the success of the proposed issue and finalise the resulting capital increase, and amend the articles of association accordingly;

decides that this authorisation may not be used while a takeover bid for the Company is in progress;

**Twentieth résolution**

*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 under the Seventeenth résolution, the Eighteenth résolution and the Nineteenth résolution above.*

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

having considered the Board of Directors' report and the statutory auditors' report,

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

delegates to the Board of Directors its power to increase the amount of the issues with preferential subscription rights that would be decided the Seventeenth résolution, the Eighteenth résolution and the Nineteenth résolution above, under the conditions set out in Article L.225-135-1 of the Commercial Code (i.e., to date, within 30 days of the closing of the subscription, at the same price as that used for the initial issuance and within the limit of 15% of the initial issue), said shares conferring the same rights as the old shares, subject to their date of entitlement;

decides that the nominal amount of the capital increases under this resolution shall be charged to the amount of the overall ceiling referred to in the Twenty-ninth résolution below, to which shall be added, if applicable, the additional amount of shares or securities to be issued, if necessary, in order to preserve, in accordance with the law and any applicable contractual provisions, the rights of the shareholders and holders of other rights giving access to the capital;

acknowledges that, should the Board of Directors use the delegation of authority conferred on it by this resolution, it will report to the next Annual General Meeting, in accordance with the law and the regulations;

decides that this authorisation may not be used while a takeover bid for the Company is in progress;

decides that this authorisation is granted for twenty-six (26) months from the date of this General Meeting.

**Twenty-first résolution**

*Authorisation provided to the Board of Directors, in the event of an issuance of ordinary shares or any securities giving access to the capital, with elimination of the preferential subscription rights of shareholders, pursuant to the Eighteenth résolution and the Nineteenth résolution above, to set the issue price determined by the General Meeting within the limit of 10% of the share capital*

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

having considered the Board of Directors' report and the statutory auditors' report,

in accordance with Articles L.225-136-1 *et seq.* of the French Commercial Code,

authorises the Board of Directors, with the option to subdelegate this authorisation, for a period of twenty-six (26) months from the date of this General Meeting, for each of the issues decided in the context of the authorisations granted in the Eighteenth *résolution* and the Nineteenth *résolution* above and within the limit of 10% of the capital of the Company (as existing on the date of the transaction) for a period of twelve (12) months, to derogate from the price conditions provided for in the above mentioned resolutions and to determine the issue price of ordinary shares, equity securities giving access to other equity securities, or giving right to the allocation of debt securities, and/or securities giving access to equity securities to be issued, according to the following terms:

- the issue price of the ordinary shares will be at least equal to the weighted average of the last three trading sessions preceding its determination, possibly with a maximal discount of 20%, bearing in mind that it cannot in any event be less than the par value of one Company share at the date of issuance of the relevant shares, it being specified that in the event of an issue of securities giving access to capital, the issue price of the shares that may result from their exercise, conversion, or exchange may optionally be determined at the discretion of the Board with reference to a calculation formula defined by the latter and applicable after issuing said securities (for example, upon exercise, conversion or exchange), in which case the aforementioned maximum discount may be increased, if the Board sees fit, on the date of the application of the said formula (and not at the time of setting the issue price); and
- the issue price of the securities giving access to capital will be such that the amount received immediately by the Company, plus, if applicable, the amount that may be received subsequently, is, for each share issued as a result of the issuance of these securities, at least equal to the issue price defined in the paragraph above;

decides that the Board of Directors shall have full power to implement this resolution according to the terms provided in the resolution under which the issue is decided;

specifies that this authorisation supersedes any previous authorisation having the same purpose.

### **Twenty-second *résolution***

*Delegation of authority to be granted to the Board of Directors to increase the capital through the issue of ordinary shares or any other securities giving access to the capital, with cancellation of the preferential subscription rights of the shareholders for the benefit of an initial category of persons that satisfy specified characteristics; (up to an overall nominal amount of EUR 3,238,187 if the Thirty-fourth resolution is adopted or of EUR 6,746,223 if this resolution is not adopted)*

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

having considered the Board of Directors' report and the statutory auditors' report,

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

delegates to the Board of Directors the power to decide on the issue, on one or more occasions, in the proportions and at the times it sees fit, in France or abroad, in euros, in foreign currencies or in any monetary unit whatsoever established by reference to several currencies, ordinary shares of the Company or equity securities giving access to other equity securities or giving the right to the allocation of debt securities, and/or securities (including, in particular, any debt securities) giving access to equity securities of the Company (including, in particular, share warrants or share issue warrants),

decides that the securities thus issued may consist of debt securities, be associated with the issue of such securities or permit the issue of the same as intermediate securities;

decides to cancel the shareholders' preferential subscription rights to the ordinary shares of the Company and/or to all securities and/or to any debt securities to be issued in favour of the following categories of persons:

- companies or investment funds, whether or not they are shareholders of the Company, investing primarily or having invested over the past 24 months in "small cap" or "mid cap" growth companies, i.e. whose capitalisation, if listed, does not exceed €1,000,000,000, including, without limitation, investment funds or venture capital companies, in particular, any private equity funds, innovation-focused mutual funds, or proximity investment funds, in the health or biotechnology sector, and participating in the capital increase for a unit investment amount of over €100,000 (including share premium), up to a maximum of 25 subscribers, it being understood that investment funds or venture capital companies including, inter alia, any private equity funds, innovation-focused mutual funds, or proximity investment fund or other investment funds advised by the same management company or by management companies where one controls the other or is under the control of the same third party, the term "control" having the meaning of Article L.233-3 I of the Commercial Code.

acknowledges, as and when necessary, that this authorisation shall carry with it, by operation of law, in favour of the holders of securities issued under this authorisation, the express waiver by the shareholders of their preferential subscription rights to the shares to which such securities shall create a right;

decides that the maximum nominal amount of share capital increases that may be carried out immediately and/or in the future pursuant to this authorisation may not exceed €3 238 187 on the basis of a nominal value of 0.12 euro if the Thirty-fourth resolution is adopted or 6,746,223 euros on the basis of a nominal value of 0.25 euro if this resolution is not adopted (representing 26,984,892 shares or approximately 40% of the capital as at April 17, 2020), or the equivalent of this amount if issued in another currency, this ceiling excluding the total par value of any additional shares which may be issued to preserve the rights of holders of securities conferring entitlement to shares in accordance with the law;

further decides that the nominal amount of any increase in share capital likely to be thus achieved is charged to the overall ceiling provided in Twenty-ninth *résolution* below;

decides to set at €20,000,000, (or the equivalent of this amount if issuing in another currency), the maximum nominal amount of debt securities that may be issued under this delegation, it being specified that:

- this amount will be increased, if necessary, by any redemption premium above par;
- this amount will be deducted from the overall ceiling referred to in Twenty-ninth *résolution* below;

- this ceiling limit does not apply to debt securities referred to in Articles L.228-40, L.228-36-A and L.228-92 (3) of the Commercial Code whose issuance would be decided or authorised by the Board under the conditions set out in Article L.228-40 of the Commercial Code, or in other cases, under the conditions the Company may determine in accordance with the provisions of Article L.228-36-A of the Commercial Code;

decides that the issue price of ordinary shares that may be issued under this authorisation shall be at least equal to the average of the weighted average prices by volume of the last three trading days prior to the determination of the issue price, less a maximum discount, if any, of 25%, taking into account, if necessary, their date of entitlement, it being specified that (i) in the event of the issuance of securities giving access to the capital, the issue price of the shares likely to result from their exercise, conversion, or exchange may, as appropriate, be determined at the discretion of the Board by reference to a calculation formula defined by it and applicable subsequent to the issuance of the said securities (for example at the time of their exercise, conversion or exchange), in which case the aforementioned maximum discount may be assessed, if the Board considers this appropriate, on the application date of the said formula (and not on the determination date of the issue price), and (ii) the issue price of the securities giving access to the capital, if any, issued under this resolution shall be such that the sum, if any, received immediately by the Company, plus the sum that may be received by it upon the exercise or conversion of the said securities, is, for each ordinary share issued as a result of the issuance of such securities, at least equal to the aforementioned minimum amount.

specifies that the delegation of authority thus conferred on the Board of Directors is valid for a period of eighteen (18) months from the date of the General Meeting and terminates any prior authorisation having the same purpose;

decides that the Board shall have all powers, with the option to delegate or subdelegate such powers under the conditions provided by law, to implement, under the conditions set by law and the Articles of Association, this authorisation in order in particular:

- to decide the amount of the capital increase, the issue price (provided that it will be determined according to the pricing conditions set out above) and the amount of any premium that may be required on issuance;
- to determine the dates, terms and conditions of any issue, and the form and characteristics of the shares or securities giving access to the capital to be issued;
- to determine the date of possession, potentially backdated, of the shares or securities giving access to the capital to be issued and the basis on which such shares or securities are to be paid up;
- to draw up the list of beneficiaries within the aforementioned category of persons and the number of shares attributed to each;
- on its sole initiative and when it considers it appropriate, allocate the costs and fees arising from the capital increases made under the authorisation provided in this resolution to the amount of share premiums corresponding to such operations and deduct, from the amount of these premiums, the sums needed to raise the legal reserve to one-tenth of the new capital after each issuance;
- to record the completion of each capital increase and amend the articles of association accordingly;
- in general, to enter into any agreement, in particular to ensure the successful completion of the planned increases, take all measures and carry out all formalities necessary for the issuance,

listing, and financial service of the securities issued pursuant to this delegation as well as the exercise of the rights attached thereto;

- take any decision in view of admitting the shares and securities thus issued for listing on any market in which the Company's shares are admitted to trading;

decides that this authorisation may not be used while a takeover bid for the Company is in progress;

acknowledges that, should the Board of Directors use the delegation of authority conferred on it by this resolution, it will report to the next General Meeting, in accordance with the law and the regulations, the usage made of the authorisations conferred in this resolution.

### **Twenty-third résolution**

*Delegation of authority to be granted to the Board of Directors to increase the capital through the issue of ordinary shares or any other securities giving access to the capital, with cancellation of the preferential subscription rights of the shareholders for the benefit of an initial category of persons that satisfy specified characteristics; (up to an overall nominal amount of EUR 1,619,094 if the Thirty-fourth resolution is adopted or of EUR 3,373,112 if this resolution is not adopted)*

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

having considered the Board of Directors' report and the statutory auditors' report,

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

subject to the condition precedent of the non-adoption of the Twenty-second résolution above,

delegates to the Board of Directors the power to decide on the issue, on one or more occasions, in the proportions and at the times it sees fit, in France or abroad, in euros, in foreign currencies or in any monetary unit whatsoever established by reference to several currencies, ordinary shares of the Company or equity securities giving access to other equity securities or giving the right to the allocation of debt securities, and/or securities (including, in particular, any debt securities) giving access to equity securities of the Company (including, in particular, share warrants or share issue warrants);

decides that the securities thus issued may consist of debt securities, be associated with the issue of such securities or permit the issue of the same as intermediate securities;

decides to cancel the shareholders' preferential subscription rights to the ordinary shares of the Company and/or to all securities and/or to any debt securities to be issued in favour of the following categories of persons:

- companies or investment funds, whether or not they are shareholders of the Company, investing primarily or having invested over the past 24 months in "small cap" or "mid cap" growth companies, i.e. whose capitalisation, if listed, does not exceed €1,000,000,000, including, without limitation, investment funds or venture capital companies, in particular, any private equity funds, innovation-focused mutual funds, or proximity investment funds, in the health or biotechnology sector, and participating in the capital increase for a unit investment amount of over €100,000 (including share premium), up to a maximum of 25 subscribers, it being understood that investment funds or venture capital companies including, inter alia, any private equity funds, innovation-focused mutual funds, or proximity investment fund or other investment funds advised by the same management company or by management companies

where one controls the other or is under the control of the same third party, the term "control" having the meaning of Article L.233-3 I of the Commercial Code.

acknowledges, as and when necessary, that this authorisation shall carry with it, by operation of law, in favour of the holders of securities issued under this authorisation, the express waiver by the shareholders of their preferential subscription rights to the shares to which such securities shall create a right;

decides that the maximum nominal amount of share capital increases that may be carried out immediately and/or in the future pursuant to this authorisation may not exceed €1,619,094 on the basis of a nominal value per share of €0.12 if the Thirty-fourth resolution is adopted or €3,373,112 on the basis of a nominal value of 0.25 euro if this resolution is not adopted (representing 13,492,450 shares or 20% of the capital as at April 17, 2020), or the equivalent of this amount if issued in another currency, this ceiling excluding the total par value of any additional shares which may be issued to preserve the rights of holders of securities conferring entitlement to shares in accordance with the law and as the case may be the applicable contractual provisions;

further decides that the nominal amount of any increase in share capital likely to be thus achieved is charged to the overall ceiling provided in Twenty-ninth resolution below;

decides to set at €10,000,000, or the equivalent of this amount if issued in another currency, the maximum nominal amount of debt securities that may be issued under this delegation, it being specified that:

- this amount will be increased, if necessary, by any redemption premium above par;
- this amount will be deducted from the overall ceiling referred to in Twenty-ninth resolution below;
- this ceiling limit does not apply to debt securities referred to in Articles L.228-40, L.228-36-A and L.228-92 (3) of the Commercial Code whose issuance would be decided or authorised by the Board under the conditions set out in Article L.228-40 of the Commercial Code, or in other cases, under the conditions the Company may determine in accordance with the provisions of Article L.228-36-A of the Commercial Code;

decides that the issue price of ordinary shares that may be issued under this authorisation shall be at least equal to the average of the weighted average prices by volume of the last three trading days prior to the determination of the issue price, less a maximum discount, if any, of 25%, taking into account, if necessary, their date of entitlement, it being specified that (i) in the event of the issuance of securities giving access to the capital, the issue price of the shares likely to result from their exercise, conversion, or exchange may, as appropriate, be determined at the discretion of the Board by reference to a calculation formula defined by it and applicable subsequent to the issuance of the said securities (for example at the time of their exercise, conversion or exchange), in which case the aforementioned maximum discount may be assessed, if the Board considers this appropriate, on the application date of the said formula (and not on the determination date of the issue price), and (ii) the issue price of the securities giving access to the capital, if any, issued under this resolution shall be such that the sum, if any, received immediately by the Company, plus the sum that may be received by it upon the exercise or conversion of the said securities, is, for each ordinary share issued as a result of the issuance of such securities, at least equal to the aforementioned minimum amount.

specifies that the delegation of authority thus conferred on the Board of Directors is valid for a period of eighteen (18) months from the date of the General Meeting and terminates any prior authorisation having the same purpose;



decides that the Board shall have all powers, with the option to delegate or subdelegate such powers under the conditions provided by law, to implement, under the conditions set by law and the Articles of Association, this authorisation in order in particular:

- to decide the amount of the capital increase, the issue price (provided that it will be determined according to the pricing conditions set out above) and the amount of any premium that may be required on issuance;
- to determine the dates, terms and conditions of any issue, and the form and characteristics of the shares or securities giving access to the capital to be issued;
- to determine the date of possession, potentially backdated, of the shares or securities giving access to the capital to be issued and the basis on which such shares or securities are to be paid up;
- to draw up the list of beneficiaries within the aforementioned category of persons and the number of shares attributed to each;
- on its sole initiative and when it considers appropriate, to allocate the costs and fees arising from the capital increases made under the authorisation provided in this resolution to the corresponding premium amount related to such operations and deduct from this amount the sums needed to raise the legal reserve to one-tenth of the new capital after each issuance;
- to record the completion of each capital increase and amend the articles of association;
- in general, to enter into any agreement, in particular to ensure the successful completion of the planned increases, take all measures and carry out all formalities necessary for the issuance, listing, and financial service of the securities issued pursuant to this delegation as well as the exercise of the rights attached thereto;
- take any decision in view of admitting the shares and securities thus issued for listing on any market in which the Company's shares are admitted to trading;

decides that this authorisation may not be used while a takeover bid for the Company is in progress;

acknowledges that, should the Board of Directors use the delegation of authority conferred on it by this resolution, it will report to the next General Meeting, in accordance with the law and the regulations, the usage made of the authorisations conferred in this resolution.

**Twenty-fourth résolution**

*Delegation of authority to be granted to the Board of Directors to increase the capital through the issue of ordinary shares or any other securities giving access to the capital, with cancellation of the preferential subscription rights of the shareholders for the benefit of a second category of persons that satisfy specified characteristics; (up to an overall nominal amount of EUR 3,238,187 if the Thirty-fourth resolution is adopted or of EUR 6,746,223 if this resolution is not adopted ,)*

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

having considered the Board of Directors' report and the statutory auditors' report,

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

delegates to the Board of Directors the power to decide on the issue, on one or more occasions, in the proportions and at the times it sees fit, in France or abroad, in euros, in foreign currencies or in any monetary unit whatsoever established by reference to several currencies, ordinary shares of the Company or equity securities giving access to other equity securities or giving the right to the allocation of debt securities, and/or securities (including, in particular, any debt securities) giving access to equity securities of the Company (including, in particular, share warrants or share issue warrants);

decides that the securities thus issued may consist of debt securities, be associated with the issue of such securities or permit the issue of the same as intermediate securities;

decides to cancel the shareholders' preferential subscription rights to the ordinary shares of the Company and/or to all securities and/or to any debt securities to be issued to the following category of persons:

- 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, for a unit investment amount in excess of EUR 100,000 (issue premium included) and within the limit of a maximum of 5 subscribers;

acknowledges, as and when necessary, that this authorisation shall carry with it, by operation of law, in favour of the holders of securities issued under this authorisation, the express waiver by the shareholders of their preferential subscription rights to the shares to which such securities shall create a right;

decides that the maximum nominal amount of share capital increases that may be carried out immediately and/or in the future pursuant to this authorisation may not exceed €6,746,223 (representing 26,984,892 shares or approximately 40% of the capital as at April 17, 2020), or the equivalent of this amount if issued in another currency, this ceiling excluding the total par value of any additional shares which may be issued to preserve the rights of holders of securities conferring entitlement to shares in accordance with the law and, as the case may be, to the applicable contractual provisions, the rights of holders of securities and other rights giving access to shares;

further decides that the nominal amount of any increase in share capital likely to be thus achieved is charged to the overall ceiling provided in Twenty-ninth resolution below;

decides to set the maximum nominal amount of debt securities that may be issued under this authorisation (or the equivalent of this amount if issuing in another currency) at €20,000,000, it being specified that:

- this amount will be increased, if necessary, by any redemption premium above par;
- this amount will be deducted from the overall ceiling referred to Twenty-ninth resolution below,
- this ceiling not applying to debt securities referred to in Articles L.228-40, L.228-36-A and L.228-92 (3) of the Commercial Code whose issuance would be decided or authorised by the Board under the conditions set out in Article L.228-40 of the Commercial Code, or in other cases, under the conditions the Company may determine in accordance with the provisions of Article L.228-36-A of the Commercial Code;

decides that the issue price of ordinary shares that may be issued under this authorisation shall be at least equal to the average of the weighted average prices by volume of the last three trading days prior to the determination of the issue price, less a maximum discount, if any, of 5%, taking into account, if necessary, their date of entitlement, it being specified that (i) in the event of the issuance of securities giving access to the capital, the issue price of the shares likely to result from their exercise, conversion, or exchange may as appropriate be determined at the discretion of the Board by reference to a calculation

formula defined by it and applicable subsequent to the issuance of the said securities (for example at the time of their exercise, conversion, or exchange) in which case the aforementioned maximum discount may be assessed if the Board considers this appropriate, on the application date of the said formula (and not on the determination date of the issue price), and (ii) the issue price of the securities giving access to the capital, if any, issued under this resolution shall be such that the sum, if any, received immediately by the Company, plus the sum that may be received by it upon the exercise or the conversion of the said securities, is, for each ordinary share issued as a result of the issuance of such securities, at least equal to the aforementioned minimum amount,

precises that the authorisation granted to the Board of Directors is valid for a period of eighteen (18) months from the date of this General Meeting and terminates any previous delegation having the same purpose;

decides that the Board shall have all powers, with the option to delegate or subdelegate such powers under the conditions provided by law, to implement, under the conditions set by law and the Articles of Association, this authorisation in order in particular:

- to decide the amount of the capital increase, the issue price (provided that it will be determined according to the pricing conditions set out above) and the amount of any premium that may be required on issuance;
- to determine the dates, terms and conditions of any issue, and the form and characteristics of the shares or securities giving access to the capital to be issued;
- to determine the date of possession, potentially backdated, of the shares or securities giving access to the capital to be issued and the basis on which such shares or securities are to be paid up;
- to draw up the list of beneficiaries within the aforementioned category of persons and the number of shares attributed to each;
- on its sole initiative and when it considers this appropriate, to allocate the costs and fees arising from the capital increases made under the delegation provided in this resolution to the corresponding premium amount related to such operations and deduct from this amount the sums needed to raise the legal reserve to one-tenth of the new capital after each issuance;
- to record the completion of each capital increase and amend the articles of association;
- in general, to enter into any agreement, in particular to ensure the successful completion of the planned increases, take all measures, and carry out all formalities necessary for the issuance, listing, and financial service of the securities issued pursuant to this delegation as well as the exercise of the rights attached thereto;
- take any decision in view of admitting the shares and securities thus issued for listing on any market in which the Company's shares are admitted to trading;

decides that this authorisation may not be used while a takeover bid for the Company is in progress;

acknowledges that, should the Board of Directors use the delegation of authority conferred on it by this resolution, it will report to the next General Meeting, in accordance with the law and the regulations, the usage made of the authorisations conferred in this resolution.

**Twenty-fifth résolution**

*Delegation of authority to be granted to the Board of Directors to increase the capital through the issue of ordinary shares or any other securities giving access to the capital, with cancellation of the preferential subscription rights of the shareholders for the benefit of a second category of persons that satisfy specified characteristics; (up to an overall nominal amount of EUR 1,619,094 if the thirty-fourth resolution is adopted, or EUR 3,373,112 if this resolution is not adopted))*

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

having considered the Board of Directors' report and the statutory auditors' report,

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

subject to the condition precedent of the non-adoption of the Twenty-fourth résolution above,

authorises the Board of Directors in the amounts and at the times it deems necessary, one or more capital increases by issuing, in France or abroad, Company ordinary shares or equity securities giving access to other equity securities or entitling holders to the allotment of debt securities, and/or securities (including any debt securities) giving access to equity securities of the Company, the said transferable securities being able to be issued in euros, foreign currency, or any monetary units established by reference to several currencies, at the discretion of the Board of Directors, and being able to be settled in cash, including by offsetting receivables;

decides that the securities thus issued may consist of debt securities, be associated with the issue of such securities or permit the issue of the same as intermediate securities;

decides to cancel the shareholders' preferential subscription rights to the ordinary shares of the Company and/or to all securities and/or to any debt securities to be issued to the following category of persons:

- 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, for a unit investment amount in excess of EUR 100,000 (issue premium included) and up to a maximum of 5 subscribers;

acknowledges, as and when necessary, that this authorisation shall carry with it, by operation of law, in favour of the holders of securities issued under this authorisation, the express waiver by the shareholders of their preferential subscription rights to the shares to which such securities shall create a right;

decides that the maximum nominal amount of share capital increases that may be carried out immediately and/or in the future pursuant to this authorisation may not exceed €1,619,094 on the basis of a nominal value per share of €0.12 if the Thirty-fourth resolution is adopted or EUR 3,373,112 on the basis of a nominal value of 0.25 euro if this resolution is not adopted (representing 13,492,450 shares or approximately 20% of the capital as at April 17, 2020), or the equivalent of this amount if issued in another currency, this ceiling excluding the total par value of any additional shares which may be issued to preserve the rights of holders of securities conferring entitlement to shares in accordance with the law and as the case may be, the applicable contractual provisions, the rights of holders of securities and other rights giving access to shares;

further decides that the nominal amount of any increase in share capital likely to be thus achieved is charged to the overall ceiling provided in Twenty-ninth résolution below;

decides to set the maximum nominal amount of debt securities that may be issued under this authorisation (or the equivalent of this amount if issuing in another currency) at €10,000,000, it being specified that:

- this amount will be increased, if necessary, by any redemption premium above par;
- this amount will be deducted from the overall ceiling referred to in Twenty-ninth résolution below;
- this ceiling not applying to debt securities referred to in Articles L.228-40, L.228-36-A and L.228-92 (3) of the Commercial Code whose issuance would be decided or authorised by the Board under the conditions set out in Article L.228-40 of the Commercial Code, or in other cases, under the conditions the Company may determine in accordance with the provisions of Article L.228-36-A of the Commercial Code;

decides that the issue price of ordinary shares that may be issued under this authorisation shall be at least equal to the average of the weighted average prices by volume of the last three trading days prior to the determination of the issue price, less a maximum discount, if any, of 25%, taking into account, if necessary, their date of entitlement, it being specified that (i) in the event of the issuance of securities giving access to the capital, the issue price of the shares likely to result from their exercise, conversion, or exchange may, as appropriate, be determined at the discretion of the Board, by reference to a calculation formula defined by it and applicable subsequent to the issuance of the said securities (for example at the time of their exercise, conversion or exchange), in which case the aforementioned maximum discount may be assessed if the Board considers this appropriate, on the application date of the said formula (and not on the determination date of the issue price), and (ii) the issue price of the securities giving access to the capital, if any, issued under this resolution shall be such that the sum, if any, received immediately by the Company, plus the sum that may be received by it upon the exercise or conversion of the said securities, is, for each ordinary share issued as a result of the issuance of such securities, at least equal to the aforementioned minimum amount,

specifies that the authorisation granted to the Board of Directors is valid for a period of eighteen (18) months from the date of this General Meeting and terminates any previous delegation having the same purpose;

decides that the Board shall have all powers, with the option to delegate or subdelegate such powers under the conditions provided by law, to implement, under the conditions set by law and the Articles of Association, this authorisation in order in particular:

- to decide the amount of the capital increase, the issue price (provided that it will be determined according to the pricing conditions set out above) and the amount of any premium that may be required on issuance;
- to determine the dates, terms and conditions of any issue, and the form and characteristics of the shares or securities giving access to the capital to be issued;
- to determine the date of possession, potentially backdated, of the shares or securities giving access to the capital to be issued and the basis on which such shares or securities are to be paid up;
- to draw up the list of beneficiaries within the aforementioned category of persons and the number of shares attributed to each;
- on its sole initiative and when it considers this appropriate, to allocate the costs and fees arising from the capital increases made under the delegation provided in this resolution to the

corresponding premium amount related to such operations and deduct from this amount the sums needed to raise the legal reserve to one-tenth of the new capital after each issuance;

- to record the completion of each capital increase and amend the articles of association accordingly;
- in general, to enter into any agreement, in particular to ensure the successful completion of the planned increases, take all measures, and carry out all formalities necessary for the issuance, listing, and financial service of the securities issued pursuant to this delegation as well as the exercise of the rights attached thereto;
- take any decision in view of admitting the shares and securities thus issued for listing on any market in which the Company's shares are admitted to trading;

decides that this authorisation may not be used while a takeover bid for the Company is in progress;

acknowledges that, should the Board of Directors use the delegation of authority conferred on it by this resolution, it will report to the next General Meeting, in accordance with the law and the regulations, the usage made of the authorisations conferred in this resolution.

**Twenty-sixth résolution**

*Delegation of authority to be granted to the Board of Directors to increase the capital immediately or in the future by issuing ordinary shares and/or securities, with cancellation of the preferential subscription rights of the shareholders in favour of a class of individuals as part of a line of equity financing or debt financing*

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

having considered the Board of Directors' report and the statutory auditors' report,

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

delegates to the Board of Directors, with the option to delegate or subdelegate such power, the power to decide, the issuance, on one or more occasions and in such proportions and times it thinks fit, in France or abroad, of ordinary shares or equity securities giving access to other equity securities or entitling holder to the allotment of debt securities, and/or securities (including any debt securities) giving access to equity securities of the Company or of any company that owns directly or indirectly more than half of its capital or of which it would own directly or indirectly more than half of its capital, the said transferable securities being able to be issued in euros, foreign currency or any monetary units established by reference to several currencies, at the discretion of the Board of Directors, and being able to be settled in cash, including by offsetting receivables

decides that the securities thus issued may consist of debt securities, be associated with the issue of such securities or permit the issue of the same as intermediate securities;

decides to cancel the shareholders' preferential subscription rights to the ordinary shares of the Company and/or to all securities and/or to any debt securities to be issued to the following category of persons:

- any credit institution, investment services provider, investment fund or company that undertakes to subscribe for or guarantee the completion of the capital increase or any issue of securities likely to result in a future capital increase (including, in particular, through the exercise of share

warrants) that may be carried out pursuant to this delegation in the context of the implementation of an equity or bond financing contract;

acknowledges, as and when necessary, that this authorisation shall carry with it, by operation of law, in favour of the holders of securities issued under this authorisation, the express waiver by the shareholders of their preferential subscription rights to the shares to which such securities shall create a right;

decides that the maximum nominal amount of share capital increases that may be carried out immediately and/or in the future pursuant to this authorisation may not exceed €1,619,094 on the basis of a nominal value per share of €0.12 if the Thirty-fourth resolution is adopted or EUR 3,373,112 on the basis of a nominal value of 0.25 euro if this resolution is not adopted (representing 13,492,450 shares or approximately 20% of the capital as at April 17, 2020), or the equivalent of this amount if issued in another currency, this ceiling excluding the total par value of any additional shares which may be issued to preserve the rights of holders of securities conferring entitlement to shares in accordance with the law and as the case may be, the applicable contractual provisions, the rights of holders of securities and other rights giving access to shares;

further decides that the nominal amount of any increase in share capital likely to be thus achieved is charged to the overall ceiling provided in the Twenty-ninth resolution below;

decides to set the maximum nominal amount of debt securities that may be issued under this authorisation (or the equivalent of this amount if issuing in another currency) at €10,000,000, it being specified that:

- this amount will be increased, if necessary, by any redemption premium above par;
- this amount will be deducted from the overall ceiling referred to in Twenty-ninth resolution below; this ceiling not applying to debt securities referred to in Articles L.228-40, L.228-36-A and L.228-92 (3) of the Commercial Code whose issuance would be decided or authorised by the Board under the conditions set out in Article L.228-40 of the Commercial Code, or in other cases, under the conditions the Company may determine in accordance with the provisions of Article L.228-36-A of the Commercial Code;

decides that the issue price of ordinary shares that may be issued under this authorisation shall be at least equal to the average of the weighted average prices by volume of the last three trading days prior to the determination of the issue price, less a maximum discount, if any, of 5%, taking into account, if necessary, their date of entitlement, it being specified that (i) in the event of the issuance of securities giving access to the capital, the issue price of the shares likely to result from their exercise, conversion, or exchange may, as appropriate, be determined at the discretion of the Board, by reference to a calculation formula defined by it and applicable subsequent to the issuance of the said securities (for example at the time of their exercise, conversion or exchange), in which case the aforementioned maximum discount may be assessed if the Board considers this appropriate, on the application date of the said formula (and not on the determination date of the issue price), and (ii) the issue price of the securities giving access to the capital, if any, issued under this resolution shall be such that the sum, if any, received immediately by the Company, plus the sum that may be received by it upon the exercise or conversion of the said securities, is, for each ordinary share issued as a result of the issuance of such securities, at least equal to the aforementioned minimum amount,

specifies that the authorisation granted to the Board of Directors is valid for a period of eighteen (18) months from the date of this General Meeting and terminates any previous delegation having the same purpose;

decides that the Board shall have all powers, with the option to delegate or subdelegate such powers under the conditions provided by law, to implement, under the conditions set by law and the Articles of Association, this authorisation in order in particular:

- to decide the amount of the capital increase, the issue price (provided that it will be determined according to the pricing conditions set out above) and the amount of any premium that may be required on issuance;
- to determine the dates, terms and conditions of any issue, and the form and characteristics of the shares or securities giving access to the capital to be issued;
- to determine the date of possession, potentially backdated, of the shares or securities giving access to the capital to be issued and the basis on which such shares or securities are to be paid up;
- to draw up the list of beneficiaries within the aforementioned category of persons and the number of shares attributed to each;
- on its sole initiative and when it considers this appropriate, to allocate the costs and fees arising from the capital increases made under the delegation provided in this resolution to the corresponding premium amount related to such operations and deduct from this amount the sums needed to raise the legal reserve to one-tenth of the new capital after each issuance;
- to record the completion of each capital increase and amend the articles of association accordingly;
- in general, to enter into any agreement, in particular to ensure the successful completion of the planned increases, take all measures, and carry out all formalities necessary for the issuance, listing, and financial service of the securities issued pursuant to this delegation as well as the exercise of the rights attached thereto;
- take any decision in view of admitting the shares and securities thus issued for listing on any market in which the Company's shares are admitted to trading;

decides that this authorisation may not be used while a takeover bid for the Company is in progress;

acknowledges that, should the Board of Directors use the delegation of authority conferred on it by this resolution, it will report to the next General Meeting, in accordance with the law and the regulations, the usage made of the authorisations conferred in this resolution.

**Twenty-seventh résolution**

*Delegation of authority to be granted to the Board of Directors to increase the company's capital within the limit of 10% of the capital, to remunerate equity securities or securities giving access to the capital of third-party companies contributed to the Company, outside a share exchange offer*

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

having considered the Board of Directors' report and the statutory auditors' report,

in accordance with Article L.225-147 of the Commercial Code,



delegates to the Board of Directors its powers to decide, based on the report of one or more independent appraisers (*commissaires aux apports*), the issuance, in one or more tranches, in the proportions and at the times that it decides, of ordinary shares of the Company or of securities giving access by any means, immediately and/or in the future, to ordinary shares of the Company, in exchange for contributions in kind made to the Company consisting of equity securities or securities giving access to capital when the provisions of Article L.225-148 of the Commercial Code are not applicable, said shares conferring the same rights as the old shares subject to their date of entitlement;

decides that the securities thus issued may consist of debt securities, be associated with the issue of such securities or permit the issue of the same as intermediate securities;

decides, as and when necessary, to cancel, for the benefit of the contributors of these shares or securities, the shareholders' preferential subscription right to these ordinary shares and securities to be issued;

acknowledges, as and when necessary, that this authorisation shall carry with it, by operation of law, in favour of the holders of securities issued under this authorisation, the express waiver by the shareholders of their preferential subscription rights to the shares to which such securities shall create a right;

decides that the total nominal amount of share capital increases that may be carried out immediately and/or in the future pursuant to this delegation may not exceed 10% of the Company's capital on the date of the issue, this ceiling excluding the total par value of any additional shares which may be issued to preserve the rights of holders of securities conferring entitlement to shares in accordance with the law and as the case may be the applicable contractual provisions;

further decides that the nominal amount of any increase in share capital likely to be thus achieved is charged to the overall ceiling provided in Twenty-ninth *résolution* below;

decides to set the maximum nominal amount of debt securities that may be issued under this authorisation (or the equivalent of this amount if issuing in another currency) at €5,000,000, it being specified that:

- this amount will be increased, if necessary, by any redemption premium above par;
- this amount will be deducted from the overall ceiling referred to in Twenty-ninth *résolution* below;
- this ceiling does not apply to debt securities referred to in Articles L.228-40, L.228-36-A, and L.228-92 (3) of the Commercial Code whose issue would be decided or authorised by the Board under the conditions set out in Article L.228-40 of the Commercial Code, or in other cases, under the conditions the Company may determine in accordance with the provisions of Article L.228-36-A of the Commercial Code;

decides that the authorisation thus conferred on the Board of Directors is valid for a period of twenty-six (26) months from the date of the General Meeting and shall terminate any prior authorisation having the same purpose;

decides that this authorisation may not be used while a takeover bid for the Company is in progress;

acknowledges that the Board of Directors has full powers, with the option to subdelegate such powers under the conditions provided by law, to approve the assessment of contributions, to decide and to record the completion of the capital increase remunerating the contributed securities, to deduct all fees and charges arising from the capital increase, to deduct, if it deems necessary, the sums needed to raise the legal reserve from the share premium, to amend the articles of association accordingly, take any decision towards listing the shares and securities thus issued on the Euronext Paris market and, more generally, to do everything required.

**Twenty-eighth résolution**

*Delegation of authority granted to the Board of Directors to carry out a capital increase reserved for employees under the conditions set out in Articles L.3332-18 et seq. of the French Labour Code*

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

having considered the Board of Directors' report and the statutory auditors' report,

taking note of the provisions of Articles L.3332-18 *et seq.* of the Labour Code and in accordance with the provisions of Articles L.225-129-6 and L.225-138 of the Commercial Code;

delegates to the Board of Directors the authority to carry out a capital increase, on one or more occasions, in such proportion and at such times as it determines, within twenty-six (26) months from this General Meeting, through the issue of up to 120,000 shares having a nominal value of 0.12 euro, i.e. a maximum nominal amount of EUR 14,400, if the Thirty-fourth resolution is adopted, or value of €0.25, i.e. a maximum nominal amount of EUR 30,000, to be settled in cash, this amount being deducted from the ceiling set under the Twenty-ninth résolution below;

decides that this authorisation cancels the shareholders' preferential subscription rights of the shares for cash to be issued for the benefit of the company investment fund (FCPE) to be created as part of a company savings plan to be created, in the event that the capital increase(s) provided for in the preceding paragraph is(are) carried out;

decides that the subscription price of the new ordinary shares, which will confer the same rights as the old shares, determined under the terms of Article L.3332-19 of the Labour Code, will be set by the Board of Directors according to the laws and regulations; the price may (i) neither be higher than the average price traded over the twenty trading sessions preceding the Board of Directors' decision to open the subscription, (ii) nor be 20% lower than the average price quoted over the twenty trading sessions preceding the date the Board of Directors opens subscription, or 30% if the restriction period provided by the company savings plan is greater than or equal to 10 years;

decides that each capital increase will be carried out only up to the amount of the shares actually subscribed by the company investment fund(s) (FCPE);

delegates all powers to the Board of Directors to:

- determine the date and terms of the issues to be carried out pursuant to this authorisation in accordance with the legal and statutory requirements, and set the subscription price in accordance with the rules defined above, the opening and closing dates of the subscriptions, the dates of entitlement, and time limits for delivery of the shares;
- record the completion of the capital increases in the amount of shares actually subscribed;
- perform, directly or by proxy, all transactions and formalities;
- make the corresponding amendments to the articles of association relating to the share capital increases; and
- generally carry out all that is useful and necessary for the final completion of the increase or successive increases of share capital;

decides that this authorisation may not be used while a takeover bid for the Company is in progress;

The Board of Directors may subdelegate to any person empowered by law the power to decide that a share issue be carried out or postponed, within the limits and under the terms it may determine beforehand.

**Twenty-ninth résolution**

*Determination of the global amount of the delegations of authority conferred by virtue of the above resolutions*

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

having considered the Board of Directors' report,

decides that:

- The maximum aggregate nominal amount of capital increases that may be carried out pursuant to the authorisations granted under the Seventeenth résolution, the Eighteenth résolution, the Nineteenth résolution, the Twentieth résolution, the Twenty-second résolution, the Twenty-third résolution, the Twenty-fourth résolution, the Twenty-fifth résolution, the Twenty-sixth résolution, the Twenty-seventh résolution and the Twenty-eighth résolution, above is set at 16,865,558, it being specified that the additional amount of the shares to be issued will be added to this ceiling in order to preserve, in accordance with the law and, where applicable, with the applicable contractual stipulations, the rights of the holders of securities and other rights giving access to the capital;
- the maximum global nominal amount of the debt securities that may be issued pursuant to the authorisations granted under the aforementioned resolutions is set at €30,000,000, it being specified that this amount will be increased, if necessary, by any redemption premium over par, and that this ceiling does not apply to debt securities referred to in Articles L.228-40, L.228-36-A, and L.228-92 (3) of the Commercial Code whose issuance would be decided or authorised by the Board under the conditions set out in Article L.228-40 of the Commercial Code, or in other cases, under the conditions the Company may determine in accordance with the provisions of Article L.228-36-A of the Commercial Code;

**Thirtieth résolution**

*Authorisation to be granted to the Board of Directors to grant share subscription or purchase options*

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

having considered the Board of Directors' report and the statutory auditors' report,

pursuant to the provisions of Articles L.225-177 to L.225-184 of the Commercial Code,

authorises the Board of Directors, with the option to subdelegate the authorisation to the Chief Executive Officer, to grant, during the periods authorised by law, options giving the right to subscribe for new shares to be issued by the Company, as part of a capital increase or purchase existing shares of the Company, under the following conditions:

- the authorisation concerns a maximum number of 1,200,000 options each for one share, it being stated that in any event, the Board of Directors must respect the legal limit set by Articles L.225-182 and R.225-143 of the Commercial Code;

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- each option will entitle the holder to subscribe or purchase one share of the Company with a par value of € 0.12 if the thirty-fourth resolution is adopted or of € 0.25 if this resolution is not adopted ;
- the options would be granted to the salaried employees and/or corporate officers (or some of them) of the Company and the companies and economic interest groups related to the Company under the conditions defined in Article L.225-180-I of the said Code, it being specified that as long as the Company's shares are admitted to trading on a regulated market, the Board must be able to grant share subscription or purchase options to the Company directors referred to in the fourth paragraph of Article L.225-185 of the Commercial Code, in accordance with the provisions of Article L.225-186 of the Commercial Code;
- the total number of options thus granted entitle the holder to subscribe or purchase a number of shares representing a maximum of 1,200,000 shares, with a par value of 0.12 euro, i.e. a maximum nominal amount of 144,000 euros if the Thirty-fourth resolution is adopted, or with a nominal value of 0.25 euro, i.e. a maximum nominal amount of 300,000 euros if the said resolution is not adopted corresponding to a maximum dilution percentage of 0.7% in relation to the share capital of the Company as at April 17, 2020;
- the exercise price of the options will be set by the Board of Directors on the day they are granted as follows:
  - concerning new share subscription options, the price may not be lower than the average share price over the 20 trading days preceding the day the option is granted;
  - in the case of options on existing shares, the price may not be lower than the average of the price over the 20 trading days preceding the day the option is granted or the average purchase price of the shares held by the Company on the day the option is granted under Articles L.225-208 and L.225-209 of the Commercial Code;
- each option must be exercised within 10 years from the date of their grant;
- options granted to the Company's executive officers are subject to the following performance conditions, assessed in the short or medium term: progress in the Company's three key programmes of expanding the portfolio through strategic operations, share price performance, and financing and organising the Company; these performance criteria and their weighting being identical to those used to determine the Chief Executive Officer's variable compensation;

accordingly, confers all powers to the Board of Directors to implement this authorisation, in particular, without this list being exhaustive:

- to determine the list of option beneficiaries and the number of options allocated to each;
- to determine the nature of the options (share subscription or share purchase options);
- to set the terms and conditions of the options and decide on the plan's rules including, in particular, (i) any other performance conditions, reflecting the Company's medium- and long-term interests, and/or maintenance in the Group, which will be applicable in order to exercise the options, (ii) the dates(s) or period(s) of exercise of the options, it being understood that the Board of Directors may anticipate the exercise of such dates or periods, maintain the options exercisable or change the dates or periods of their non-transferability and/or non-convertibility to bearer form for shares obtained by exercising the options, and (iii) any clause restricting the immediate resale of all or part of the shares;
- If applicable, limit, suspend, restrict, or prohibit the options' exercise, transfer, or transfer to bearer

form of the shares obtained through the exercise of the options during certain periods or after certain events, its decision being able to apply to all or part of the options or shares, or concern all or part of the beneficiaries;

- set the entitlement date, potentially backdated, of the new shares resulting from the exercise of share options;
- record completion of the capital increases in the amount of the shares actually subscribed through the exercise of the share options, amend the articles of association accordingly, complete the subsequent formalities, and, at its sole discretion, if it deems appropriate, deduct from the share premiums any expenses arising from the issues and the sums required to fully fund the legal reserve;
- take all measures and carry out all formalities required to list the newly issued shares.

This authorisation cannot be used while a takeover bid for the Company is in progress.

This authorisation includes, for the option beneficiaries, express waiver by the shareholders of their preferential subscription rights to the shares to be issued as and when the options are exercised.

The capital increase resulting from the exercise of the options will be definitively carried out by the mere fact of declaring the options exercised, accompanied by the subscription form and payment.

The Board of Directors shall inform the Annual General Meeting of the transactions carried out under this resolution, in accordance with Article L.225-184 of the Commercial Code.

This authorisation, which cancels any previous authorisation to allocate share subscription or purchase options, is given to the Board of Directors for a period of 38 months from the date of this General Meeting, it being specified that the Board of Directors may use this authorisation on one or more occasions.

### **Thirty-first resolution**

*Delegation of authority to be granted to the Board of Directors for the purpose of issuing and allocating warrants for the benefit of (i) Members of the Board of Directors in office on the date of the warrant allocation not qualified as employees or officers of the Company or one of its subsidiaries and (ii) persons bound by a service or consulting contract with the Company or one of its subsidiaries*

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

having considered the Board of Directors' report and the statutory auditors' report,

delegates to the Board of Directors the power to grant a maximum number of 500,000 warrants for ordinary shares (the Warrants), each entitling the holder to subscribe for one share of the Company with a nominal value of €0.12, ie a maximum nominal amount of EUR 60,000 is the thirty-fourth resolution is adopted or of a nominal value of EUR 0.25 if this resolution is not adopted, representing a maximum nominal amount of €125,000, corresponding to a dilution percentage maximum of 0.3% in relation to the share capital of the Company at April 17, 2020,

decides that the conversion price of the warrants will be determined by the Board of Directors at the date of their issuance according to their characteristics and will be at least equal to 5% of the average prices weighted by the volumes of the last five (5) trading sessions on the Euronext Paris prior to their date of issuance by the Board of Directors;

for these subscription warrants, decides to cancel the shareholders' preferential subscription rights, these subscription warrants not being able to be attributed to the following category of beneficiaries: (i) members of the Board of Directors in office on the date of the warrant allocation not qualified as employees or officers of the Company or one of its subsidiaries and (ii) persons bound by a service or consulting contract with the Company or one of its subsidiaries (the Beneficiaries);

decides, in accordance with the provisions of Article L.225-138-I of the Commercial Code, to delegate to the Board of Directors the task of establishing the list of Beneficiaries and the amount of warrants allocated to each;

consequently, authorises the Board of Directors within the limits and terms and conditions outlined above, to issue and allocate warrants on one or more occasions for each Beneficiary;

for each Beneficiary, decides to delegate to the Board of Directors the terms and conditions for exercising the warrants and, in particular, their issue price, exercise price, and exercise schedule, it being specified that they must be exercised at the latest within ten (10) years of their issuance and that the warrants not exercised at the end of this period of ten (10) years will be automatically cancelled;

decides that as long as the Company's shares are listed for trading on a stock exchange, the subscription price for an ordinary share upon exercise of the warrants, which will be determined by the Board of Directors at the time of their allocation, must be at least equal to the average of the quoted prices for the 20 trading days preceding the allocation of said warrants by the Board of Directors;

decides that the ordinary shares thus subscribed must be fully paid up on subscription either in cash or by offsetting against receivables and due debts;

decides that the new shares issued to beneficiaries upon exercising their warrants shall be subject to all the provisions of the articles of association and will bear dividends as of the first day of the financial year in which they are issued;

decides that the warrants will be transferable; they will be issued in registered and held in account;

decides to issue 500,000 ordinary shares with a nominal value of 0.12 euro if the Thirty-fourth resolution is adopted or of 0.25 euro one if the said resolution is not adopted, at the maximum to which the exercise of the warrants issued will give the right;

Reiterates that under Article L.228-98 of the French Commercial Code:

- in the event of a reduction of capital resulting from losses through a decrease in the number of shares, the rights of the warrant holders as to the number of shares received will be reduced accordingly, as if they were shareholders on the warrants' issue date;
- in the event of a reduction of share capital resulting from losses through a decrease in the par value of the shares, the subscription price of the shares to which the warrants give entitlement will be unchanged, since the share premium will be increased by the amount of the reduction in par value;

decides in addition that:

- in the event of a capital reduction not resulting from losses through a decrease in the par value of the shares, the subscription price of the shares to which the warrants give entitlement will be reduced accordingly;

- in the event of a capital reduction not resulting from losses through a decrease in the number of shares, the warrant holders may, if they exercise their warrants, request that their shares be bought back as if they were shareholders on the date the Company buys back its own shares;

decides as stipulated in Article L.228-98 of the Commercial Code that the Company is authorised to modify its corporate form and purpose without requiring the authorisation of the warrant holders;

reiterates that pursuant to Article L.228-98 of the Commercial Code, the Company cannot modify its rules for distributing profits or depreciate its capital or create preferred shares resulting in such a modification or depreciation unless it has been authorised to do so under the terms of Article L.228-103 of the Commercial Code, and subject to taking the necessary provisions to safeguard the rights of the holders of securities giving access to the capital under the terms of Article L. 228-99 of the Commercial Code, or by the issuing agreement;

authorises the Company to impose the repurchase or redemption of the warrant holders' rights as stipulated in Article L.208-102 of the Commercial Code;

decides that if it becomes necessary to carry out the adjustment stipulated in Article L.228-99 3° of the Commercial Code, this adjustment may be performed by applying the method in Article R.228-91 of the Commercial Code, it being specified that the value of the preferential subscription rights as well as the value of the share before the subscription right is detached, may be calculated by the Board of Directors based on the subscription, exchange or per-share sale price used during the last transaction on the Company's share capital (capital increase, contribution of shares, sale of shares, etc.) during the six (6) months before said Board meeting or, if there is no such transaction during this period, in accordance with any other financial parameters that the Board of Directors deems relevant and which will be validated by the Company's statutory auditors;

decides to grant full powers to the Board of Directors to implement this authorisation, in order to:

- issue and allocate the warrants, set the subscription price, exercise conditions and final terms of the warrants, in accordance with the provisions of this resolution and within the limits expressed in this resolution;
- determine the identity of the warrant beneficiaries and the number of warrants to be allocated to each;
- set the price of the share upon exercise of a warrant under the aforementioned conditions;
- record the number of ordinary shares issued following the warrant exercise, carry out the formalities related to the corresponding capital increases and make the corresponding modifications to the articles of association;
- take all appropriate measures to protect the warrant holders in the event of a financial transaction involving the Company, in accordance with the statutory and regulatory provisions in force;
- more generally, take all measures and perform all formalities necessary for this issue;

decides that this authorisation may not be used while a takeover bid for the Company is in progress;

decides that this authorisation is granted for a period of eighteen months from this date and cancels any previous authorisation having the same purpose.

**Thirty-second résolution**

*Amendment of Article 14 of the Articles of Association "Board of Directors - Powers" in order to provide for the possibility for the Board of Directors to take certain decisions by written consultation.*

The general meeting, ruling under the conditions of quorum and majority required for Extraordinary general meetings,

having considered the Board of Directors' report,

**decides** to amend Article 14 of the Articles of Association "Meeting of the *Board of Directors* " in order to insert the following paragraphs before the last paragraph of Article 14 :

*"The Board of Directors may also take the following decisions within the scope of the Board's own powers by written consultation with the directors:*

*- provisional appointment of members of the Board as provided for in Article L. 225-24 of the French Commercial Code,*

*- authorization of sureties, endorsements and guarantees provided for in the last paragraph of Article L. 225-35 of the French Commercial Code,*

*- decision taken on the basis of the delegation granted by the Extraordinary General Meeting in accordance with the second paragraph of Article L. 225-36 of the French Commercial Code, to amend the Articles of Association to bring them into compliance with legal and regulatory provisions,*

*- convening shareholders' general meetings, and*

*- transfer of the head office to the same department.*

*When the decision is taken by written consultation, the text of the proposed resolutions accompanied by a voting form is sent by the Chairman to each member of the Board of Directors by electronic means (with acknowledgement of receipt).*

*The directors have a period of 3 working days following receipt of the text of the proposed resolutions and the voting form to complete and send the voting form, dated and signed, to the chairman by electronic means (with acknowledgement of receipt), ticking a single box for each resolution corresponding to the meaning of its vote.*

*If no or more than one box has been ticked for the same resolution, the vote will be null and void and will not be taken into account for the calculation of the majority.*

*Any Director who has not sent his reply within the above time limit will be considered absent and his vote will therefore not be taken into account for the calculation of the quorum and the majority.*

*During the time limit for reply, any director may demand any additional explanations from the initiator of the consultation.*

*Within five (5) working days following receipt of the last ballot paper, the Chairman shall draw up and date the minutes of the deliberations, to which the ballot papers shall be appended and which shall be signed by the Chairman and a director who participated in the written consultation."*



**Thirty-third résolution**

*Consultation of shareholders, pursuant to Article L. 225-248 of the French Commercial Code, on the possible early dissolution of the Company following the recognition of accounting losses that render shareholders' equity less than half of the share capital*

The general meeting, ruling under the conditions of quorum and majority required for Extraordinary general meetings,

having considered the Board of Directors' report,

after having noted that, as a result of the losses recorded during the financial year ended December 31, 2019, the Company's shareholders' equity has become less than half of the share capital,

decides that there is no need for early dissolution of the Company and, consequently, decides to continue the activities of the Company.

**Thirty-fourth résolution**

*reduction of the share capital, motivated by losses, by an amount of EUR 877,0090.42, by reducing the nominal value of the shares from EUR 0.25 to EUR 0.12 - recognition of the reconstitution of shareholders' equity*

The general meeting, ruling under the conditions of quorum and majority required for Extraordinary general meetings,

having considered the report of the Board of Directors and the statutory auditors' report,

in accordance with the provisions of Article L. 225-204 of the French Commercial Code,

after having noted that the debit "retained earnings" account amounts to 9,346,626 euros after allocation to the "share premium" account decided under the terms of the Fourth resolution above and having recalled that the share capital is divided into 67,462,234 shares with a par value of 0.25 euro each,

**decides** to proceed, with immediate effect, with a reduction in the share capital motivated by losses of EUR 8,770,090.42 in order to reduce it from EUR 16,865,558.50 to EUR 8,095,468.08,

**decides** to carry out this capital reduction by reducing the nominal value of the 67,462,234 shares making up the capital from 0.25 euros to 0.12 euros and charging the amount of the capital reduction, i.e. 8,770,090.42 euros, to the debit "retained earnings" account, which is consequently reduced to a debit amount of 576,535.58 euros;

**notes** that, following this operation :

- 8,095,468.08 and is divided into 67,462,234 shares with a par value of 0.12 euro each,

- 7,859,009 and are therefore reconstituted to an amount greater than half of the share capital.

**Thirty-fifth résolution**

*amendment of Article 6 of the Articles of Association as a result of the aforementioned capital reduction*

The general meeting, ruling under the conditions of quorum and majority required for Extraordinary general meetings,

having considered the report of the Board of Directors,

under the condition of the adoption of the Thirty-fourth resolution above,

decides to amend the second paragraph of Article 6. of the Articles of Association as follows:

*“The share capital is set at 8,095,468.08 euros, divided into 67,462,234 shares with a par value of 0.12 euros each, all of the same class and fully paid up.”*

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### **Conditions 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 **27 May 2020**, 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**

Due to the Covid-19 epidemic, this general meeting will take place *in camera*. The shareholders will therefore not be able to physically attend said meeting.

Under these conditions, shareholders are invited to vote remotely, prior to the General Meeting, by giving a proxy to the Chairman or to any other natural or legal person of his choice, or by returning the postal voting form or voting by Internet.

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.

Exceptionally, we invite you not to give a proxy to a third party to represent you at the meeting insofar as the meeting will be held without the physical presence of the shareholders and therefore of any third party proxies, and to give preference to voting by mail or by Internet or to give a proxy to the Chairman.

In view of the uncertainty surrounding postal deadlines in the current circumstances, shareholders are recommended to make use, where possible, of electronic means of communication in their dealings and communications relating to this general meeting.

Shareholders wishing to vote by mail, on the Internet or give proxy to the Chairman :

- for registered shareholders: send in the single voting form by post or by proxy, which will be sent to him with the convening notice, either by ordinary mail using the T envelope attached to the notice of meeting to the following address: Société Générale - Service assemblées – 32 Rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3 or by e-mail to the following address: [ag2020@onxeo.com](mailto:ag2020@onxeo.com) or by internet by connecting to the site [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) no later than 3 p.m. Paris time on 28 May 2020;
- for the holder of bearer shares: ask for this form from the intermediary who manages his shares, as of the date of notice of the Meeting. The single voting form by post or by proxy must be accompanied by a certificate of participation issued by his financial intermediary and returned by the latter either by mail to the following address: Société Générale - Service assemblées – 32 Rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3 or by e-mail to the following address: [ag2020@onxeo.com](mailto:ag2020@onxeo.com) or; if the authorized intermediary proposes this faculty, the holder of bearer shares can also express its vote directly by secured electronic mean, by connecting to the Internet portal of its securities account holder to access the VOTACCESS website in accordance with the following terms and conditions no later than May 28, 2020 at 3 p.m., Paris time ;

The VOTACCESS website will be open from May 7, 2020 at 9 a.m. to May 28, 2020 at 3 p.m., Paris time.

In order to avoid any possible congestion of the VOTACCESS platform, it is strongly recommended that shareholders do not wait until the day before the General Meeting to enter their instructions.

Only holders of bearer shares whose account-holding institution has joined the VOTACCESS system and offers them this service for this general meeting will be able to access it.

The securities account holder of the bearer shareholder, who does not subscribe to VOTACCESS or submits a request for access to the service, shall be entitled to access the service. access to the site with terms and conditions of use, will indicate to the shareholder how to proceed.

Requests for the voting form must reach Société Générale via the shareholder's financial intermediary at one of the addresses indicated above at least six days before the date of the meeting, which is scheduled for **23 May 2020**.

Only duly completed voting forms that are received at Société Générale at one the addresses indicated above at least three days before the scheduled date of the meeting, i.e. no later than **26 May 2020**, and accompanied by the certificate of participation issued by an authorised intermediary for bearer shares will be taken into account.

Shareholders wishing to give proxy to a third party :

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: **ag2020@onxeo.com** specifying one's full name, address and Societe Generale identifier for directly registered shareholders (information available at the top left of the account statement) or his identifier with his financial intermediary if he is a holder of administered registered shares and the full name and address of the appointed or revoked agent;
- for holders of bearer shares: they must send an email to the following address: **ag2020@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 **28 May 2020 before 3 pm** (Paris time), for notifications by electronic means;
- at least three days before the date of the Meeting, i.e. on **26 May 2020**, for notifications sent by post.

The proxy holder sends his voting instructions for the exercise of his mandates in the form of a scanned copy of the single form, to Société Générale, by email to Next: [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com).

The form must bear the surname, first name and address of the proxy, the words "As a The form must be dated and signed. Voting directions are indicated in the box "I vote by correspondence" of the form.

He attaches a copy of his identity card and, where appropriate, a power of representation for the person morality that he represents.

To be taken into account, the electronic message must reach Société Générale by fourth day prior to the date of the Meeting, that is to say, on **May 25<sup>th</sup>, 2020**.

In addition, for its own voting rights, the proxy sends its voting instructions in accordance with the following procedure the usual procedures.

It is stipulated that any shareholder having already cast his vote or sent a proxy:

- cannot choose another method of participation;
- may at any time transfer all or part of his shares. If the transfer takes place before **27 May 2020 at midnight** Paris time, the Company will invalidate or amend, as appropriate, the postal vote, proxy, 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 at the following address [ag2020@onxeo.com](mailto:ag2020@onxeo.com), no later than the **twenty-fifth day** preceding the date of the General Meeting.

These requests must be accompanied by 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 texts 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** as soon as the aforementioned conditions are fulfilled.

### **Questions in writing**

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

- To the head office at 49 Boulevard du General Martial Valin, 75015 Paris by registered letter with acknowledgement of receipt, addressed to the Chairman of the Board of Directors,
- to the following email address **ag2020@onxeo.com**,

four working days, at the latest before the General Meeting, i.e. on **25 May 2020**, accompanied by a certificate of registration either in the registered securities accounts or in the bearer securities accounts kept by the authorised intermediary.

Furthermore, insofar as the General Meeting is held without the physical presence of the shareholders, it is recalled that shareholders will not be able to ask oral questions or propose resolutions news, during the general assembly. However, written questions from shareholders who are sent to the Company after the deadline provided for by the regulatory provisions but before the general meeting via the above-mentioned address (ag2020@onxeo.com) will be processed in the as far as possible.

### **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** as of the twenty-first day before the General Meeting.

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**The Board of Directors**