



Public limited company with a capital of 22,998,733.75 euros
Registered office – 49, boulevard du général Martial Valin – 75015 Paris – France
RCS Paris 410 910 095

DOCUMENTS RELATED TO THE GENERAL MEETING OF SHAREHOLDERS OF JUNE 10, 2021

Translation for information purposes only

This document is a free translation (the “Translation”) of Onxeo’s “BROCHURE DE CONVOCATION: ASSEMBLÉE GÉNÉRALE DES ACTIONNAIRES”, dated May 20, 2021. This Translation is provided for convenience and information purposes only. In the event of any ambiguity or conflict between the statements or other items contained herein and the corresponding statements in the French language “BROCHURE DE CONVOCATION: ASSEMBLÉE GÉNÉRALE DES ACTIONNAIRES”, the “BROCHURE DE CONVOCATION: ASSEMBLÉE GÉNÉRALE DES ACTIONNAIRES” shall prevail.



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On May 26, 2021

Ladies and gentlemen,

In your capacity as shareholders of Onxeo, you are convened to an Ordinary and Extraordinary General Meeting which will be held on **June 10, 2021** at 3:00 pm CEST at the registered office.

In the context of the Covid-19 pandemic and in accordance with Ordinance No. 2020-321 of March 25, 2020, the provisions of which were extended until July 31, 2021 by Decree No. 2021-255 of March 9, 2021, this general meeting will be held in camera, i.e. without the physical presence of the shareholders and the persons who are usually able to attend.

Shareholders will therefore not be able to attend the meeting in person but will be able to be represented and vote under the conditions specified hereafter.

The general meeting will be broadcast live by video transmission in accordance with the terms and conditions that will be published in a press release and on the Company's website, and will then be available for replay on the same website www.onxeo.com.

Enclosed are the following documents:

- Report of the Board of Directors to the General Meeting, which includes the agenda
- Text of the resolutions
- Business Overview
- Request for the sending of additional documents
- Methods of participating in the General Meeting

REPORT OF THE BOARD OF DIRECTORS TO THE TO COMBINED ANNUAL SHAREHOLDERS' MEETING OF 10 JUNE 2021

Ladies and Gentlemen,

We submit for your approval resolutions that fall within the competence of both the ordinary and extraordinary general meeting.

You are thus called to vote on the following agenda:

Agenda under the competence of the ordinary general meeting

- Management report of the Board of Directors including the report on corporate governance and presentation by the Board of the annual and consolidated accounts for the year ended 31 December 2020,
- Statutory auditors' reports on the annual and consolidated accounts for the year ended 31 December 2020, on corporate governance and on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code,
- first resolution: approval of the annual accounts for the year ended 31 December 2020,
- second resolution: approval of the consolidated accounts for the year ended 31 December 2020,
- third resolution: appropriation of results for the year ended 31 December 2020,
- fourth resolution: examination of the agreements referred Articles Article L. 225-38 et seq of the French Commercial Code,
- fifth resolution: renewal of the term of office of a member of the Board of Directors (*Walter Thomas Hofstaetter*),
- sixth resolution: ratification of the appointment, on a provisional basis, of a member of the Board of Directors (*Invus Public Equities LP*),
- seventh resolution: appointment of a new member of the Board of Directors (*Shefali Agarwal*),
- eighth resolution: authorization to be granted to the Board of Directors to purchase the Company's own shares

Agenda under the competence of the extraordinary general meeting

- ninth resolution: delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or any other securities, with the shareholders' preferential subscription rights maintained,
- tenth resolution: delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or any other securities, with cancellation of shareholders' preferential subscription rights, by way of a public offering (other than the offerings referred to in paragraph 1 of Article L. 411-2 of the Monetary and Financial Code)
- eleventh resolution: delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or any securities, with cancellation of shareholders' preferential subscription rights, in the context of an offer referred to in paragraph 1° of Article L. 411-2 of the Monetary and Financial Code,
- twelfth 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 9 to 11 above, in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code,
- thirteenth resolution: delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares or any other securities, with waiver of shareholders' preferential subscription rights in favor of a first category of persons meeting specified characteristics (within the limit of a total nominal amount of 9,199,493 euros - investors active in the health or biotechnology sector),

- fourteenth resolution: delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares or any other securities, with cancellation of shareholders' preferential subscription rights in favor of a second category of persons meeting specified characteristics (within the limit of a total nominal overall amount of 9,199,493 euros - industrial companies active in the health or biotechnology sectors),
- fifteenth resolution: delegation of authority to be granted to the Board of Directors to increase the share capital immediately or in the future by issuing ordinary shares and/or securities, with cancellation of shareholders' preferential subscription rights in favor of a category of persons meeting specified characteristics, within the framework of an equity or bond financing agreement,
- sixteenth resolution: authorization to be granted to the Board of Directors to increase the share capital by issuing shares and securities giving access to the Company's capital to employees who are members of the Group's savings plan,
- seventeenth resolution: setting the overall limits on the amount of the issues carried out pursuant to resolutions 9 to 16 above,
- eighteenth resolution: authorization to be granted to the Board of Directors to grant options to subscribe for or purchase shares in the Company in accordance with the provisions of Articles L. 225-177 et seq. of the French Commercial Code,
- nineteenth resolution: delegation of authority to be granted to the Board of Directors to issue and allocate share warrants with cancellation of shareholders' preferential subscription rights in favor of the following categories of persons (i) members of the Board of Directors of the Company in office on the date of grant of the warrants who are not employees or officers of the Company or any of its subsidiaries and (ii) persons who are bound by a service or consultancy contract with the Company or any of its subsidiaries,
- twentieth resolution: amendment to Article 21 of the bylaws "Access to Meetings - Powers."

We propose that you examine below each of the above proposals submitted for your approval.

I. APPROVAL OF THE ANNUAL AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020 - ALLOCATION OF RESULTS - REVIEW OF REGULATED AGREEMENTS (FIRST TO FOURTH RESOLUTIONS)

We invite you to refer to the management report of the Board of Directors and to the reports of the Statutory Auditors, which have been made available to you in accordance with the legal and regulatory requirements.

With regard to the progress of corporate affairs since the beginning of the current financial year, we invite you to refer to the management report of the Board of Directors.

II. RENEWAL OF A DIRECTOR'S TERM OF OFFICE - RATIFICATION OF THE PROVISIONAL APPOINTMENT BY THE BOARD OF DIRECTORS OF A DIRECTOR - APPOINTMENT OF A NEW DIRECTOR (FIFTH TO SEVENTH RESOLUTIONS)

We inform you that the term of office as director of Walter Thomas Hofstaetter expires at the end of this meeting, and we therefore propose that you renew his term of office for a further period of three years, expiring at the end of the ordinary general meeting to be held in 2024 to approve the accounts for the year ending 31 December 2023.

We further inform you that the Board of Directors, at its meeting of 17 September 2020, appointed Invus Public Equities LP as Director to replace Mr. Jean-Pierre Kinet (who resigned) for the remainder of the latter's term of office, i.e., until the end of the ordinary annual general meeting called to approve the accounts for the financial year ending 31 December 2021. We submit this appointment for your ratification in accordance with the provisions of Article L. 225-24 of the Commercial Code.

In addition, we propose the appointment of a new director: Ms. Shefali Agarwal, for a term of three years expiring at the end of the Ordinary General Meeting to be held in 2024 to approve the accounts for the year ending 31 December 2023.

III. AUTHORIZATION TO IMPLEMENT A SHARE BUYBACK PROGRAM (EIGHTH RESOLUTION)

We propose that you renew the authorization granted to the Board of Directors for a period of eighteen (18) months by the General Meeting of 29 May 2020 to implement a share buyback program. The application for a new authorization thus avoids a period not covered by this authorization between now and the next Annual General Meeting.

In previous years, this share buyback program was used exclusively within the framework of a liquidity contract, meeting the objective of promoting the liquidity of the Company's shares by an investment services provider.

We therefore propose that you authorize the Board of Directors, with the right to sub-delegate under the conditions provided for by law, for a period of eighteen (18) months from this date, to acquire, under the conditions provided for in Articles L. 22-10-62 et seq. of the Commercial Code and in Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, shares in the Company.

The amount of funds for the share buyback program would be a maximum of 1,000,000 euros, unchanged from the previous year. The maximum purchase price per share (excluding fees and commissions) would be set at 3 euros.

IV. FINANCIAL DELEGATIONS TO BE GRANTED TO THE BOARD OF DIRECTORS (NINTH TO SEVENTEENTH RESOLUTIONS)

We propose to renew in advance the financial delegations granted to the Board of Directors by the General Meeting of 29 May 2020 which have been partly used since that date or which will expire in the course of the financial year 2021, in order to avoid the subsequent convening of a new meeting for this sole purpose.

In this way your Board of Directors will have the widest possible range of delegations to respond to market opportunities which may arise without having to convene the shareholders.

These new delegations would terminate the delegations with the same purpose previously granted by the General Meeting and could not be used during a public offer period for the Company's securities.

You will read the reports drawn up by the Auditors on these delegations and authorizations.

In this respect, we point out that:

- the maximum overall nominal amount of the capital increases which may be carried out immediately or in the future by virtue of the delegations thus granted would be set at 22,998,733 euros, which represents 91,994,932 shares with a nominal value of 0.25 euros, i.e. 100% of the capital as at 21 April 2021, to which would be added, where applicable, the nominal value of additional shares or securities which may be issued, in order to preserve, in accordance with the law, the rights of the bearers of securities giving access to the capital, and
- the maximum overall nominal amount of debt securities which may be issued under the delegations thus granted shall be set at 50,000,000 euros,

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

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

Should the Board of Directors use the delegation of authority thus granted to it, it will report thereon to the next ordinary general meeting in accordance with the law and regulations.

We therefore propose that you examine below each of the delegations which you are requested to grant to your Board of Directors.

- a) *Delegation of authority to be granted to the Board of Directors to increase the share capital immediately or in the future by issuing ordinary shares and/or any other securities, with preferential subscription rights maintained, up to a maximum overall value 22,998,733 euros (ninth resolution)*

This delegation will enable the Board of Directors to increase the share capital by issuing ordinary shares and/or any other securities, with the shareholders' preferential subscription rights maintained.

The total nominal amount of capital increases which may be carried out immediately and / or in the future by virtue of this delegation may not exceed 22,998,733 euros (or the equivalent of this amount in the event of issue in another currency), which represents 91,994,932 shares with a par value of 0.25 euros, i.e. 100% of the capital as of 21 April 2021.

The total amount of debt securities which may be issued under this delegation may not exceed 50,000,000 euros.

- b) *Delegation of authority granted to the Board of Directors to increase the capital immediately or in the future through the issue of ordinary shares and/or securities, with cancellation of shareholders' pre-emptive subscription rights by way of a public offering (other than the offers referred to in paragraph 1° of Article L. 411-2 of the Monetary and Financial Code) (tenth resolution)*

This delegation will allow the Board to increase the capital by issuing ordinary shares and/or securities, with cancellation of the preferential subscription right, by way of a public offering, excluding the offers referred to in paragraph 1° of Article L. 411-2 of the Monetary and Financial Code.

The overall nominal amount of capital increases which may be carried out immediately or in the future by virtue of this delegation may not exceed 22,998,733 euros (or the equivalent of this amount in the event of an issue in another currency), which represents 91,994,932 shares with a par value of 0.25 euros, i.e. 100% of the capital as of 21 April 2021.

The total amount of debt securities which may be issued under this delegation may not exceed 50,000,000 euros.

We ask you to resolve that the issue price of the shares which may be issued pursuant to this delegation will be set by the Board of Directors and will be at least equal to the volume-weighted average price of the last three trading days preceding the setting of the issue price, less a maximum discount of 25% (it being specified, however, that if, at the time of use of this delegation, the shares of the Company are admitted to trading on a regulated market, the price will be set in accordance with the provisions of Article L. 22-10-1952 and R. 22-10-32 of the Commercial Code), taking into account, if applicable, their dividend entitlement date; it being specified that (i) in the event of the issue of securities giving access to the share capital, the issue price of the shares which may result from their exercise, conversion or exchange may, if applicable, be set, at the Board's discretion, by reference to a calculation formula defined by the Board and applicable after the issue of said securities (e.g. at the time of their exercise, conversion or exchange), in which case the maximum discount referred to above may be assessed, if the Board deems it appropriate, on the date of application of the said formula (and not on the date on which the issue price of the securities is set), and (ii) the issue price of the securities giving access to the share capital, if any, issued pursuant to this resolution will be such that the amount, if any, received immediately by the Company, plus the amount which may be received by it upon exercise or conversion of the said securities, is, for each share issued as a result of the issue of such securities, at least equal to the aforementioned minimum amount.

- c) *Delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or any other securities, with cancellation of the shareholders' preferential subscription rights in the context of an offer referred to in paragraph 1° of Article L. 411-2 of the Monetary and Financial Code (eleventh resolution)*

This delegation is identical in all respects to the delegation described in the paragraph above, with the difference that the issues decided by virtue of this delegation would be carried out within the framework of offers referred to in paragraph 1° of Article L. 411-2 of the Monetary and Financial Code, and in particular, to qualified investors or a restricted circle of investors within the meaning of the said article.

The total nominal amount of the share capital increases which may be carried out immediately and/or in the future pursuant to this delegation may not exceed 4,599,746 euros (which represents 18,398,984 shares, i.e. 20% of the share capital at 21 April 2021), nor, in any event, exceed the limits provided for by the regulations applicable on the date of the issue (for information, on the date of this meeting, the issue of equity securities

carried out by an offer referred to in paragraph 1° of Article L. 411-2 of the Monetary and Financial Code is limited to 20% of the Company's capital per 12-month period, such capital being assessed on the date of the Board's decision to use this delegation), a maximum amount to which will be added, where applicable, the additional amount of shares to be issued in order to preserve, in accordance with the provisions of the law and, where applicable the relevant contractual stipulations, the rights of holders of securities giving access to the capital and other rights giving access to the capital;

The nominal amount of any share capital increase which may be carried out in this way will be deducted from the overall ceiling provided for above,

The total nominal amount of the issues of debt securities giving access to the capital which may be carried out in this way may not exceed 10,000,000 euros (or the equivalent value of this amount in the case of an issue in another currency), this amount being deducted from the overall ceiling provided for above.

- d) Delegation of authority to be granted to the Board of Directors to increase the amount of issues with or without pre-emptive subscription rights which may be decided pursuant to the above delegations (eleventh resolution).*

We propose that you delegate to the Board of Directors the authority to increase the amount of any issues with preferential subscription rights which may be decided pursuant to the delegations referred to in paragraphs a) to c) above, under the conditions provided for in Article L. 225-135-1 of the Commercial Code (i.e., at this date, within 30 days of the closing of the subscription, at the same price as that used for the initial issue and up to 15% of the initial issue), said shares conferring the same rights as the old shares subject to their dividend entitlement date,

The nominal amount of the capital increases decided under this resolution will be deducted from the amount of the overall ceiling referred to above, to which shall be added, as the case may be, the additional amount of shares or securities which may be issued in addition, in order to preserve, in accordance with the law and, where applicable the relevant contractual provisions, the rights of the holders of securities and other rights giving access to the capital.

- e) Delegations of authority to be granted to the Board of Directors for the purpose of increasing the capital by issuing ordinary shares or any other securities, with cancellation of the shareholders' preferential subscription right in favor of categories of persons (thirteenth and fourteenth resolutions)*

These delegations of authority will allow the Board to carry out, in the proportions and at the times it deems appropriate, one or more capital increases through the issue of ordinary shares of the Company and/or securities, with cancellation of the shareholders' preferential subscription rights in favor of the following categories of persons:

- with regard to the thirteenth resolution:
 - companies or investment funds, whether or not shareholders of the Company, investing primarily or having invested over the last twenty-four (24) months in growth companies known as "small caps" or "mid-caps" (i.e. whose capitalization when listed does not exceed 1,000,000,000 euros) (inclusive), without limitation, investment funds or venture capital companies, in particular, any FPCI, FCPI or FIP) in the health or biotechnology sector, and participating in the capital increase for a unit investment amount in excess of 100,000 euros (issue premium included), up to a maximum of 25 subscribers, it being specified that investment funds or venture capital companies (including, in particular, any FPCI, FCPI or FIP) managed (including by way of delegation) or advised by the same management company or by management companies, one of which controls the other, or which are under the control of the same third party will be considered as one and the same subscriber for the purposes of this paragraph, the term "control" being understood within the meaning of Article L. 233-3 I of the Commercial Code.
- with regard to the fourteenth resolution:
 - 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 100,000 euros (issue premium included) and up to a maximum of 5 subscribers.

Within the framework of these delegations, we propose that you resolve that:

- i. the overall nominal amount of the share capital increases which may be carried out immediately and/or in the future by virtue of each of these delegations may not exceed 9,199,493 euros (which represents 36,797,972 shares, i.e. approximately 40% of the capital as at 21 April 2021) and will be deducted from the overall ceiling provided for above,
- ii. the maximum nominal amount of debt securities which may be issued would be set at 20,000,000 euros (or the equivalent of this amount in the event of issue in another currency), with this amount being deducted from the overall ceiling referred to above.

The issue price of the shares issued pursuant to this delegation will be determined by the Board of Directors and will be at least equal to the average of the volume-weighted prices of the last three trading days prior to the setting of the issue price, less a maximum discount of 25%, taking into account the date from which the shares carry dividend rights, if applicable; it being specified that (i) in the event of the issue of securities giving access to the share capital, the issue price of the shares which may result from their exercise, conversion or exchange may, if applicable, be set, at the discretion of the Board of Directors, by reference to a calculation formula defined by the Board and applicable after the issue of said securities (e.g. at the time of their exercise, conversion or exchange), in which case the aforementioned maximum discount may be assessed, if the Board deems it appropriate, on the date of application of the said formula (and not on the date on which the issue price is set), and (ii) the issue price of the securities giving access to the share capital, if any, issued pursuant to this resolution will be such that the amount, if any, received immediately by the Company plus the amount which may be received by it upon exercise or conversion of the said securities is for each share issued as a result of the issue of such securities at least equal to the aforementioned minimum amount.

These delegations as well as the envisaged discount will allow the Company to call upon investors and to once again have increased flexibility in setting the issue price of the securities.

- f) *Delegation of authority to be granted to the Board of Directors to increase the capital by issuing ordinary shares or any other securities with cancellation of shareholders' preferential subscription rights in favor of a category of persons meeting within the framework of an equity or bond financing agreement (fifteenth resolution).*

This delegation will allow the Board to carry out, in the proportions and at the times it deems appropriate, one or more capital increases through the issue of ordinary shares of the Company and/or any securities, with cancellation of the shareholders' preferential subscription rights in favor of the following category of persons:

- any credit institution, investment services provider, investment fund or company undertaking to subscribe for or guarantee the completion of the capital increase or any issue of securities which may result in a future capital increase (including, in particular, through the exercise of share warrants) which may be carried out pursuant to this delegation of authority in connection with the implementation of an equity or bond financing contract.

The overall nominal amount of the increases in share capital which may be carried out immediately and/or in the future by virtue of this delegation may not exceed 4,599,746 euros (which represents 18,398,984 shares, i.e. 20% of the share capital on 21 April 2021), and will be deducted from the overall ceiling provided for above.

We propose that you set at 10,000,000 euros (or the equivalent of this amount in the event of an issue in another currency) the maximum nominal amount of debt securities which may be issued under this delegation, with this amount being deducted from the overall ceiling referred to above.

The issue price of the shares issued pursuant to this delegation will be determined by the Board of Directors and will be at least equal to the average of the volume-weighted prices of the last three trading days prior to the setting of the issue price, less a maximum discount of 5%, taking into account the date from which the shares carry dividend rights, if applicable; it being specified that (i) in the event of the issue of securities giving access to the share capital, the issue price of the shares which may result from their exercise, conversion or exchange may, if applicable, be set, at the discretion of the Board of Directors, by reference to a calculation formula defined by the Board and applicable after the issue of said securities (e.g. at the time of their exercise, conversion or exchange), in which case the aforementioned maximum discount may be assessed, if the Board deems it appropriate, on the date of application of the said formula (and not on the date on which the issue price is set), and (ii) the issue price of the securities giving access to the share capital, if any, issued pursuant to this resolution

will be such that the amount, if any, received immediately by the Company plus the amount which may be received by it upon exercise or conversion of the said securities is for each share issued as a result of the issue of such securities at least equal to the aforementioned minimum amount.

This delegation would allow the implementation of an equity financing line which would enable the Company to increase its financial flexibility alongside the other financing tools already in place.

- g) Delegation of authority to be granted to the Board of Directors for the purpose of carrying out a capital increase reserved for employees carried out under the conditions provided for in Articles L. 3332-18 et seq. of the Labor Code (sixteenth resolution).*

We ask you, in accordance with the provisions of Articles L. 225-129-6, L. 225-138 and L. 22-10-49 of the Commercial Code, to delegate to the Board of Directors its authority to increase the share capital, on one or more occasions, in the proportions and at the times it deems appropriate, within a period of twenty-six (26) months from the date of this meeting, by issuing a maximum of 100,000 shares with a nominal value of 0.25 euro, i.e. a maximum nominal amount of 25,000 euros, to be paid up in cash, with this amount to be deducted from the ceiling mentioned above.

This authorization shall entail the cancellation of shareholders' preferential subscription rights to cash shares to be issued to the mutual fund to be set up as part of a Company Savings Plan to be created in the event of completion of the capital increase(s) provided for in the previous paragraph.

The subscription price of the new ordinary shares, which will confer the same rights as the old shares, will be determined by the Board of Directors in accordance with the provisions of Article L. 3332-20 of the Labor Code; it may not be (i) higher than the average of the prices quoted during the twenty trading days preceding the date of the Board of Directors' decision setting the opening date of the subscription period, (ii) or more than 30% lower than the average of the prices quoted during the twenty trading days preceding the date of the Board of Directors' decision setting the opening date of the subscription period, or 40% lower when the unavailability period provided for in the Company Savings Plan is 10 years or more.

Each capital increase will only be carried out up to the amount of shares effectively subscribed by the mutual fund(s).

However, we remind you that there is currently no company savings plan to which the employees of our Company could belong and that, since 2003 the Company has encouraged its employees to have access to its capital through its policy of directly granting securities giving access to capital. Consequently, we inform you that we are not in favor of such an authorization, as we believe that the proposal to set up stock option plans for the subscription or purchase of shares and the allocation of free shares which have been previously submitted to you are better suited to the social policy in force in the Company, aimed at strengthening the direct participation of the employees of the Company and its subsidiaries in its capital.

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

V. DELEGATIONS AND AUTHORIZATIONS TO BE GRANTED TO THE BOARD OF DIRECTORS WITHIN THE FRAMEWORK OF THE POLICY OF PROFIT-SHARING FOR THE GROUP'S OFFICERS AND EMPLOYEES AS WELL AS FOR PERSONS COLLABORATING IN ITS DEVELOPMENT (EIGHTEENTH AND NINETEENTH RESOLUTIONS)

- a) Authorization to be granted to the Board of Directors to grant stock options or stock purchase options*

We propose that you authorize the Board of Directors, with the option to sub-delegate to the CEO, to grant, during the periods authorized by law, options giving the right to subscribe for new shares to be issued by the Company as a capital increase or to purchase existing shares of the Company, under the following conditions:

- the authorization relates to a maximum number 1,500,000 options each relating to one share, it being recalled that in any event, the Board of Directors must comply with the legal limit set by Articles L. 225-182 and R. 225-143 of the Commercial Code;
- each option will give the right to subscribe for or purchase one share of the Company with a nominal value of 0.25 euro,

- the options would be granted to members of the salaried employees and/or corporate officers (or some of them) of the Company and companies and economic interest groups linked to the Company under the conditions defined in Article L. 225-180-I of said Code,
- the total number of options thus granted would give the right to subscribe to or purchase a maximum number 1,500,000 shares with a nominal value of 0.25 euros, i.e. a maximum nominal amount 375,000 euros, corresponding to a maximum dilution percentage of 1.6% in relation to the Company's share capital on 21 April 2021,
- the purchase or subscription price per share will be set by the Board of Directors on the day the option is granted within the limits provided for by law and this resolution, without being lower than the average of the prices quoted on the twenty stock exchange trading days preceding the day the Board decides to grant the options, rounded up to the next euro cent, nor, in the case of purchase options, to 80% of the average purchase price of the treasury shares held by the Company, rounded up to the next euro cent,
- each option must be exercised within a period of 10 years at the latest from the date of their granting; it being specified, however, that this period may be reduced by the Board of Directors for beneficiaries resident in a given country to the extent necessary in order to comply with the law of that country,
- the options granted to the Company's executive officers will be subject to the following performance conditions assessed in the short or medium term: progress of R&D programs, increase in the Company's visibility, share price performance, financing and organization.

All powers would be granted to your Board to implement this authorization under the terms described in the eighteenth resolution submitted for your approval.

This authorization, which cancels all prior authorizations to grant share subscription or purchase options, is granted to the Board of Directors for a period of thirty-eight (38) months from the date of this meeting, it being specified that the Board of Directors may use this authorization on one or more occasions.

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

We propose that you delegate to the Board of Directors the power to grant a maximum number of 700,000 warrants to subscribe for ordinary shares (the "SSW"), each giving the right to subscribe for one share in the Company, with a nominal value of 0.25 euro, i.e. a maximum nominal amount of 175,000 euros, corresponding to a maximum dilution percentage of 0.8% in relation to the Company's share capital as at 21 April 2021.

The issue price of a SSW will be determined by the Board of Directors on the day of issue of said SSW based on the characteristics of said SSW, if necessary with the assistance of an independent expert, and will be at least equal to 5% of the volume-weighted average price of the last five (5) trading sessions of Euronext Growth in Paris preceding the date of allocation of said SSW by the Board of Directors.

We ask you to cancel the shareholders' preferential subscription rights for these SSW, which may only be allocated to the following category of beneficiaries: (i) members of the Board of Directors of the Company in office at the date of grant of the warrants who are not employees or officers of the Company or any of its subsidiaries and (ii) persons who are bound by a service or consultancy contract to the Company or any of its subsidiaries (the "Beneficiaries").

We ask you, 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 determining the list of Beneficiaries and the portion of the SSW allocated to each Beneficiary so designated. The Board of Directors shall be authorized accordingly, within the limits of the foregoing, to proceed with the issue and allocation of the SSW on one or more occasions for each Beneficiary.

The Board of Directors will be delegated for each beneficiary the duty to establish the terms and conditions for exercising the SSW and, in particular, the issue price of the SSW, the Exercise Price and the timetable for exercising the SSW, it being specified that the SSW must be exercised within ten (10) years of their issue at the latest and that the SSW which have not been exercised at the end of this ten (10) year period will automatically become null and void.



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The subscription price of an ordinary share of the Company on exercise of a SSW, which will be determined by the Board of Directors at the time of allocation of the SSW, must be at least equal to the volume-weighted average of the prices quoted during the 20 trading days preceding the day on which the SSW is allocated by the Board of Directors.

The ordinary shares so subscribed must be fully paid up upon subscription, either by cash payment or by set-off against liquid and due claims.

The new shares delivered to the Beneficiary upon exercise of its SSW will be subject to all provisions of the bylaws and will carry dividend rights on the first day of the financial year during which they are issued.

The SSW will be transferable. They will be issued in nominative form and will be registered in an account.

Within the framework of this delegation, we ask you to resolve on the issue of 700,000 ordinary shares with a maximum nominal value of 0.25 euro to which the exercise of the issued SSW will give right.

We remind you that in application of in Article L. 228-98 of the Commercial Code:

- in the event of a capital reduction motivated by losses through a reduction in the number of shares, the rights of the holders of SSW as to the number of shares to be received upon exercise of SSW will be reduced accordingly as if the said holders were shareholders from the date of issue of the warrants;
- in the event of a capital reduction motivated by losses through a reduction in the nominal value of the shares, the subscription price of the shares to which the warrants entitle the holder will remain unchanged, with the issue premium being increased by the amount of the reduction in nominal value;

furthermore that:

- in the event of a capital reduction not motivated by losses by way of a reduction in the par value of the shares, the subscription price of the shares to which the SSW entitle the holder will be reduced by the same amount;
- in the event of a capital reduction not motivated by losses through a reduction in the number of shares, the holders of the SSW, if they exercise their SSW, will be able to request the repurchase of their shares under the same conditions as if they had been shareholders at the time of the Company's repurchase of its own shares.

As provided for in Article L. 228-98 of the Commercial Code, the Company will be authorized, without having to request the authorization of the holders of the SSW, to modify its form and its corporate purpose, to modify the distribution rules of its profits, amortize its capital and create preferred shares resulting in such a modification or such amortization, subject to taking the necessary measures to maintain the rights of holders of securities giving access to the capital under the conditions defined in Article L. 228-99 of the Commercial Code and to impose on holders of SSW the redemption or reimbursement of their rights as provided for in Article L. 208-102 of the Commercial Code.

Should it be necessary to make the adjustment provided for in Article L. 228-99 3° of the Commercial Code, the adjustment will be performed by applying the method provided for in Article R. 228-91 of the Commercial Code, it being specified that the value of the preferential subscription right as well as the value of the share before detachment of the subscription right will, if necessary, be determined by the Board of Directors based on the subscription, exchange or sale price per share used for the last transaction involving the Company's capital (capital increase, contribution of securities, sale of shares, etc.) during the six (6) months prior to the meeting of the said Board of Directors or, if no such transaction is carried out during this period, according to any other financial parameter which appears relevant to the Board of Directors (and which will be validated by the Company's auditors),

All powers would be given to the Board of Directors to implement this delegation under the terms of the nineteenth resolution submitted for your approval.

VI. AMENDMENT OF ARTICLE 21 OF THE BYLAWS "ACCESS TO MEETINGS - POWERS" (TWENTIETH RESOLUTION)

We propose that you amend Article 21 of the Articles of Association relating to general meetings in order to clarify the voting procedures, in particular so as to explicitly specify the possibility for shareholders to vote via the Internet at general meetings.



Translation for information purposes only

The proposed new wording of Article 21 of the Articles of Association is included in the twentieth resolution submitted for your approval.

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

The Board of Directors

TEXT OF THE RESOLUTIONS**RESOLUTIONS WITHIN THE COMPETENCE OF THE ORDINARY GENERAL MEETING****First resolution***Approval of the annual accounts for the year ended 31 December 2020*

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the management report of the Board of Directors and the Statutory Auditors' reports, approves the annual accounts for the year ended 31 December 2020 as presented to it, as well as the transactions reflected in such accounts and summarized in said reports.

Second résolution*Approval of the consolidated accounts for the year ended 31 December 2020*

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the report of the Board of Directors on the consolidated accounts for the year ended 31 December 2020 and the related Statutory Auditors' report, approves said consolidated accounts as presented to it, as well as the transactions reflected in such accounts and summarized in said reports.

Third résolution*Appropriation of results for the year ended 31 December 2020*

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the management report, noting that the loss for the financial year ending 31 December 2020 amounts to the sum of 3,566,540 euros, decides to allocate the loss to the "retained earnings" account, which will thus amount to the debit sum of 12,913,166 euros.

In accordance with the law, the General Meeting notes that no dividend has been distributed for the last three financial years.

Pursuant to Article 223 quater of the General Tax Code, the General Meeting notes that the Company has not incurred any of the expenses and charges referred to in Article 39-4 of said Code.

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

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the Statutory Auditor's special report on the agreements referred to Article L. 225-38 of the French Commercial Code and ruling upon this report, notes that no new agreement was concluded during the past financial year.

Fifth résolution*Renewal of the term of office of a member of the Board of Directors (Walter Thomas Hofstaetter)*

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the report of the Board of Directors and noting that the term of office of Mr. Walter Thomas Hofstaetter expired at the end of this meeting,

resolves to renew the director's term of office of Mr. Walter Thomas Hofstaetter for a further period of three years expiring at the end of the ordinary general meeting to be held in 2024 to approve the accounts for the financial year ending 31 December 2023.

Mr. Walter Thomas Hofstaetter has indicated in advance that he accepts the renewal of his term of office as a director and is not subject to any incompatibility which would prevent him from serving as such.

Sixth résolution

Ratification of the appointment, on a provisional basis, of a member of the Board of Directors (Invus Public Equities LP)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the report of the Board of Directors,

having taken note that the Board of Directors, at its meeting of 17 September 2020, appointed Invus Public Equities LP as Director to replace Mr. Jean-Pierre Kinet, who resigned, for the remainder of the latter's term of office, i.e., until the end of the ordinary annual general meeting called to approve the accounts for the financial year ending 31 December 2021,

ratifies, in accordance with the provisions of Article L. 225-24 of the French Commercial Code, the appointment of Invus Public Equities LP as a Director of the Company.

Seventh résolution

Appointment of a new member of the Board of Directors (Shefali Agarwal)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the report of the Board of Directors,

resolves to appoint Shefali Agarwal as a member of the Board of Directors for a term of three years expiring at the end of the Ordinary General Meeting to be held in 2024 to approve the accounts for the financial year ending 31 December 2023.

Shefali Agarwal has indicated in advance that she accepts the duties of Director of the Company and is not incompatible with the exercise of such duties.

Eighth résolution

Authorization to be given to the Board of Directors to implement a share buyback program

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the report of the Board of Directors,

authorizes the Board of Directors, with the right to sub-delegate under the conditions provided for by law, for a period of eighteen (18) months from this date, to acquire, under the conditions provided for in Articles L. 22-10-62 et seq. of the French Commercial Code and in Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, shares in the Company,

resolves that the shares may be purchased, sold or transferred by any means and in compliance with applicable stock exchange regulations and accepted market practices published by the Autorité des marchés financiers, and in particular:

- by public offer of purchase or exchange,
- through the use of options or other forward financial instruments traded on regulated markets, multilateral trading facilities, with systematic internalizers or concluded over-the-counter, or through the delivery of shares following the issue of securities giving access to the Company's capital by conversion, exchange, redemption, exercise of a warrant or in any other manner, either directly or indirectly through an investment services provider,

- by block purchases of securities, or through a multilateral trading facility or systematic internalizer. The portion of the program which may be performed through block trading is unlimited and may represent the entire program,

decides that the authorization may be used in order to:

- ensure the liquidity of the Company's shares under a liquidity agreement entered into with an investment services provider, in accordance with the market practice accepted by the Autorité des marchés financiers with regard to share liquidity agreements;
- honor obligations related to stock option programs, free share grants, employee savings schemes or other share allocations to employees and managers of the Company or its affiliates;
- deliver shares on the exercise of rights attached to securities giving access to the capital;
- purchase shares to be held and subsequently remitted in exchange or as payment in the context of possible external growth transactions, in compliance with stock market regulations;
- cancel some or all of the shares so repurchased; or
- more generally, operate for any purpose which may be authorised by law or any market practice which may be permitted by the market authorities, it being specified that in such a case the Company will inform its shareholders by means of a press release;

decides to set the maximum unit purchase price per share (excluding fees and commissions) at 3 euros, with an overall ceiling of 1,000,000 euros, it being specified that this purchase price will be subject to any adjustments which may be necessary to take into account transactions affecting the share capital (in particular in the event of the capitalization of reserves and the free allocation of shares, share splits or reverse splits) which may occur during the period of validity of this authorization,

resolves that the maximum number of shares which may be purchased pursuant to this resolution may not exceed 10% of the total number of shares comprising the share capital at any time, with this percentage applying to a share capital adjusted to reflect transactions affecting it subsequent to this General Meeting, it being specified that (i) when the shares are acquired for the purpose of promoting the liquidity of the Company's shares under the conditions defined by the General Regulations of the Autorité des Marchés Financiers, the number of shares taken into account for the calculation of this limit will correspond to the number of shares purchased less the number of shares resold during the term of the authorization and (ii) when the shares are to be retained and subsequently remitted in payment or exchange in connection with a merger, demerger or contribution, the number of shares acquired may not exceed 5% of the total number of shares,

grants full powers to the Board of Directors, with the option to sub-delegate such powers in accordance with the law, to implement this authorization, in particular to assess the appropriateness of launching a buyback program and determine the terms and conditions thereof, to place any stock market orders, and to sign any sale or transfer deeds, conclude all agreements, liquidity contracts, option contracts, make all declarations to the Autorité des marchés financiers and any other body, and carry out all necessary formalities including allocating or reallocating the shares acquired to the various formalities, and, in general, do all that is necessary.

decides that these transactions may not be carried out during a public offer period for the Company's securities.

This authorization cancels the unused portion of any previous authorization granted to the Board of Directors to trade in the Company's shares.

Ninth résolution

Delegation of authority to be granted to the Board of Directors to increase the share capital immediately or in the future by issuing ordinary shares and/or any other securities, with preferential subscription rights maintained, up to a maximum overall value of 22,998,733 euros

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

having reviewed the report of the Board of Directors 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, Articles L. 225-129 to L. 225-129-6, L. 22-10-49, L. 225-132, L. 225-133, L. 225-134, L. 228-91, L. 228-92 and L. 228-93 thereof,

delegates to the Board of Directors, with powers to delegate and sub-delegate as permitted by law, its authority to decide, in the proportions and at the times it sees fit, on one or more capital increases by issuing, in France or abroad, ordinary shares of the Company or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or securities (including in particular all debt securities) giving access to equity securities of the Company or of any company which directly or indirectly owns more than half of its capital or of which it owns directly or indirectly more than half of the capital, such securities being issuable in euros, in foreign currency or in any monetary unit whatsoever established by reference to several currencies at the discretion of the Board of Directors, and which may be paid up in cash, including by offsetting debts,

resolves that the maximum nominal amount of the capital increases which may be carried out immediately and/or in the future pursuant to this resolution is set at 22,998,733 euros (or the equivalent value of this amount in the event of an issue in another currency), which represents 91,994,932 shares, i.e., approximately 100% of the share capital on 21 April 2021, it being specified that:

- the maximum nominal amount of the capital increases which may be carried out immediately or in the future pursuant to this delegation will be deducted from the overall ceiling provided for in the Eighteenth *résolution* below,
- To these ceilings shall be added, where applicable, the nominal value of the shares to be issued in order to preserve, in accordance with the law and where applicable the relevant contractual stipulations, the rights of the holders of securities and other rights giving access to the capital,

resolves to establish at 50,000,000 euros (or the equivalent of this amount in the event of an issue in another currency) the maximum nominal amount of the debt securities which may be issued pursuant to this delegation, it being specified that:

- this amount will be increased, if applicable, by any redemption premium above par,
- this amount will be deducted from the overall ceiling referred to in the Eighteenth *résolution* below,
- this ceiling does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, the issue of which are decided or authorised by the Board of Directors under the conditions provided for in Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company in accordance with the provisions of Article L. 228-36-A of the French Commercial Code,

resolves that the shareholders may exercise, in accordance with the legal and regulatory provisions in force, their preferential subscription rights to the ordinary shares and securities issued pursuant to this resolution,

resolves that the Board of Directors may introduce a reducible subscription right in favor of the shareholders, which shall be exercised in proportion to their rights and within the limit of their requests,

resolves that if the subscriptions on an irreducible basis and, where applicable, on a reducible basis, have not absorbed the entirety of such issue, the Board of Directors may use one and/or other of the following options in the order it deems appropriate:

- limit the issue to the amount of subscriptions received, provided that this amount reaches at least three-quarters of the initial amount of the issue concerned as decided by the Board of Directors,
- freely allot all or part of the securities not subscribed for on an irreducible basis and, where applicable, on a reducible basis,
- offer all or part of the unsubscribed securities to the public,

resolves that issues of warrants to subscribe for shares in the Company may be carried out by cash subscription, but also by free allocation to owners of existing shares,

resolves that in the event of a free allocation of warrants, the Board will have the power to decide that fractional allocation rights will not be negotiable and that the corresponding securities will be sold,

notes, where necessary, that this delegation automatically entails, in favor of the holders of the securities (if any) issued pursuant to this delegation, the express waiver by the shareholders of their preferential subscription rights to the shares to which these securities will entitle them,

resolves that the Board of Directors shall have full powers to implement, under the conditions set by law and the bylaws, this delegation of authority, and in particular, without this list being exhaustive, to determine the dates, terms and conditions of any issue as well as 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 determine the amounts to be issued, the date from which the shares or securities giving access to the capital or debt securities to be issued will carry dividend rights, which may be retroactive, the method for paying them up and, where applicable, the term and exercise price of the securities or the terms and conditions for the exchange, conversion, redemption or allocation in any other manner of equity securities or securities giving access to the capital within the limits provided for in this resolution,

resolves that the Board of Directors shall have full powers, with the right to delegate and sub-delegate, to implement this delegation and to proceed on one or more occasions and in the proportions and at the times it shall determine, with the issues referred to above - as well as, where applicable, to postpone the same - to enter into any agreements to successfully complete the planned issues, to record the completion thereof and to amend the bylaws accordingly and, more generally:

- determine, in accordance with the law, the terms and conditions for adjusting the conditions for future access to the capital of the securities;
- suspend, where applicable, the exercise of the rights attached to such securities for a maximum period of three (3) months;
- make all deductions from the premiums, in particular those relating to the costs incurred in connection with the issues;
- subsequently ensure the preservation of the rights of the holders of securities giving future access to the Company's capital issued pursuant to this delegation, in accordance with the legal and regulatory provisions and, where applicable, the applicable contractual stipulations;
- take all measures and carry out all formalities required for the admission of the securities thus issued to listing on the regulated market of Euronext Paris and any other market on which the Company's shares may then be listed,

resolves that this delegation may not be used during a public offer for the Company's shares.

notes that, should the Board of Directors use the delegation of authority granted to it under this resolution, it will report thereon to the next ordinary general meeting in accordance with the law and regulations,

resolves that this delegation is granted for a period of twenty-six (26) months from the date of this meeting and supersedes any prior delegation having the same purpose.

Tenth résolution

Delegation of authority granted to the Board of Directors to increase the capital immediately or in the future through the issue of ordinary shares and/or securities with cancellation of shareholders' preferential subscription rights by way of a public offering (other than the offers referred to in paragraph 1° of Article L. 411-2 of the Monetary and Financial Code),

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

having reviewed the report of the Board of Directors 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, Articles L. 225-129 to L. 225-129-6, L. 22-10-49, L. 225-135, L. 225-135-1, L. 225-136, L. 228-91, L. 228-92 and L. 228-93 thereof,

delegates to the Board of Directors, with the power to delegate and sub-delegate in accordance with the law, its power to decide, by way of a public offer excluding the offers referred to in paragraph 1° of Article L. 411-2 of the Monetary and Financial Code, the issue on one or more occasions in the proportions and at the times it sees fit,

in France or abroad, of ordinary shares of the Company or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or securities (including in particular all debt securities) giving access to equity securities of the Company or of any company that directly or indirectly owns more than half of its capital or of which it owns directly or indirectly more than half of the capital, such securities being issuable in euros, in foreign currency or in any monetary unit whatsoever established by reference to several currencies at the discretion of the Board of Directors, and which may be paid up in cash, including by offsetting debts,

resolves that the securities so issued may consist of debt securities, be associated with the issue of such securities or permit the issue of such securities as intermediated securities,

decided to cancel the shareholders' preferential subscription right on the ordinary shares or securities issued pursuant to this delegation,

resolves that shareholders will have a priority right to subscribe for all or part of the issues during the period and on the terms which it will set in accordance with the provisions of Article L. 22-10-51 of the French Commercial Code, with this priority not giving rise to the creation of negotiable rights, but which may be exercised on an irreducible or reducible basis,

notes, where necessary, that this delegation automatically entails, in favor of the holders of the securities (if any) issued pursuant to this delegation, the express waiver by the shareholders of their preferential subscription rights to the shares to which these securities will entitle them,

resolves to set the maximum nominal amount of the capital increases which may be carried out, immediately and/or in the future pursuant to this resolution at 22,998,733 euros (or the equivalent value of this amount in the event of an issue in another currency), which represents 91,994,932 shares, i.e., approximately 100% of the share capital on 21 April 2021, it being specified that:

- the maximum nominal amount of the capital increases which may be carried out immediately or in the future pursuant to this delegation will be deducted from the overall ceiling provided for in the Eighteenth *résolution* below,
- To these ceilings shall be added, where applicable, the nominal value of the shares to be issued in order to preserve, in accordance with the law and, where applicable the relevant contractual stipulations, the rights of the holders of securities and other rights giving access to the capital,

resolves to establish at 50,000,000 euros (or the equivalent of this amount in the event of an issue in another currency) the maximum nominal amount of the debt securities which may be issued pursuant to this delegation, it being specified that:

- this amount will be increased, if applicable, by any redemption premium above par,
- this amount will be deducted from the overall ceiling referred to in the Eighteenth *résolution* below,
- this ceiling does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, the issue of which is decided or authorised by the Board of Directors under the conditions provided for in Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company in accordance with the provisions of Article L. 228-36-A of the French Commercial Code,

resolves that, if subscriptions have not absorbed the entire issue, the Board of Directors may use one or other of the following options, in the order it shall determine:

- limit the issue to the amount of the subscriptions, provided that they reach at least three-quarters of the issue initially decided,
- freely allocate all or part of the unsubscribed securities issued among the persons of its choice, and
- offer to the public, on the French or international market, all or part of the issued securities not subscribed,

resolves that the issue price of the shares that may be issued pursuant to this delegation will be set by the Board of Directors and will be at least equal to the volume-weighted average price of the last three trading days preceding the setting of the issue price, less a maximum discount of 25 % (it being specified, however, that if, at the time of use of this delegation the shares of the Company are admitted to trading on a regulated market, the

price will be set in accordance with the provisions of Articles 22-10-52 and R. 22-10-32 of the French Commercial Code), taking into account, if applicable, their dividend entitlement date; it being specified that (i) in the event of the issue of securities giving access to the share capital, the issue price of the shares which may result from their exercise, conversion or exchange may, if applicable, be set, at the Board's discretion, by reference to a calculation formula defined by the Board and applicable after the issue of said securities (e.g. at the time of their exercise, conversion or exchange), in which case the maximum discount referred to above may be assessed, if the Board deems it appropriate, on the date of application of the said formula (and not on the date on which the issue price of the securities is set), and (ii) the issue price of the securities giving access to the share capital, if any, issued pursuant to this resolution will be such that the amount, if any, received immediately by the Company, plus the amount which may be received by it upon exercise or conversion of the said securities, is, for each share issued as a result of the issue of such securities, at least equal to the aforementioned minimum amount,

resolves that the delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months from the date of this meeting and terminates any previous delegation having the same purpose,

resolves that the Board of Directors shall have full powers, with the option to sub-delegate such powers in accordance with the law, to implement this delegation of authority in accordance with the conditions laid down by law and the bylaws, in particular for the following purposes:

- determine the dates, terms and conditions of any issue as well as the form and characteristics of the shares or securities giving access to the capital to be issued, with or without premium,
- set the amounts to be issued, the date from which the shares or securities giving access to the capital to be issued will carry dividend rights, which may be retroactive, the method of paying them up and, where applicable, the terms and conditions for exercising rights to exchange, convert, redeem or otherwise allocate shares or securities giving access to the capital,
- make any adjustments required pursuant to legal or regulatory provisions and, where applicable, the relevant contractual stipulations, to protect the rights of holders of securities and other rights giving access to the Company's capital, and
- suspend, where applicable, the exercise of the rights attached to such securities for a maximum period of three (3) months,

resolves that the Board of Directors may:

- at its sole initiative and when it deems appropriate, charge the costs, duties and fees incurred in connection with the capital increases carried out pursuant to the delegation referred to in this resolution against the amount of the premiums relating to such transactions and deduct from the amount of such premiums the sums necessary to increase the legal reserve to one-tenth of the new capital, after each transaction,
- take any decision with a view to admitting the securities and securities so issued to trading on the Euronext Growth market in Paris or any other market, whether regulated or not, in France or abroad and more generally,
- take all measures, enter into all commitments and carry out all formalities required for the successful completion of the proposed issue, as well as for the purpose of making the resulting capital increase definitive, and make the corresponding amendments to the bylaws.

resolves that this delegation may not be used during a public offer for the Company's shares.

Eleventh résolution

Delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or any other securities, with cancellation of the shareholders' preferential subscription rights in the context of an offer referred to in paragraph 1° of Article L. 411-2 of the Monetary and Financial Code

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

having reviewed the report of the Board of Directors 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, 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, and L. 22-10-49 thereof,

delegates to the Board of Directors, with the right to sub-delegate in accordance with the law, its power to decide, by means of an offer referred to in paragraph 1° of Article L. 411-2 of the Monetary and Financial Code, the issue, on one or more occasions, in the proportions and at the times it sees fit, in France or abroad, of ordinary shares of the Company or equity securities giving access to other equity securities or entitling their holders to the allotment of debt securities, and/or securities (including in particular all debt securities) giving access to equity securities of the Company or of any company which directly or indirectly owns more than half of its capital or of which it directly or indirectly owns more than half of the capital, it being possible for the said securities to be issued in euros, in foreign currency or in any monetary unit whatsoever established by reference to several currencies at the discretion of the Board of Directors,

resolves that the securities so issued may consist of debt securities, be associated with the issue of such securities or permit the issue of such securities as intermediated securities,

decides to cancel the shareholders' preferential subscription right on the ordinary shares or securities issued pursuant to this delegation,

notes, where necessary, that this delegation automatically entails in favor of the holders of the securities thus issued (where applicable), the express waiver by the shareholders of their preferential subscription rights to the shares to which these securities entitle them,

resolves that the total nominal amount of the share capital increases which may be carried out immediately and/or in the future pursuant to this delegation may not exceed 4,599,746 euros (which represents 18,398,984 shares, i.e. 20% of the share capital on 21 April 2021), nor, in any event, exceed the limits provided for by the regulations applicable on the date of the issue (for information, on the date of this meeting, the issue of equity securities carried out by an offer referred to in paragraph 1° of Article L. 411-2 of the Monetary and Financial Code is limited to 20% of the Company's capital per 12-month period, such capital being assessed on the date of the Board's decision to use this delegation), a maximum amount to which will be added, where applicable, the additional amount of shares to be issued in order to preserve, in accordance with the provisions of the law and, where applicable the relevant contractual stipulations, the rights of holders of securities giving access to the capital and other rights giving access to the capital,

Twelfth résolution

nominal amount of any share capital increase which may be carried out in this way will be deducted from the overall ceiling provided for in Eighteenth résolution below,

further resolves that the

resolves to establish at 10,000,000 euros (or the equivalent of this amount in the event of an issue in another currency) the maximum nominal amount of debt securities which may be issued pursuant to this delegation, it being specified that:

- this amount will be increased, if applicable, by any redemption premium above par,
- this amount will be deducted from the overall ceiling referred to in the Eighteenth résolution below,
- this ceiling does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, the issue of which is decided or authorised by the Board of Directors under the conditions provided for in Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company in accordance with the provisions of Article L. 228-36-A of the French Commercial Code,

resolves that, if subscriptions have not absorbed the entire issue, the Board of Directors may use one or other of the following options, in the order it shall determine:

- limit the issue to the amount of the subscriptions, provided that they reach at least three-quarters of the issue initially decided,
- freely allocate all or part of the unsubscribed securities issued among the persons of its choice,

resolves that the issue price of the shares that may be issued pursuant to this delegation will be set by the Board of Directors and will be at least equal to the volume-weighted average price of the last three trading days

preceding the setting of the issue price, less a maximum discount of 25% (it being specified, however, that if, at the time of use of this delegation, the shares of the Company are admitted to trading on a regulated market, the price will be set in accordance with the provisions of Articles 22-10-52 and R. 22-10-32 of the French Commercial Code), taking into account, if applicable, their dividend entitlement date; it being specified that (i) in the event of the issue of securities giving access to the share capital, the issue price of the shares which may result from their exercise, conversion or exchange may, if applicable, be set, at the Board's discretion, by reference to a calculation formula defined by the Board and applicable after the issue of said securities (e.g. at the time of their exercise, conversion or exchange), in which case the maximum discount referred to above may be assessed, if the Board deems it appropriate, on the date of application of the said formula (and not on the date on which the issue price of the securities is set), and (ii) the issue price of the securities giving access to the share capital, if any, issued pursuant to this resolution will be such that the amount, if any, received immediately by the Company, plus the amount which may be received by it upon exercise or conversion of the said securities, is, for each share issued as a result of the issue of such securities, at least equal to the aforementioned minimum amount,

resolves that the delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months from the date of this meeting and terminates any previous delegation having the same purpose,

resolves that the Board of Directors shall have full powers, with the option to sub-delegate such powers in accordance with the law, to implement this delegation of authority in accordance with the conditions laid down by law and the bylaws, in particular for the following purposes:

- determine the dates, terms and conditions of any issue as well as the form and characteristics of the shares or securities giving access to the capital to be issued, with or without premium,
- set the amounts to be issued, the date from which the shares or securities giving access to the capital to be issued will carry dividend rights, which may be retroactive, the method of paying them up and, where applicable, the terms and conditions for exercising rights to exchange, convert, redeem or otherwise allocate shares or securities giving access to the capital,
- make any adjustments required pursuant to legal or regulatory provisions and where applicable relevant contractual stipulations to protect the rights of holders of securities and other rights giving access to the Company's capital, and
- suspend, where applicable, the exercise of the rights attached to such securities for a maximum period of three (3) months,

resolves that the Board of Directors may:

- at its sole initiative and when it deems appropriate, charge the costs, duties and fees incurred in connection with the capital increases carried out pursuant to the delegation referred to in this resolution against the amount of the premiums relating to such transactions and deduct from the amount of such premiums the sums necessary to increase the legal reserve to one-tenth of the new capital after each transaction,
- take any decision with a view to admitting the securities and securities so issued to trading on the Euronext Growth market in Paris or any other market, whether regulated or not, in France or abroad and more generally,
- take all measures, enter into all commitments and carry out all formalities required for the successful completion of the proposed issue, as well as for the purpose of making the resulting capital increase definitive, and make the corresponding amendments to the bylaws,

resolves that this delegation may not be used during a public offer for the Company's shares.

Thirteenth resolution

Delegation of authority to be granted to the Board of Directors to increase the amount of issues with or without preferential subscription rights which may be decided pursuant to the IV of the tenth, Tenth resolution and the Eleventh resolution above

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

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

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

delegates to the Board of Directors its authority to increase the amount of any issues with preferential subscription rights which may be decided pursuant to the tenth, Tenth résolution and Eleventh résolution above, under the conditions provided for in Article L. 225-135-1 of the French Commercial Code (i.e. within 30 days of the closing of the subscription, at the same price as that used for the initial issue and up to 15% of the initial issue), said shares conferring the same rights as the old shares subject to their dividend entitlement date,

resolves that the nominal amount of the capital increases decided under this resolution will be deducted from the amount of the overall ceiling referred to in the Eighteenth résolution below, to which shall be added, as the case may be, the additional amount of shares or securities which may be issued in addition, in order to preserve, in accordance with the law and, where applicable the relevant contractual provisions, the rights of the holders of securities and other rights giving access to the capital,

notes that, should the Board of Directors use the delegation of authority granted to it under this resolution, it will report thereon to the next ordinary general meeting in accordance with the law and regulations,

resolves that this delegation may not be used during a public offer for the Company's shares,

resolves that this authorization is granted for a period of twenty-six (26) months from the date of this meeting.

Fourteenth résolution

Delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares or any other securities, with waiver of shareholders' preferential subscription rights in favor of a first category of persons meeting specified characteristics (within the limit of a total nominal amount of 9,199,493 euros - investors active in the health or biotechnology sector)

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

having reviewed the report of the Board of Directors 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, Articles L. 225-129-2, L. 22-10-49, L. 225-135, L-225-138 and L. 228-91 et seq. thereof,

delegates to the Board of Directors the power to decide to 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 established by reference to several currencies, ordinary shares of the Company or equity securities giving access to other equity securities or giving entitlement 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),

resolves that the securities so issued may consist of debt securities, be associated with the issue of such securities or permit the issue of such securities as intermediated securities,

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

- companies or investment funds, whether or not shareholders of the Company, investing primarily or having invested over the last twenty-four (24) months in growth companies known as "small caps" or "mid-caps" (i.e. whose capitalization when listed does not exceed 1,000,000,000 euros) (inclusive), without limitation, investment funds or venture capital companies, in particular, any FPCI, FCPI or FIP) in the health or biotechnology sector, and participating in the capital increase for a unit investment amount in excess of 100,000 euros (issue premium included), up to a maximum of 25 subscribers, it being specified that investment funds or venture capital companies (including, in particular, any FPCI, FCPI or FIP) managed (including by way of delegation) or advised by the same management company or by management companies, one of which controls the other, or which are under the control of the same third party will be considered as one and the same subscriber for the purposes of this paragraph, the term "control" being understood within the meaning of Article L. 233-3 I of the French Commercial Code.

notes, where necessary, that this delegation automatically entails the express waiver by the shareholders of their preferential subscription rights to the shares to which these securities will entitle them in favor of the holders of the securities thus issued,

resolves that the total nominal amount of the share capital increases which may be carried out immediately and/or in the future pursuant to this delegation may not exceed 9,199,943 euros (representing 36,797,972 shares, i.e. approximately 40% of the share capital on 21 April 2021), or its equivalent in foreign currency, to which shall be added, where applicable, the additional amount of shares to be issued to preserve, in accordance with legal or regulatory provisions and where applicable the relevant contractual stipulations, the rights of holders of securities and other rights giving access to shares,

further resolves that the nominal amount of any share capital increase which may be carried out in this way will be deducted from the overall ceiling provided for in the Eighteenth *résolution* below,

resolves to establish at 20,000,000 euros (or the equivalent of this amount in the event of an issue in another currency) the maximum nominal amount of the debt securities which may be issued pursuant to this delegation, it being specified that:

- this amount will be increased, if applicable, by any redemption premium above par,
- this amount will be deducted from the overall ceiling referred to in the Eighteenth *résolution* below,
- this ceiling does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, the issue of which are decided or authorised by the Board of Directors under the conditions provided for in Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company in accordance with the provisions of Article L. 228-36-A of the French Commercial Code,

resolves that the issue price of the shares issued pursuant to this delegation will be determined by the Board of Directors and will be at least equal to the average of the volume-weighted prices of the last three trading days prior to the setting of the issue price, less a maximum discount of 25%, taking into account the date from which the shares carry dividend rights, if applicable; it being specified that (i) in the event of the issue of securities giving access to the share capital, the issue price of the shares which may result from their exercise, conversion or exchange may, if applicable, be set, at the discretion of the Board of Directors, by reference to a calculation formula defined by the Board and applicable after the issue of said securities (e.g. at the time of their exercise, conversion or exchange), in which case the aforementioned maximum discount may be assessed, if the Board deems it appropriate, on the date of application of the said formula (and not on the date on which the issue price is set), and (ii) the issue price of the securities giving access to the share capital, if any, issued pursuant to this resolution will be such that the amount, if any, received immediately by the Company plus the amount which may be received by it upon exercise or conversion of the said securities is for each share issued as a result of the issue of such securities at least equal to the aforementioned minimum amount,

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

resolves that the Board of Directors shall have full powers, with the option to sub-delegate such powers in accordance with the law, to implement this delegation of authority in accordance with the conditions laid down by law and the bylaws, in particular for the following purposes:

- decide on the amount of the capital increase, the issue price (it being specified that the issue price will be determined in accordance with the terms set out above) and the amount of the premium which may, if applicable, be requested at the time of the issue;
- determine the dates, terms and conditions of any issue as well as the form and characteristics of the shares or securities giving access to the capital to be issued;
- the dividend entitlement date, which may be retroactive, of the shares or securities giving access to the capital to be issued, and the method of paying them up;
- draw up a list of beneficiaries within the above-mentioned category of persons and the number of shares to be awarded to each of them;

- at its sole initiative and when it deems appropriate, charge the costs, duties and fees incurred in connection with the capital increases carried out pursuant to the delegation referred to in this resolution against the amount of the premiums relating to such transactions and deduct from the amount of such premiums the sums necessary to increase the legal reserve to one-tenth of the new capital after each transaction,
- record the completion of each capital increase and make the corresponding amendments to the bylaws;
- in general, enter into any agreement, in particular to ensure the successful completion of the planned issues, take all measures and carry out all formalities necessary for the issue, listing and financial service of the securities issued pursuant to this delegation and the exercise of the rights attached thereto;
- take any decision with a view to the admission of the shares and securities so issued to any market on which the shares of the Company may be admitted to trading,

resolves that this delegation may not be used during a public offer for the Company's shares,

notes the fact that should the Board of Directors make use of the delegation of authority granted to it in this resolution, the Board will report to the next Ordinary General Meeting, in accordance with the law and regulations, on the use made of the authorizations granted in this resolution.

Fifteenth résolution

Delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares or any other securities, with cancellation of shareholders' preferential subscription rights in favor of a second category of persons meeting specified characteristics (within the limit of a total nominal overall amount of 9,199,493 euros - industrial companies active in the health or biotechnology sectors)

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

having reviewed the report of the Board of Directors 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, Articles L. 225-129-2, L. 22-10-49, L. 225-135, L-225-138 and L. 228-91 et seq. thereof,

delegates to the Board of Directors the power to decide to 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 established by reference to several currencies, ordinary shares of the Company or equity securities giving access to other equity securities or giving entitlement 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),

resolves that the securities so issued may consist of debt securities, be associated with the issue of such securities or permit the issue of such securities as intermediated securities,

resolves to cancel the shareholders' preferential subscription rights to the Company's ordinary shares and/or any securities and/or debt securities to be issued in favor of the following categories 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 100,000 euros (issue premium included) and up to a maximum of 5 subscribers,

notes, where necessary, that this delegation automatically entails, where applicable, the express waiver by the shareholders of their preferential subscription rights to the shares to which these securities will entitle them in favor of the holders of the securities thus issued,

resolves that the total nominal amount of the share capital increases which may be carried out immediately and/or in the future pursuant to this delegation may not exceed 9,199,493 euros (representing 36,797,972 shares, i.e. approximately 40% of the share capital on 21 April 2021), or its equivalent in foreign currency, to which shall be added (where applicable) the additional amount of shares to be issued to preserve, in accordance with legal or regulatory provisions and where applicable the relevant contractual stipulations, the rights of holders of securities and other rights giving access to shares,

further decides that the nominal amount of any share capital increase which may be carried out in this way will be deducted from the overall ceiling provided for in the Eighteenth *résolution* below,

resolves to establish at 20,000,000 euros (or the equivalent value of this amount in the event of an issue in another currency) the maximum nominal amount of debt securities which may be issued pursuant to this delegation, it being specified that:

- this amount will be increased, if applicable, by any redemption premium above par,
- this amount will be deducted from the overall ceiling referred to in the Eighteenth *résolution* below,
- this ceiling does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, the issue of which is decided or authorised by the Board of Directors under the conditions provided for in Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company in accordance with the provisions of Article L. 228-36-A of the French Commercial Code,

resolves that the issue price of the shares issued pursuant to this delegation will be determined by the Board of Directors and will be at least equal to the average of the volume-weighted prices of the last three trading days prior to the setting of the issue price, less a maximum discount of 25%, taking into account the date from which the shares carry dividend rights, if applicable; it being specified that (i) in the event of the issue of securities giving access to the share capital, the issue price of the shares which may result from their exercise, conversion or exchange may, if applicable, be set, at the discretion of the Board of Directors, by reference to a calculation formula defined by the Board and applicable after the issue of said securities (e.g. at the time of their exercise, conversion or exchange), in which case the aforementioned maximum discount may be assessed, if the Board deems it appropriate, on the date of application of the said formula (and not on the date on which the issue price is set), and (ii) the issue price of the securities giving access to the share capital, if any, issued pursuant to this resolution will be such that the amount, if any, received immediately by the Company plus the amount which may be received by it upon exercise or conversion of the said securities is for each share issued as a result of the issue of such securities at least equal to the aforementioned minimum amount,

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

resolves that the Board of Directors shall have full powers, with the option to sub-delegate such powers in accordance with the law, to implement this delegation of authority in accordance with the conditions laid down by law and the bylaws, in particular for the following purposes:

- decide on the amount of the capital increase, the issue price (it being specified that the issue price will be determined in accordance with the terms and conditions set out above) and the amount of the premium which may, if applicable, be requested at the time of the issue;
- determine the dates, terms and conditions of any issue as well as the form and characteristics of the shares or securities giving access to the capital to be issued;
- the dividend entitlement date, which may be retroactive, of the shares or securities giving access to the capital to be issued, and the method of paying them up;
- draw up a list of beneficiaries within the above-mentioned category of persons and the number of shares to be awarded to each of them;
- at its sole initiative and when it deems appropriate, charge the costs, duties and fees incurred in connection with the capital increases carried out pursuant to the delegation referred to in this resolution against the amount of the premiums relating to such transactions and deduct from the amount of such premiums the sums necessary to increase the legal reserve to one-tenth of the new capital after each transaction,
- record the completion of each capital increase and make the corresponding amendments to the bylaws;
- in general, enter into any agreement, in particular to ensure the successful completion of the planned issues, take all measures and carry out all formalities necessary for the issue, listing and financial service of the securities issued pursuant to this delegation and the exercise of the rights attached thereto;
- take any decision with a view to the admission of the shares and securities so issued to any market on which the shares of the Company may be admitted to trading,

resolves that this delegation may not be used during a public offer for the Company's shares,

takes note of the fact that, should the Board of Directors make use of the delegation of authority granted to it in this resolution, the Board will report to the next Ordinary General Meeting in accordance with the law and regulations on the use made of the authorizations granted in this resolution.

Sixteenth résolution

Delegation of authority to be granted to the Board of Directors to increase the capital by issuing ordinary shares or any other securities with cancellation of shareholders' preferential subscription rights in favor of a category of persons meeting specified characteristics, within the framework of an equity or bond financing agreement

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

having reviewed the report of the Board of Directors 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, Articles L. 225-129-2, L. 22-10-49, L. 225-135, L-225-138 and L. 228-91 et seq. thereof,

delegates to the Board of Directors, with powers to delegate and sub-delegate as permitted by law, its authority to decide, in the proportions and at the times it deems appropriate, to increase the share capital on one or more occasions by issuing, in France or abroad, ordinary shares of the Company or equity securities giving access to other equity securities or entitling their holders to the allotment of debt securities, and/or securities (including, in particular, all debt securities) giving access to equity securities of the Company, which securities may be issued in euros, in foreign currency or in any monetary unit established by reference to several currencies at the discretion of the Board of Directors, and which may be paid up in cash, including by offsetting debts,

resolves that the securities thus issued may consist of debt securities, be associated with the issue of such securities (in particular, share warrants attached to bonds or issued to subscribers to such bonds) or permit their issue as intermediated securities,

resolves to cancel the shareholders' preferential subscription rights to the Company's ordinary shares or other securities to be issued in favor of the following category of persons:

- any credit institution, investment services provider, investment fund or company undertaking to subscribe for or guarantee the completion of the capital increase or any issue of securities which may result in a future capital increase (including, in particular, through the exercise of share warrants) which may be carried out pursuant to this delegation of authority in connection with the implementation of an equity or bond financing contract,

notes, where necessary, that this delegation automatically entails, where applicable, the express waiver by the shareholders of their preferential subscription rights to the shares to which these securities will entitle them in favor of the holders of the securities thus issued,

resolves that the total nominal amount of the share capital increases which may be carried out immediately and/or in the future pursuant to this delegation may not exceed 4,599,746 euros (representing 18,398,984 shares, i.e. approximately 20% of the capital on 21 April 2021), or its equivalent in foreign currency, to which shall be added, where applicable, the additional amount of shares to be issued to preserve, in accordance with legal or regulatory provisions and, where applicable, applicable contractual stipulations, the rights of holders of securities and other rights giving access to shares,

further resolves that the nominal amount of any share capital increase which may be carried out in this way will be deducted from the overall ceiling provided for in the Eighteenth résolution below,

resolves to establish at 10,000,000 euros (or the equivalent of this amount in the event of an issue in another currency) the maximum nominal amount of debt securities which may be issued pursuant to this delegation, it being specified that:

- this amount will be increased, if applicable, by any redemption premium above par,
- this amount will be deducted from the overall ceiling referred to in the Eighteenth résolution below, this ceiling not applying to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph

3 of the French Commercial Code, the issue of is decided or authorised by the Board of Directors under the conditions provided for in Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions determined by the Company in accordance with the provisions of Article L. 228-36-A of the French Commercial Code,

resolves that the issue price of the shares issued pursuant to this delegation will be determined by the Board of Directors and will be at least equal to the average of the volume-weighted prices of the last three trading days prior to the setting of the issue price, less a maximum discount of 5%, taking into account the dividend entitlement date, if any; it being specified that (i) in the event of the issue of securities giving access to the share capital, the issue price of the shares which may result from their exercise, conversion or exchange may be set, at the discretion of the Board of Directors, by reference to a calculation formula defined by the Board of Directors and applicable after the issue of said securities (e.g. at the time of their exercise, conversion or exchange), in which case the aforementioned maximum discount may be assessed, if the Board deems it appropriate, on the date of application of the said formula (and not on the date on which the issue price is set), and (ii) the issue price of the securities giving access to the share capital, if any, issued pursuant to this resolution will be such that the amount, if any, received immediately by the Company, plus the amount which may be received by it upon exercise or conversion of the said securities is for each share issued as a result of the issue of such securities at least equal to the aforementioned minimum amount,

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

resolves that the Board of Directors shall have full powers, with the option to sub-delegate such powers in accordance with the law, to implement this delegation of authority in accordance with the conditions laid down by law and the bylaws, in particular for the following purposes:

- decide the amount of the capital increase, the issue price (it being specified that the issue price will be determined in accordance with the terms and conditions set out above) and the amount of the premium which may, if applicable, be requested at the time of the issue;
- determine the dates, terms and conditions of any issue as well as the form and characteristics of the shares or securities giving access to the capital to be issued;
- set the dividend entitlement date, which may be retroactive, for the shares or securities giving access to the capital to be issued, and the method of paying them up;
- draw up a list of beneficiaries within the above-mentioned category of persons and the number of shares to be awarded to each of them;
- at its sole initiative and when it deems it appropriate, charge the costs, duties and fees incurred in connection with the capital increases carried out pursuant to the delegation referred to in this resolution against the amount of the premiums relating to such transactions and deduct from the amount of such premiums the sums necessary to increase the legal reserve to one-tenth of the new capital after each transaction,
- record the completion of each capital increase and make the corresponding amendments to the bylaws;
- in general, enter into any agreement, in particular in order to successfully complete the planned issues, to take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation and for the exercise of the rights attached thereto;
- take any decision with a view to the admission of the securities and securities so issued on any market on which the shares of the Company are admitted to trading,

resolves that this delegation may not be used during a public offer for the Company's shares,

takes note of the fact that should the Board make use of the delegation of authority granted to it in this resolution, the Board will report to the next ordinary general meeting on the use made of the authorizations granted in this resolution, in accordance with the law and regulations.

Seventeenth résolution

Delegation of authority to be granted to the Board of Directors for the purpose of carrying out a capital increase reserved for employees carried out under the conditions provided for in Articles L. 3332-18 et seq. of the Labor Code

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

having reviewed the report of the Board of Directors and the report of the Statutory Auditors,

noting the provisions of Articles L. 3332-18 et seq. of the Labor Code and deciding in accordance with the provisions of Articles L. 225-129-6, L. 225-138 and L. 22-10-49 of the French Commercial Code,

delegates to the Board of Directors, with the power to delegate in accordance with the law, its authority to proceed with a capital increase on one or more occasions in the proportions and at the times it deems fit, within twenty-six (26) months from the date of this meeting, by issuing a maximum of 100,000 shares of a nominal value of 0.25 each, i.e. a maximum nominal amount of 25,000 euros, to be paid in cash, this amount being deducted from the ceiling referred to in the Eighteenth résolution below,

resolves that this authorization shall entail the cancellation of shareholders' preferential subscription rights to cash shares to be issued to the company mutual fund to be set up as part of a company mutual fund to be created in the event of completion of the capital increase(s) provided for in the previous paragraph;

resolves that the subscription price of the new ordinary shares, which will confer the same rights as the old shares, will be determined by the Board of Directors in accordance with the provisions of Article L. 3332-20 of the Labor Code; it may not be (i) higher than the average of the prices quoted during the twenty trading days preceding the date of the Board of Directors' decision setting the opening date of the subscription period, (ii) or more than 30% lower than the average of the prices quoted during the twenty trading days preceding the date of the Board of Directors' decision setting the opening date of the subscription period, or 40% lower when the unavailability period provided for in the Company Savings Plan is 10 years or more;

resolves that each capital increase will only be carried out up to the amount of shares effectively subscribed by the company mutual fund;

delegates full powers to the Board of Directors to:

- set the date and terms and conditions of the issues to be carried out under this authorization in accordance with the legal and statutory requirements and, in particular, set the subscription price in accordance with the rules defined above, the opening and closing dates for subscriptions, the dates from which the shares will possess dividend rights and the time limits for paying up the shares;
- record the completion of the capital increases up to the amount of the shares which will actually be subscribed;
- carry out, directly or through an agent, all operations and formalities;
- make the necessary amendments to the bylaws in connection with increases in the share capital;
- and generally, to all that is useful and necessary for the final completion of the increase or successive increases in the share capital.

resolves that this delegation may not be used during a public offer for the Company's shares,

The Board of Directors may sub-delegate to any person authorised by law the power to decide to carry out the issue, as well as the power to postpone it, within the limits and on the terms and conditions that it may determine in advance.

Eighteenth résolution

Determination of the overall amount of the delegations granted pursuant to the above resolutions

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

having reviewed the report of the Board of Directors,

decides that:

- the maximum overall nominal amount of the capital increases which may be carried out pursuant to the delegations granted under the terms of the IV to the Seventeenth *résolution* above is set at 22,998,733 euros, it being specified that to this ceiling will be added the additional amount of shares to be issued to preserve, in accordance with the law and where applicable the contractual stipulations, the rights of holders of securities and other rights giving access to the capital,
- the maximum overall nominal amount of debt securities which may be issued pursuant to the delegations granted under the aforementioned resolutions is set at 50,000,000 euros, it being specified that this amount will be increased, where applicable, by any redemption premium above par and that this ceiling does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, the issue of will be decided or authorised by the Board of Directors under the conditions provided for in Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions that the Company determines in accordance with the provisions of Article L. 228-36-A of the French Commercial Code.

Nineteenth *résolution*

Authorization to be granted to the Board of Directors to grant stock options or stock purchase options

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

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

in application of the provisions of Articles 225-177 to L. 225-184 of the French Commercial Code,

authorizes the Board of Directors, with the option to sub-delegate 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 a capital increase or to purchase existing shares of the Company, under the following conditions:

- the authorization relates to a maximum number of 1,500,000 options each relating to one share, it being recalled that in any event, the Board of Directors must comply with the legal limit set by Articles L. 225-182 and R. 225-143 of the French Commercial Code;
- each option will give the right to subscribe for or purchase one share of the Company with a nominal value of 0.25 euro,
- the options would be granted to members of the salaried employees and/or corporate officers (or some of them) of the Company and companies and economic interest groups linked to the Company under the conditions defined in Article L. 225-180-I of said Code,
- the total number of options thus granted would give the right to subscribe to or purchase a maximum number of 1,500,000 shares with a nominal value of 0.25 euros, i.e., a maximum nominal amount of 375,000 euros, corresponding to a maximum dilution percentage of 1.6% in relation to the Company's share capital on 21 April 2021,
- the purchase or subscription price per share will be set by the Board of Directors on the day the option is granted within the limits provided for by law and this resolution, without being lower than the average of the prices quoted on the twenty stock exchange trading days preceding the day the Board decides to grant the options, rounded up to the next euro cent, nor, in the case of purchase options, to 80% of the average purchase price of the own shares held by the Company, rounded up to the next euro cent,
- each option must be exercised within a period of 10 years at the latest from the date of their granting; it being specified, however, that this period may be reduced by the Board of Directors for beneficiaries resident in a given country to the extent necessary in order to comply with the law of that country,
- the options granted to the Company's executive officers will be subject to the following performance conditions assessed in the short or medium term: progress of the Company's R&D programs, increase of the Company's visibility, share price performance, financing and organization,

consequently, grants full powers to the Board of Directors to implement this authorization and in particular, without this list being exhaustive:

- draw up a list of beneficiaries of options and the number of options allocated to each of them;

- determine the nature of the options (stock options or stock purchase options);
- set the terms and conditions of the options and determine the rules of the plan including, in particular, (i) any other performance conditions, reflecting the medium and long-term interests of the Company, and/or conditions for remaining in the Group, to which the exercise of the options will be subject, if applicable, (ii) the date(s) or period(s) of exercise of the options, it being understood that the Board of Directors may anticipate the dates or periods for exercising the options, maintain the exercisability of the options or modify the dates or periods of non-transferability and/or non-convertibility to the bearer of the shares obtained by the exercise of the options, (iii) any clauses prohibiting the immediate resale of all or part of the shares;
- where applicable, limit, suspend, restrict or prohibit the exercise of the options or the sale or transfer to bearer form of the shares obtained by the exercise of the options during certain periods or as from certain events, and its decision may concern all or part of the options or shares or all or part of the beneficiaries;
- set the date of entitlement to dividends, even retroactively, for new shares resulting from the exercise of stock options;
- record the completion of the capital increases up to the amount of the shares which will actually be subscribed by the exercise of the subscription options, amend the bylaws accordingly, complete the subsequent formalities, and, at its sole discretion, if it deems appropriate, proceed, where applicable, to charge any costs incurred in connection with the issues against the share premium account and deduct from this account the sums necessary to fully fund the legal reserve;
- take all measures and carry out all formalities required for the listing of the new shares thus issued.

This authorization may not be used during the period of a public offer for the Company's shares.

This authorization entails, in favor of the beneficiaries of the options, the express waiver by the shareholders of their preferential subscription rights to the shares which will be issued as and when the options are exercised.

The capital increase resulting from the exercise of options will be definitively completed by the sole fact of the declaration of exercise of the option, accompanied by the subscription form and payment.

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

This authorization, which cancels all prior authorizations to grant stock options, is granted to the Board of Directors for a period of thirty-eight (38) months from the date of this meeting, it being specified that the Board of Directors may use this authorization on one or more occasions.

Twentieth resolution

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

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

having read the Board of Directors' report and the Statutory Auditors' report,

delegates to the Board of Directors the authority to grant a maximum number of 700,000 ordinary share subscription warrants (the "SSW") each giving the right to subscribe for one share of the Company, with a nominal value of 0.25 euros, i.e., a maximum nominal amount of 175,000 euros, corresponding to a maximum dilution percentage of 0.8% in relation to the Company's share capital on 21 April 2021,

resolves that the issue price of a SSW will be determined by the Board of Directors on the day of issue of said SSW based on the characteristics of said SSW, if necessary with the assistance of an independent expert, and will be at least equal to 5% of the volume-weighted average price of the last five (5) trading sessions of Euronext Growth in Paris preceding the date of allocation of said SSW by the Board of Directors,

decides to cancel, for these SSW, the shareholders' preferential subscription right, as these SSW can only be allocated to the following category of beneficiaries: (i) members of the Board of Directors of the Company in



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office at the date of grant of the warrants who are not employees or officers of the Company or any of its subsidiaries and (ii) persons who are bound by a service or consultancy contract to the Company or any of its subsidiaries (the "Beneficiaries"),

resolves, in accordance with the provisions of Article L. 225-138-I of the French Commercial Code, to delegate to the Board of Directors the task of determining the list of Beneficiaries and the portion of the SSW allocated to each Beneficiary so designated,

consequently, authorizes the Board of Directors, within the limit of the foregoing, to issue and allocate the SSW, on one or more occasions for each Beneficiary,

decides to delegate to the Board of Directors for each Beneficiary, the terms and conditions for exercising the SSW and, in particular, the issue price of the SSW, the Exercise Price and the timetable for exercising the SSW, it being specified that the SSW must be exercised within ten (10) years of their issue at the latest and that the SSW which have not been exercised at the end of this ten (10) year period will automatically become null and void,

resolves that the subscription price of an ordinary share of the Company on exercise of a SSW, which will be determined by the Board of Directors at the time of allocation of the SSW, must be at least equal to the volume-weighted average of the prices quoted during the 20 trading days preceding the day on which the SSW is allocated by the Board of Directors,

resolves that the ordinary shares so subscribed shall be fully paid up upon subscription, either by cash payment or by set-off against liquid and due claims,

resolves that the new shares delivered to the Beneficiary upon exercise of its SSW will be subject to all provisions of the bylaws and will carry dividend rights on the first day of the financial year during which they are issued,

decides that the SSW will be transferable. They will be issued in nominative form and will be registered in an account,

resolves to issue 700,000 ordinary shares with a maximum par value of 0.25 euros to which the exercise of the warrants issued will give the right,

reiterates that in application of in Article L. 228-98 of the French Commercial Code:

- in the event of a capital reduction motivated by losses through a reduction in the number of shares, the rights of the holders of the SSW as to the number of shares to be received upon exercise of the SSW will be reduced accordingly as if the said holders were shareholders from the date of issue of the warrants;
- in the event of a capital reduction motivated by losses through a reduction in the nominal value of the shares, the subscription price of the shares to which the warrants entitle the holder will remain unchanged, with the issue premium being increased by the amount of the reduction in nominal value;

further resolves that:

- in the event of a capital reduction not motivated by losses by way of a reduction in the par value of the shares, the subscription price of the shares to which the warrants entitle the holder will be reduced by the same amount;
- in the event of a capital reduction not motivated by losses through a reduction in the number of shares, the holders of the SSW, if they exercise their SSW, will be able to request the repurchase of their shares under the same conditions as if they had been shareholders at the time of the Company's repurchase of its own shares,

resolves, as provided for in Article L. 228-98 of the French Commercial Code, that the Company is authorised, without having to seek the authorization of the holders of the warrants, to modify its form and corporate purpose,

recalls that pursuant to the provisions of Article L. 228-98 of the French Commercial Code, the Company is authorised to modify the rules for the distribution of its profits, amortize its capital and create preference shares entailing such modification or amortization, subject to taking the necessary steps to maintain the rights of holders of securities giving access to the capital under the conditions defined in Article L. 228-99 of the French Commercial Code,

authorizes the Company to require holders of the SSW to repurchase or redeem their rights as provided for in Article L. 208-102 of the French Commercial Code,

decides that, should it be necessary to make the adjustment provided for in Article L. 228-99 3° of the French Commercial Code, the adjustment will be performed by applying the method provided for in Article R. 228-91 of the French Commercial Code, it being specified that the value of the preferential subscription right as well as the value of the share before detachment of the subscription right will, if necessary, be determined by the Board of Directors based on the subscription, exchange or sale price per share used for the last transaction involving the Company's capital (capital increase, contribution of securities, sale of shares, etc.) during the six (6) months prior to the meeting of the said Board of Directors or, if no such transaction is carried out during this period, according to any other financial parameter which appears relevant to the Board of Directors (and which will be validated by the Company's auditors),

resolves to give full powers to the Board of Directors to implement this delegation, in order to:

- issue and allocate the SSW and to set the subscription price, the exercise terms and conditions and the final terms and conditions of the SSW in accordance with the provisions of this resolution and within the limits set in this resolution;
- determine the identity of the Beneficiaries of the SSW as well as the number of SSW to be allocated to each of them;
- set the price of the share that may be subscribed for by exercising an SSW under the aforementioned conditions;
- record the number of ordinary shares issued following the exercise of the warrants, carry out the formalities following the corresponding capital increases and make the corresponding amendments to the bylaws;
- take all measures to ensure the protection of the holders of the warrants in the event of a financial transaction concerning the Company, in accordance with the legal and regulatory provisions in force and, where applicable, the applicable contractual stipulations;
- in general, take any measure and carry out any formality useful to this issue.

resolves that this delegation may not be used during a public offer for the Company's shares,

resolves that this delegation is granted for a period of eighteen (18) months as from this date and terminates any previous delegation having the same purpose.

Twenty-first résolution

Amendment of Article 21 of the bylaws "Access to Meetings - Powers"

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

having reviewed the report of the Board of Directors,

decides to amend Article 21 of the bylaws "Access to Meetings - Powers" which will now read as follows:

"All shareholders have the right to attend general meetings and to participate in the deliberations personally or by proxy, regardless of the number of shares they own, if they prove, in accordance with the law, the registration of their shares in their name or in the name of the intermediary registered on their behalf pursuant to the seventh paragraph of Article 228-1 of the French Commercial Code, on the second business day prior to the meeting at midnight, Paris time, either in the registered share accounts held by the Company or in the bearer share accounts held by the authorised intermediary.

Any shareholder may also, if the Board of Directors so decides at the time of convening the meeting, participate and vote at meetings by videoconference or by any means of telecommunication, including the Internet, enabling them to be identified under the conditions and in accordance with the terms and conditions set by the legal provisions in force. This decision shall be communicated in accordance with the legal requirements. Those shareholders who use the electronic voting form provided on the website set up by the meeting's centralizing body for this purpose within the required timeframe are deemed to be present. The electronic form can be entered and signed directly on this site using an identifier code and a password. The proxy or the vote thus expressed before the meeting by this electronic means, as well as the acknowledgement of receipt thereof, shall be considered as a written document which cannot be revoked and shall be binding on all parties."

BRIEF DESCRIPTION OF THE ACTIVITY

Onxeo is a French clinical-stage biotechnology company that develops new cancer drugs by targeting tumor DNA functions through unique mechanisms of action in the highly sought-after field of DNA Damage Response (DDR).

The Company focuses on the development of innovative or disruptive compounds from preclinical (translational) research to human clinical proof of concept, which represents its know-how and expertise. It thus leads its programs to the most value-creating and attractive inflection points for potential partners.

Onxeo is listed on the Euronext Growth Paris and First North Copenhagen markets.

The Company's portfolio includes:

- AsiDNA™, a first-in-class inhibitor of tumour DNA break repair based on a decoy agonist mechanism, unlike any other in the DDR field, which could contribute to the fight against tumour resistance. AsiDNA™ was previously successfully evaluated in a Phase 1 trial in metastatic melanoma by local administration, and then demonstrated safety and systemic (IV) activity in solid tumours in the phase 1 DRIIV trial. It is currently in clinical development, particularly in combination with chemotherapy or with targeted therapies such as PARP inhibitors.
- platON™, Onxeo's platform of decoy-agonists oligonucleotides. PlatON™ is intended to expand the Company's product portfolio by generating new compounds based on this same decoy mechanism and capitalizing on the expertise the Company has developed on this type of oligonucleotide.
- A new compound, OX401, which is in preclinical phase, is positioned as a next-generation PARP agonist, and is designed to activate the immune response without inducing resistance.

This portfolio, through innovative therapeutic approaches with high scientific value, positions Onxeo as a key stakeholder in one of the most sought-after fields in oncology.

In addition, belinostat, an HDAC inhibitor (epigenetic) that already has conditional FDA approval for the second-line treatment of patients with peripheral T-cell lymphoma, has been licensed to Acrotech Biopharma LLC for this indication under the name Beleodaq®.

1. SCOPE OF THE GROUP

The Group comprises the Company, which conducts most of its business, and its subsidiaries, most of which have limited activity:

- Onxeo US
- Topotarget UK
- Topotarget Switzerland

2. BUSINESS DEVELOPMENTS AND SIGNIFICANT EVENTS DURING THE YEAR

In 2020, the Group's development programs advanced significantly and in line with expectations, with favorable preliminary results from the DRIIV-1b study of AsiDNA™ in combination with chemotherapy, particularly in terms of the duration of disease stabilization, the initiation of the Phase 1b/2 Revocan study of AsiDNA™ in combination with the PARP inhibitor niraparib in relapsed ovarian cancer, and the continued preclinical development of the OX400 family, including the preclinical proof of concept of OX401, an innovative compound at the intersection of the DNA damage response and immunotherapy fields.

The main operational advances and organizational changes of the Group in fiscal year 2020 are detailed below.

3. PROGRAMMES DE R&D

3.1. ASIDNA™

AsiDNA™ positions the Group in a new field at the forefront of scientific and clinical research in oncology, that of tumor DNA damage response (DDR: DNA Damage Response).

DNA damage response consists of a network of cellular pathways that detect, report and repair DNA damage. Proteins monitor DNA integrity and can activate cell cycle checkpoints and repair pathways in response to damage to prevent the generation of potentially deleterious mutations.



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Applied to oncology, this new field of research aims to weaken or block the ability of tumor cells to repair damage to their DNA, either naturally or under the effect of cytotoxic treatments. Tumor cells are much more dependent on DNA repair mechanisms than healthy cells, due to their uncontrolled proliferation.

AsiDNA™ is a first-in-class product in the DDR field. It interferes with tumor DNA repair through a highly original decoy agonist mechanism, resulting from research studies at the Institut Curie.

The product is composed of a double-stranded DNA fragment that behaves like a fragment of damaged tumor DNA and causes hyperactivation of repair pathways (agonist mechanism) and the hijacking and sequestration of repair proteins (decoy mechanism). AsiDNA™ thus induces inhibition of DNA repair and depletion of the repair pathways of the tumor cell, which nonetheless continues its replication cycle, but with damaged DNA, leading to cell death. AsiDNA™ specifically targets tumor cells: preclinical and clinical studies conducted to date have shown that it has no effect on healthy cells, suggesting a favorable safety profile including in combination with other treatments, which was confirmed in humans after systemic administration in the multi-center DRIIV-1 and DRIIV-1b studies.

Of particular interest is that, unlike targeted products that inhibit a specific protein or pathway, such as PARP inhibitors (PARPi), AsiDNA™ interferes with the entire repair pathway. Acting upstream of multiple pathways, it does not inhibit one or more repair proteins but instead captures and hyperactivates them, thereby disrupting the entire repair cascade. Thus, it does not induce resistance mechanisms to anti-cancer treatment, which all targeted therapies used in oncology nowadays face. This resistance leads to therapeutic failures after several treatment cycles.

This is an important differentiating factor that allows for its use in combination with other tumor DNA damaging agents such as radiotherapy and chemotherapy, or in combination with inhibitors of a specific repair pathway such as PARP inhibitors (PARPi), to significantly increase their efficacy, notably by abrogating resistance to those treatments.

The Group actively pursued the preclinical and clinical development of this lead systemic candidate in 2020, both as a single agent and in combination with other treatments in various types of solid tumors - and achieved several major milestones in both R&D and the clinical development of AsiDNA™.

In terms of R&D

At the American Association for Cancer Research (AACR) Annual (Virtual) Meeting in June 2020, the Company presented results from preclinical studies corroborating the differentiated properties of AsiDNA™, its "first-in-class" tumor DNA repair inhibitor, to reverse resistance to PARP inhibitors (PARPi) by preventing the regrowth of persistent cells.

This new data shows for the first time that PARPi resistance can be caused by drug-tolerant cells, and that the addition of AsiDNA™ to a PARP inhibitor prevents the regrowth of these cells, thereby completely and irreversibly abolishing the emergence of resistance in ovarian tumor cells. The results of this study are extremely encouraging for the conduct of the Phase 1b/2 REVOCAN trial combining AsiDNA™ with the PARP inhibitor niraparib in recurrent ovarian cancer. (see below). They clearly reinforce the value of AsiDNA™ in the fight against resistance, which is the main issue in cancer treatment today.

The role of persistent cells in resistance to other targeted therapies such as tyrosine kinase inhibitors has long been established. AsiDNA™ could thus become a gold standard combination therapy to counter resistance to multiple targeted therapies when induced by persistent cells. Preclinical evaluation of new combinations of AsiDNA™ in this context is underway, with anti-EGFR and anti-ALK tyrosine kinase inhibitors, as well as KRAS inhibitors.

In terms of clinical development

In August 2020, the Company announced the publication¹ of the final results of DRIIV, a Phase 1 study of AsiDNA™, its "first-in-class" intravenous (IV) tumor DNA repair inhibitor in the *British Journal of Cancer*. The DRIIV study was instrumental in demonstrating the good safety profile and activity of AsiDNA™ when administered by IV. The optimal active dose for combination therapy has been established at 600 mg and is used today for the clinical evaluation of AsiDNA™:

¹ Le Tourneau C et al. *British Journal of Cancer* (2020) 123:1481–1489; <https://doi.org/10.1038/s41416-020-01028-8>



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In combination with the PARP inhibitor niraparib

In January 2020, the Company entered into a clinical research agreement with Gustave Roussy to conduct the Revocan1 study to evaluate the effect of AsiDNA™, its "first-in-class" DNA damage response (DDR) inhibitor, on acquired resistance to the PARP inhibitor (PARPi) niraparib in the second-line maintenance treatment of relapsed ovarian cancer.

Niraparib significantly delayed cancer progression in patients with and without a BRCA mutation, but the effectiveness of the treatment decreases over time as tumors establish new repair pathways and become resistant to treatment. In preclinical studies, AsiDNA™ has consistently demonstrated its ability to prevent or abrogate acquired tumor resistance to PARP inhibitors, regardless of tumor mutations.

On this occasion, Dr. Patricia Pautier, oncologist, head of the Gynecological Cancers Committee at Gustave Roussy, and the principal investigator of this study said: *"Gustave Roussy and Onxeo will conduct an original proof-of-concept study of reversion of the resistance mechanism to a major therapeutic class. Labeled by the GINECO group, this first study, if it is positive, may pave the way for other combination trials with this therapeutic class in ovarian cancer as well as in other pathologies and offer patients who benefit from these treatments an additional opportunity to control their disease."*

The study plans to enroll up to 26 platinum-sensitive patients who have been treated with second-line maintenance niraparib for at least six months and have elevated CA 125, a well-established biomarker of ovarian cancer treatment resistance. CA 125 is routinely measured in standard clinical practice and its elevation correlates with impending disease progression, subsequently confirmed by imaging according to RECIST6 criteria.

Revocan aims to demonstrate that the addition of AsiDNA™ to PARPi niraparib, when CA 125 begins to rise, results in a significant and sustained reduction in this biomarker, which is consistent with a later onset of tumor resistance. This would stop or slow down the progression of the disease, thereby delaying the next line of treatment and potentially increasing its effectiveness. Progression-free survival and overall survival will also be evaluated as longer-term efficacy outcomes. Gustave Roussy and Onxeo collaborated on the design of the REVOCAN multicenter clinical trial, which Gustave Roussy submitted as sponsor to the French National Agency for the Safety of Medicines and Health Products (ANSM) and to an ethics committee.

In May 2020, Onxeo announced that the REVOCAN study had received approval from the French National Agency for the Safety of Medicines and Health Products (ANSM) and the Committee for the Protection of Persons (CPP). REVOCAN will start in three internationally renowned French centers, all recognized experts in medical oncology: Gustave Roussy (Paris), promoter of the study; the Institut de Cancérologie de l'Ouest (Nantes - St Herblain); and the Hospices Civils de Lyon (CHU Lyon Sud). Other centers in the Arcagy Gineco network will also join the study.

Finally, in October 2020, Onxeo announced the treatment of the first patient in the Revocan study. Initial results from this study are expected in 2021.

In combination with "DNA breakers"

In November 2020, the Company announced the completion of enrollment in the DRIIV-1b study and favorable interim results. The purpose of this study was to obtain confirmation of the safety of AsiDNA™ in combination with reference chemotherapies and initial efficacy signals in patients with metastatic tumors. The good safety profile of AsiDNA™ was confirmed, with no AsiDNA™-related serious adverse events or dose-limiting toxicities observed to date. Of the first seven evaluable patients, four had partial responses or longer durations of disease control than on previous treatment lines; as of December 31, 2020, three patients were still on treatment.

This preliminary data is a particularly encouraging efficacy signal that allows for the continued clinical development of AsiDNA™ in combination with these reference chemotherapies, through a Phase 2 study that the Company plans to initiate as early as 2021 in a selected indication of high medical need;

In addition, the Company announced a clinical collaboration agreement with Institut Curie in January 2021 to initiate a Phase 1b/2 study of AsiDNA™ in combination with radiotherapy in the treatment of recurrent high-grade glioma in children (see also Section 1.7.2).

In terms of intellectual property

The Company pursues an active policy of industrial protection for AsiDNA™, particularly for its most promising potential combinations. As a result, in September 2021, it obtained a notification of issuance by the European



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Patent Office (EPO), of a patent that strengthens protection in Europe for AsiDNA™, its first-in-class tumor DNA repair inhibitor, in combination with PARP inhibitors (PARPi).

In particular, this patent protects the method of using AsiDNA™ in combination with PARP inhibitors in the treatment of certain cancers in which the homologous recombination (HR) DNA repair pathway is unaltered or deficient, known as "HR-proficient" cancers, which are not very sensitive to treatment with PARP inhibitors.

This patent will provide protection until 2036. It adds to the already robust set of patent families that protect AsiDNA™ and its related compounds, both alone and in combination.

AsiDNA™ has the potential to be used in a broad spectrum of combinations and multiple indications, which the Group wishes to leverage through partnerships to generate, in both the short and long term, numerous catalysts for growth and value for the Group and its shareholders.

3.2. OX401

AsiDNA™ is the first compound to be derived from platON™, Onxeo's decoy oligonucleotide platform.

PlatON™ is a chemistry platform that allows for the construction of new molecules using three components: the oligonucleotide (a double-stranded fragment of DNA), a linker between the two strands to ensure the stability of the fragment, and a vector to promote cellular penetration (a cholesterol molecule in the case of AsiDNA™).

With platON™, Onxeo has the means to enrich its portfolio of highly innovative drug candidates while capitalizing on its expertise and knowledge it has accumulated in the field of oligonucleotides and DNA repair mechanisms over several years.

OX401 is a new compound from platON™. Based on Onxeo's proprietary agonist decoy technology, OX401 is positioned both in the field of inhibition of DNA damage response (DDR) by acting on PARP, a key protein in tumor DNA repair, and in the field of immuno-oncology. OX401 has been optimized to specifically target PARP without causing resistance, with high selectivity for cancer cells. Furthermore, OX401 is designed to induce a strong immune response by activating the STING pathway. Preclinical studies of OX401 in-vitro and in-vivo aim to validate its efficacy, both alone and in combination with immunotherapies.

- On January 29 and 30, 2020, Onxeo presented 2 OX401 to the scientific community at the 2020 PARP & DDR Inhibitors Summit held in Boston, USA.
- On February 27, 2020, Onxeo announced the acceptance of a poster presentation of OX401 at the 2020 ESMO-TAT congress, which is dedicated to research on targeted anticancer therapies.
- On June 25, 2020, the Company announced the confirmation of the preclinical profile of OX401. Through its action on PARP and the activation of antitumor immune response via the cGAS-STING pathway, OX401 has shown in vivo potency that is superior to that of current PARP inhibitors, evidenced by complete control of tumor growth.

The preclinical program that has already been completed has allowed for the confirmation of the main properties of this compound. OX401 exhibits potent antitumor activity, as demonstrated in an animal model of breast cancer, linked to a hyperactivation of PARP and a hijacking of its DNA repair function in tumor cells specifically. PARP is a major component of the DNA repair mechanism, and the clinical value of acting on this protein has already been amply demonstrated by PARP inhibitors. Moreover, this activity on PARP induces a strong engagement of the cGAS-STING pathway³, as demonstrated by the increase in key biomarkers of the tumor immune response. The activation of this pathway is now a new and very promising approach in immuno-oncology.

Benefiting from a novel decoy agonist mechanism of action like all platON™-derived compounds, OX401 does not induce tumor resistance to treatment, which represents a clear differentiation from targeted therapies like PARP inhibitors. Finally, like AsiDNA™, OX401 has no activity on healthy cells, which should give it a favorable safety profile in the clinic.

The next key preclinical steps will be to study its combination with immune checkpoint inhibitors. The Company is also working on certain improvements, particularly in terms of synthesis, to ensure that it has the best

² [OX401, A new generation of PARP-interfering drugs for cancer treatment](#)

³ The cGAS-STING pathway is a component of the innate immune system, which detects cytosolic DNA (involved in carcinogenesis) and induces an immune response accordingly.



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compound in this family (lead compound), combining an original mechanism of action with an optimal pharmacokinetic and pharmacodynamic profile.

The Company is continuing to optimize and protect compounds in the OX400 family, and to conduct translational studies to prepare for entry into the clinic, which could take place within 18 to 24 months.

The Group is convinced of the significant therapeutic potential of its decoy oligonucleotide technology, notably by interfering with tumour DNA repair signals, and of the disruptive innovation it represents, which could pave the way for a new paradigm in cancer treatment.

3.3. LICENSED PRODUCT (BELINOSTAT)

Assignment of additional exclusive rights to belinostat to Acrotech Biopharma LLC

On April 6, 2020, Onxeo entered into an agreement with Acrotech Biopharma LLC, a wholly-owned subsidiary of Aurobindo Pharma, which extends Acrotech's rights to belinostat to all territories not previously covered by a prior agreement between Onxeo and Acrotech (i.e., the United States, Canada, Mexico and India).

This new agreement grants Acrotech a royalty-free commercialization license for the IV form of belinostat in all other territories. As part of this transaction, Onxeo's license agreement with Pint Pharma for South America, as well as the agreements with Clinigen plc and iQone for the Named Patient Program in some European countries, and related agreements, were also transferred to Acrotech.

In addition, this new agreement will transfer certain patents and know-how concerning belinostat to Acrotech.

In return, Onxeo received a one-time payment of \$6.6 million from Acrotech.

This agreement does not affect the existing royalty monetization agreement between Onxeo and SWK Holdings, which was entered into in June 2018. Onxeo will continue to receive royalties and milestone payments from Acrotech on sales of Beleodaq® in the territories initially licensed to SPPI, which will allow for the repayment of the bonded debt contracted with SWK. Upon full repayment of the debt, Onxeo will no longer receive any revenue from Acrotech.

This transaction finalized Onxeo's transition to a company focused solely on development activities in the field of DNA damage response in oncology (DDR).

4. FUNDING & CORPORATE

4.1. USE OF THE EQUITY FINANCING LINE SET UP ON JUNE 7, 2019

Acting on the authority of the Board of Directors and in accordance with the 20th resolution of the Extraordinary Shareholders' Meeting of June 19, 2018⁴, the Company has set up an equity line of credit with Nice & Green on June 7, 2019, through the issuance of new shares over a 12-month period.

The characteristics of this equity line of credit are described in the securities note included in the Prospectus to which the Autorité des marchés financiers (the "AMF") has affixed visa no. 19-247 dated June 7, 2019. The Prospectus consists of Onxeo's 2018 reference document, registered with the AMF on April 5, 2019 under number D.19-0282, and a securities note that includes the summary of the Prospectus.

The balance of this equity line, which corresponded to 6,800,075 warrants as of December 31, 2019, was used in full in the first half of 2020 and provided the Company with total net proceeds of €3.2 million.

4.2. CAPITAL INCREASE BY WAY OF PRIVATE PLACEMENT OF NEW SHARES

On June 9, 2020, Onxeo announced the completion of a capital increase for a total amount of approximately 7.3 million euros, which was subscribed by a new investor, Invus Public Equities LP, and by Financière de la Montagne, the Company's historical shareholder.

The capital increase was carried out through the issue of 10,136,451 ordinary shares with cancellation of shareholders' preferential subscription rights, in a private placement with qualified investors on the basis of the 15th resolution of the extraordinary general meeting of June 19, 2018. The new shares represent approximately

⁴ Capital increase carried out with cancellation of the preferential subscription right for the benefit of a category of persons within the framework of a financing line in shares or bonds.



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15% of the Company's share capital before the completion of the private placement. As a result of this placement, a shareholder owning 1% of the Company's capital has seen his stake reduced to 0.87%. The subscription price has been set at €0.7182 per new share, which represents a 10% discount to the weighted average price of the last 3 trading sessions (i.e., from June 3 to 5, 2020 inclusive).

Following the completion of the capital increase, Invus Public Equities LP and Société Financière de la Montagne held 10.7% and 13.4% of the Company's capital respectively, based on a total number of 78,317,810 shares. To the Company's knowledge, no other shareholder holds more than 5% of its capital.

The net proceeds of the issue are intended for:

- the development of AsiDNA™, the Company's leading product, both clinically and industrially in ongoing and future clinical trials,
- the continuation of the preclinical program to evaluate strategies for combining AsiDNA™ with other targeted therapies,
- the development of the preclinical program for OX401 both alone and with immuno-oncology drugs, and,
- more generally, to finance the Company's current expenses.

The funds raised, together with the agreement concluded with Acrotech in April 2020 (see section 2.1.3), extend the Company's cash horizon to the first quarter of 2022.

4.3. TRANSFER OF ONXEO SHARES FROM THE REGULATED MARKETS EURONEXT GROWTH PARIS AND NASDAQ COPENHAGEN TO THE GROWTH MARKETS EURONEXT GROWTH PARIS AND FIRST NORTH COPENHAGEN

The shareholders at the Ordinary General Meeting of May 29, 2020 approved the project to transfer the listing of Onxeo shares from the regulated market of Euronext Paris, compartment C, to Euronext Growth Paris, and granted full powers to the Board of Directors to initiate the procedure with Euronext Paris (16th resolution). The Board of Directors, which met on July 29, 2020, decided to implement this transfer, which aims to allow Onxeo to be listed on a market that is more appropriate to the size of the company and its market capitalization, and thus benefit from a regulatory framework that is better adapted to SMEs and lower costs related to listing, while continuing to benefit from access to the financial markets.

On November 27, 2020, the Company also applied for admission to trading on the Nasdaq First North Growth Market and delisting from the Nasdaq Main Market in Copenhagen in order to align regulatory requirements in both countries and maintain a secondary listing that is easily accessible to its Danish shareholders.

As a result of the Nasdaq Copenhagen approval announced on November 30, 2020, the listing of Onxeo shares on First North Growth became effective on December 14, 2020.

As a result of the approval of Euronext Paris announced on December 10, 2020, the listing of the shares on Euronext Growth became effective on December 15, 2020.

Onxeo intends to maintain its current standards in terms of financial communication, in the interests of transparency towards its shareholders. The Company will continue to provide accurate, precise and truthful information by making public any privileged information concerning the company, in accordance with the European regulation on market abuse (MAR).

5. GOVERNANCE

On May 29, 2020, the Ordinary General Meeting of Shareholders renewed the mandates of Ms. Judith Greciet and Ms. Christine Garnier, and Financière de la Montagne, represented by Mr. Nicolas Trebouta, for three years.

At its meeting on September 17, 2020, the Board of Directors of Onxeo co-opted Invus Public Equities LP, represented by Mr. Julien Miara, as a director of the Company to replace Mr. Jean-Pierre Kinet, who resigned.



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6. CHRONOLOGICAL SUMMARY OF THE COMPANY'S PRESS RELEASES IN FISCAL YEAR 2020

January 6	2019 - Annual review of the liquidity contract
January 28	Onxeo will present its next generation PARP inhibitor, OX401, at the 2020 PARP & DDR Inhibitors Summit
January 29	Onxeo entered into a clinical research agreement with Gustave Roussy to conduct a clinical trial of AsiDNA™ in the treatment of relapsed ovarian cancer
February 11	Onxeo reached a settlement agreement with SpePharm and SpeBio
February 27	Onxeo to present OX401, a next generation PARP inhibitor, at ESMO-TAT 2020
March 27	Onxeo will publish its annual results on April 17, 2020
April 6	Onxeo received \$6.6 million in consideration for the grant of exclusive worldwide rights to belinostat to Acrotech Biopharma LLC
April 17	Onxeo released its 2019 annual results and provided an update on its activities
April 27	Universal registration document 2019 made available
April 27	Onxeo's Combined Shareholders' Meeting to be held on May 29, 2020 behind closed doors and voting procedures in the Covid-19 context
May 7	Onxeo's Combined Shareholders' Meeting to be held behind closed doors on May 29, 2020: availability of preparatory documents and information for internet connection
May 19	Onxeo to present new preclinical data at AACR 2020 that confirms the ability of AsiDNA™ to prevent and abrogate cancer resistance to PARPi
May 27	Bryan Garnier & Co Initiates Coverage of Onxeo with a “Buy” Recommendation
May 29	Onxeo announced the approval of the REVOCAN study by the regulatory authorities
May 29	Onxeo announced the adoption of all ordinary resolutions at its General Meeting on May 29, 2020
June 9	Onxeo announced a €7.3 million capital increase through a private placement with Invus and Financière de la Montagne, the Company's historical shareholder
June 19	Onxeo: minutes of the extraordinary general meeting of June 19, 2020
June 22	New online e-poster for the AACR 2020 virtual meeting
June 25	Onxeo has confirmed the preclinical profile of OX401, a potent PARP agonist with strong anti-tumor activity and immunological properties
July 3	Half-yearly report on the liquidity contract with Kepler Cheuvreux
July 17	Onxeo published its financial results for H1 2020 and provided an update on its activities
July 29	Transfer of listing of Onxeo shares from the regulated market Euronext Paris (compartment C) to the multilateral trading facility Euronext Growth Paris
July 29	Provision of the 2020 half-yearly financial report
August 27	Onxeo announced the publication of the final results of DRIIV, a Phase 1 dose escalation study of AsiDNA™ in advanced solid tumors, in the British Journal of Cancer
September 3	Onxeo received a notice of allowance from the U.S. Patent and Trademark Office for a new patent that enhances the protection of AsiDNA™ by systemic administration in the United States
September 8	Onxeo has announced its participation in several major investor conferences and events in the second half of 2020
September 17	Onxeo published its financial results for the first half of 2020 and provided an update on its activities
September 29	Provision of the 2020 half-yearly financial report
October 21	Onxeo announced the enrollment of the first patient in the Revocan Phase 1b/2 study
October 22	Onxeo has received a notification of intent to issue a new patent that strengthens the protection in Europe of AsiDNA™ in combination with PARP inhibitors
November 9	Onxeo announced the completion of patient enrollment in the DRIIV-1b study and favorable interim results
November 27	Onxeo has applied for admission to trading on the Nasdaq First North Growth Market Denmark and delisting from the Nasdaq Main Market in Copenhagen



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November 30	Onxeo has received approval for delisting from the Nasdaq Main Market Copenhagen and simultaneous admission to trading on the Nasdaq First North Growth Market Denmark
December 10	Onxeo has announced the transfer of the listing of its shares on the Euronext Growth Paris market on December 15, 2020

The full text of these press releases can be accessed on the Company website at www.onxeo.com.



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REQUEST FOR THE SENDING OF ADDITIONAL DOCUMENTS

Shareholders' attention is drawn to the fact that the Company will not be able to send documents by post, and therefore documents will be sent exclusively by e-mail. Shareholders are also reminded that the documents relating to the General Meeting can be consulted on the Company's website:

<https://www.onxeo.com/investors-en/shareholder-resources/general-shareholders-meetings/>.

This request, together with a certificate of holding issued by the Authorized Intermediary (see point (1) below), may be sent by e-mail to ag2021@onxeo.com.

The undersigned:

NAME AND FIRST NAME _____

ADDRESS _____

E-MAIL _____

owner of _____ share(s) in the:

nominative form,

bearer form, registered with : _____ (1)

acknowledge receipt of the documents relating to the ordinary general meeting of the shareholders to be held on **May 29, 2020** referred in to Article R. 225-81 of the French Commercial Code,

request **Onxeo** to provide, for the said meeting, the documents referred to in Article R. 225-83 of the French Commercial Code by e-mail at the above-mentioned e-mail address.

Executed in (location) _____

On (date) _____

Signature:

NOTE: In accordance with the provisions of Article R 225-88 paragraph 3 of the French Commercial Code, shareholders holding registered shares may, by a single request, obtain from the Company the documents referred to in Articles R 225-81 and R 225-83 of said Code for each subsequent shareholders' meeting. If the shareholder wishes to take advantage of this option, this request must be mentioned.

(1) indication of the bank, financial institution, or online broker, etc. holding the account (the applicant must prove his or her status as a shareholder by sending a certificate of holding issued by the Authorized Intermediary).

TERMS OF PARTICIPATION IN THE GENERAL MEETING

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 **June 8, 2021**, at midnight, Paris time, either in the nominative 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 closed session. 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.

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.

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: ag2021@onxeo.com or by internet by connecting to the site www.sharinbox.societegenerale.com no later than 3 p.m. Paris time on **June 9, 2021** ;
- 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: ag2021@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 **June 9, 2021** at 3 p.m., Paris time ;

The VOTACCESS website will be open from **May 21, 2021** at 9 a.m. to June 9, 2021 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 **June 4, 2021**.

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 **June 7, 2021**, 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 French 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: ag2021@onxeo.com specifying one's full name, address and Société Générale 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: ag2021@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 **June 9, 2021 before 3 pm** (Paris time), for both notifications made by post or by electronic means.

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 the following adress: 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 General Meeting, that is to say, on **June 6, 2021**.

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:

- may, exceptionally, choose another method of participation to the General Meeting (its previous instruction will then be revoked) under the conditions provided for in Article 7 of Decree No. 2020-418 of April 10, 2020;
- may, at any time, transfer all or part of his shares. If the transfer takes place before **June 8, 2021 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 ag2021@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 ag2021@onxeo.com,

four working days, at the latest before the General Meeting, i.e. on **June 8, 2021**, accompanied by a certificate of registration either in the registered securities accounts or in the bearer securities accounts kept by the authorized 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

In accordance with the French law, all the documents which must be communicated to the General Meetings will be kept, within the legal deadlines, at the disposal of the shareholders at the registered office. The documents can be consulted on the company's website www.onxeo.com as of the convening of the meeting.

The Board of Directors

ONXeo