

ONXEO

Corporation with a Board of Directors (Société Anonyme à Conseil d'Administration)
with a share capital of 27,876,782.50 euros
Registered office: 49 boulevard du Général Martial Valin, 75015 Paris
Registered under the no. 410 910 095 in the Trade & Company Register (RCS) of Paris

COMBINED GENERAL MEETING OF THE SHAREHOLDERS

OF 15 JUNE 2022

MEETING NOTICE

The shareholders are informed that they are invited to a combined general meeting of the shareholders convened on June 15, 2022 at 2.30 p.m. CET, at the Hôtel Renaissance Paris Nobel Tour Eiffel, 55 avenue Raymond Poincaré, 75116 Paris, called to rule on the meeting agenda and on the following draft resolutions:

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 2021,
- Statutory Auditors' reports on the annual and consolidated accounts for the year ended 31 December 2020 and on the agreements referred to in Articles L. 225-38 et seq. of the Commercial Code,
- first resolution: approval of the annual accounts for the year ended 31 December 2021,
- second resolution: approval of the consolidated accounts for the year ended 31 December 2021,
- third resolution: appropriation of results for the year ended 31 December 2021,
- fourth resolution: examination of the agreements referred Articles Article L. 225-38 et seq of the Commercial Code,
- fifth resolution: renewal of the term of office of a member of the Board of Directors (*GammaX Corporate Advisory*),
- sixth resolution: appointment of a new member of the Board of Directors (*Mr Khalil Barrage*),
- seventh resolution: approval of the regulations of the Stock Option Plan adopted by the Board of Directors on 2 February 2022,
- 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: approval of the delisting of the Company from the Nasdaq First North market in Copenhagen and powers to be granted to the Board of Directors to carry out the delisting,
- 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 the shareholders' preferential subscription rights maintained,
- 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 other securities, with cancellation of shareholders' pre-emptive 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)

- twelfth 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.
- thirteenth resolution: delegation of authority to be granted to the Board of Directors to increase the number 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 Commercial Code,
- 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 first category of persons meeting specified characteristics (within the limit of a total nominal amount 9,199,493 euros - investors active in the health or biotechnology sector)
- fifteenth 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 9,199,493 euros - industrial companies active in the health or biotechnology sectors),
- sixteenth 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 to the benefit of a category of persons meeting specified characteristics, within the framework of an equity or bond financing contract,
- seventeenth 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,
- eighteenth resolution: setting the overall limits on the amount of the issues carried out pursuant to resolutions 10 to 17 above,

RESOLUTIONS

First resolution

Approval of the company accounts for the financial year ending 31 December 2021

The general meeting, ruling in accordance with the quorum and majority conditions required for ordinary general meetings,

after having acknowledged the management report and the statutory auditors' reports,

approved the annual company accounts for the financial year ending 31 December 2021, as presented to it, in addition to the operations contained in these accounts and summarized in these reports.

Second resolution

Approval of the consolidated accounts for the financial year ending 31 December 2021

The general meeting, ruling in accordance with the quorum and majority conditions required for ordinary general meetings,

after having acknowledged the report from the board of directors on the consolidated accounts for the financial year ending 31 December 2021, and the related statutory auditors' reports,

approved the said consolidated accounts, as presented to it, in addition to the operations contained in these accounts and summarized in these reports.

Third resolution

Allocation of the income for the financial year ended 31 December 2021

The general meeting, ruling in accordance with the quorum and majority conditions required for ordinary general meetings,

after having acknowledged the management report,

noting that the loss from the financial year ending 31 December 2021 amounts to 4,332,379 euros,

decided to allocate the loss to the “balance carried forward” account which will therefore have a negative balance of 17,245,545 euros.

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

An application of article 223 quater of the general tax code, the general meeting noted that the Company has assumed no expenses and charges mentioned in article 39-4 of the said code.

Fourth resolution

Examination of the agreements covered by articles L. 225-38 and following of the French commercial code

The general meeting, ruling in accordance with the quorum and majority conditions required for ordinary general meetings,

after having acknowledged the special report from the statutory auditors concerning agreements referred to by article L. 225-38 of the commercial code, and ruling on this report,

approved the consultant agreement with Mr. Robert Coleman, Director, which was authorized by the board of directors on October 6, 2021.

Fifth resolution

Renewal of the term of office of a member of the board of directors (GammaX Corporate Advisory)

The general meeting, ruling in accordance with the quorum and majority conditions required for ordinary general meetings,

after having acknowledged the report from the board of directors and noting that the company GammaX Corporate Advisory’s term of office as a board member expires at the end of this meeting,

decided to renew GammaX Corporate Advisory’s term of office as a board member for a new three-year period expiring at the end of the ordinary general meeting to be held in 2025 for the purpose of ruling on the accounts from the financial year ending 31 December 2024.

GammaX Corporate Advisory has announced in advance that it accepted the renewal of its term of office as a board member and is not subject to any incompatibility limitations which may prevent it from exercising this position.

Sixth resolution

Appointment of a new member of the board of directors (Mr. Khalil Barrage)

The general meeting, ruling in accordance with the quorum and majority conditions required for ordinary general meetings,

after having acknowledged the report from the board of directors,

decided to appoint Mr. Khalid Barrage as a new board member for a three-year period expiring at the end of the ordinary general meeting to be held in 2025 for the purpose of ruling on the accounts from the financial year ending 31 December 2024.

Mr. Khalil Barrage has announced in advance that he accepted the position and the duties of board member and is not subject to any incompatibility limitations which may prevent him from exercising this position.

Seventh resolution

Approval of the rules for the stock option subscription or purchase plan adopted by the board of directors on 2 February 2022

The general meeting, ruling in accordance with the quorum and majority conditions required for ordinary general meetings,

after having acknowledged the report from the board of directors,

approved the rules for the stock option subscription or purchase plan adopted by the board of directors on 2 February 2022.

Eighth resolution

Authorization to be granted to the board of directors for the purpose of implementing a share buyback program

The general meeting, ruling in accordance with the quorum and majority conditions required for ordinary general meetings,

after having acknowledged the report from the board of directors,

authorized the board of directors, with the option to sub-delegate in accordance with the conditions stipulated by law, for a period of eighteen (18) months as from today's date, to acquire the Company's shares, in accordance with the conditions stated in articles L. 22-10-62 and following of the Commercial Code and with (EU) Regulation no. 596/2014 of the European Parliament and Council of April 16, 2014 concerning market abuse,

decided that the shares may be purchased, sold or transferred by any means and in accordance with the applicable stock-market regulations and the admissible market practices published by the *Autorité des Marchés Financiers* (Financial Markets Authority), including among others:

- by public offer for purchase or exchange,
- by using options or other financial future traded on regulated exchanges, multilateral trading systems, with systematic internalizers or concluded on a private basis or through the awarding of shares following the issuing of securities providing access to the Company's capital through conversion, exchange, reimbursement, the use of a warrant or in any other manner, either directly or indirectly, via a provider of investment services,
- by purchasing blocks of shares or via a multilateral trading system or a systematic internalizer. The portion of the operation which may be performed through block sales is unlimited and may concern the entire operation,

decided that the authorization may be used to:

- ensure the liquidity of the Company's shares as part of the liquidity contract entered into with an investment services provider, in accordance with market practices accepted by the Financial Markets Authority concerning share liquidity contracts;
- fulfil obligations related to stock options, free share allotments, employee savings plans or other share

allocations to employees and managers of the Company or of the companies linked to it;

- provide shares during the exercising of rights attached to securities providing access to the share capital;
- purchase shares for conservation and subsequent exchange or as payment for any possible external growth operations, in compliance with stock market regulations, among others;
- cancel all or part of the shares thus purchased; or
- more generally, to take action concerning any objective authorized by law or any market practice accepted by the market authorities, with it being hereby specified that in such a hypothesis, the Company shall inform its shareholders by means of an announcement;

decided to set the maximum unitary purchase price per share (excluding costs and commission) at 3 euros, with an overall ceiling of 1,000,000 euros, with it being hereby specified that this purchase price will be subject to adjustments when necessary in order to take account of operations concerning the share capital (including in the cases of the incorporation of reserves and the free allocation of shares, or the division or consolidation of shares) occurring during the validity period of this authorization,

decided that the maximum number of shares which can be purchased under the terms of this resolution may at no time exceed 10% of the total number of shares comprising the share capital at any given moment, with this percentage applying to the share capital adjusted in accordance with the operations affecting it after this general meeting, with it being hereby specified that (i) when the shares are acquired for the purpose of supporting the liquidity of the Company's shares in accordance with the conditions stipulated by the general rules of the Financial Markets Authority, the number of shares taken into account for the calculation of this limit shall correspond to the number of shares purchased following the deduction of the number of shares resold during the authorization period and (ii) when they are acquired with a view to retaining them and subsequently using them as payment or exchange as part of a merger, spin-off or contribution operation, the number of shares acquired may not exceed 5% of the total number of shares,

granted full powers to the board of directors with the option to sub-delegate in accordance with the conditions provided for by law, for the purpose of implementing this authorization, and in particular for considering the appropriateness of initiating a buyback program and to determine the terms and conditions thereof, to place any stock exchange orders, sign any assignment or transfer documents, conclude any agreement, any liquidity contract, any option contracts, submit any declarations to the Financial Markets Authority or any other organization, and any other formalities required, including to allocate or reallocate the acquired shares for the relevant formalities and, more generally, to do everything necessary.

decided that these operations may not be performed during periods when public offerings are underway concerning the Company's shares.

This authorization invalidates the unused portion of any previous authorization granted to the board of directors for the purpose of carrying out operations concerning the Company's shares.

Ninth resolution

Approval of the Company's withdrawal from listing on the Nasdaq First North exchange of Copenhagen, and powers to be granted to the board of directors for the implementation of the said withdrawal

The general meeting, ruling in accordance with the quorum and majority conditions required for Extraordinary general meetings,

after having acknowledged the report from the board of directors,

approved the withdrawal of the Company's shares from Nasdaq First North exchange listing of Copenhagen and authorized the application for the Company's delisting from the said exchange and

granted the board of directors full powers to (i) delist the Company's shares from the Nasdaq First North exchange of Copenhagen, (ii) take all necessary measures facilitate the shares to continue their listing on

Euronext Growth MTF and (iii) provide all guarantees, choose the listing sponsor, make all declarations, carry out all formalities and more generally take all necessary measures for the completion of these operations.

Tenth resolution

Delegation of authority to be granted to the board of directors in order to increase the capital through the issuing of ordinary shares and/or any securities, with the shareholders' preferential subscription rights being maintained, up to a total par value of 27,876,782.50 euros

The general meeting, ruling in accordance with the quorum and majority conditions required for Extraordinary general meetings and noting that the capital is fully paid up,

after having acknowledged the report from the board of directors and the statutory auditors' reports,

in accordance with the provisions of articles L. 225-129 and following of the commercial code, and in particular its 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,

delegated its authority to the board of directors, with the option of delegation or sub-delegation, in accordance with the legal conditions, for the purpose of deciding, in the proportions and at the times of its choosing, on one or several capital increases through the issuing in France and abroad of ordinary shares in the Company or equity securities providing access to other equity securities or creating a right to the allocation of debt securities and/or other securities (including all debt securities) providing access to the Company's equity securities or those of any company directly or indirectly possessing more than half its equity or in which it directly or indirectly holds more than half the equity, with the possibility for the said securities to be issued in euros, in foreign currency or in any monetary units established by reference to several currencies at the choice of the board of directors, the payment for which may be in cash, including through the offsetting of receivables,

decided that the maximum nominal value of the capital increases which may be performed, immediately or eventually) under the terms of this resolution, is set at 27,876,782.50 euros (or the equivalent of this amount in the case of an issue in another currency), which represents 111,507,130 shares, i.e., approximately 100% of the share capital on 8 April 2022, with it being hereby stipulated that:

- the maximum nominal value of the capital increases which may be performed immediately or eventually under the terms of this delegation will be deducted from the overall ceiling provided for in the Eighteenth resolution below,
- to these ceilings should be added, where applicable, the par value of the shares to be issued to maintain the rights of the bearers of securities and other rights providing access to the share capital, in accordance with the law and where applicable the relevant contractual clauses,

decided to set at 50,000,000 euros (or the equivalent of this amount in the case of an issue in another currency) the maximum nominal value of the debt securities which may be issued under the terms of this delegation with it being hereby stipulated that:

- this amount will be increased, where applicable, by any redemption premium above the par value,
- this amount will be deducted from the overall ceiling mentioned in the Eighteenth resolution below,
- this ceiling does not apply to the debt securities mentioned in articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the commercial code, the issuing of which will be decided or authorized by the board of directors in accordance with the conditions stated in article L. 228-40 of the commercial code or, in the other cases, the conditions determined by the Company in accordance with the provisions of article L. 228-36- A of the commercial code,

decided that the shareholders may exercise their preferential subscription rights for shares and securities issued under the terms of this resolution in accordance with the applicable legal and statutory provisions,

decided that the board of directors may introduce a reducible subscription right for shareholders which may be exercised in proportion to their rights and up to the amounts requested by them,

decided that if the irreducible and where applicable reducible subscriptions have not absorbed the whole issue, the board of directors may use one or other of the following options, in the order it considers most appropriate:

- limit the issue to the value of the subscriptions received on condition that this is not less than three quarters of the initial issue value concerned, as decided by the board of directors,
- distribute, without restriction, all or part of the unsubscribed shares on an irreducible basis and, where applicable, on a reducible basis,
- offer all or part of the unsubscribed shares to the public,

decided that the issues of the Company's share warrants may be performed by cash subscriptions but also through free allocation to the owners of the former shares,

decided that in the case of the free allocation of share warrants, the board will have the option to decide that the allocation rights forming odd lots will not be tradable and that the corresponding shares will be sold,

acknowledged, as required, that regarding the bearers of securities possibly issued under the terms of this delegation, this delegation constitutes an express renunciation by the shareholders of their preferential subscription rights to the shares to which these securities create an entitlement,

decided that the board will have full powers to implement this delegation in accordance with the conditions set by the law and the articles of incorporation, for the purpose, among others, without this list being in anyway restrictive, of setting the dates, terms and conditions of any issue in addition to the form and characteristics of the shares or securities providing access to the capital or debt securities to be issued, with or without premium. Among other things, it will determine the amounts to be issued, the dividend date, which may possibly be retroactive, of the shares or securities providing access the capital or debt securities to be issued, the means by which they are to be paid up and, where applicable, the duration and exercise prices of the securities or the means of exchange, conversion, reimbursement or allocation in any other manner of capital securities and other securities providing access to the capital within the limits provided for in this resolution,

decided that the board of directors will possess full powers with the option of delegation and sub-delegation, to implement this delegation and to proceed, in one or several stages and in the proportions and at the times it shall determine, with the above-mentioned issues - or postpone doing so if necessary - to enter into all agreements to complete the contemplated issues, to confirm their completion and to proceed with the related modifications to the articles of incorporation, and more generally:

- determine the terms for the adjustment of the conditions for accessing the capital and securities in the future, in accordance with legal requirements;
- where necessary, suspend the exercising of rights attached to these securities for a maximum period of three (3) months;
- arrange all deductions from the premiums, including those for the costs incurred for the performance of the issues;
- subsequently ensure the preservation of the rights of the bearers of securities providing future access to the Company's capital, issued in application of this delegation, in compliance with the legal and statutory provisions, and, where necessary, the applicable contractual clauses;
- take all measures and complete all required formalities to have the securities thus issued listed on the Euronext Paris regulated exchange and any other exchange on which the Company's shares would then be traded,

decided that this delegation may not be used during periods when public offerings are underway concerning the Company's shares.

acknowledged that in the event that the board of directors uses the delegation of authority granted to it under the terms of this resolution, it will report back to the next ordinary general meeting in accordance with the law and the regulations,

decided that this delegation is granted for a period of twenty-six (26) months as from the date of this meeting, rendering any previous delegation concerning the same subject invalid.

Eleventh resolution

Delegation of authority to be granted to the board of directors in order to increase the capital through the issuing of ordinary shares and/or any securities with removal of the shareholders' preferential subscription rights by way of public offering being removed (other than the offerings mentioned in paragraph 1° of article L. 411-2 of the French monetary and financial code),

The general meeting, ruling in accordance with the quorum and majority conditions required for Extraordinary general meetings,

after having acknowledged the report from the board of directors and the statutory auditors' reports,

in accordance with the provisions of articles L. 225-129 and following of the commercial code, and in particular its articles L. 225-129 to L. 225-129-6, L. 22-10-49, L. 225-135, L. 225-235-1, L. 225-136, L. 228-91, L. 228-92 and L. 228-93,

delegated its authority to the board of directors, with the option of delegation or sub-delegation, in accordance with the legal conditions, for the purpose of deciding, by means of a public offering to the exclusion of the public offerings mentioned in paragraph 1° of article L. 411-2 of the monetary and financial code, on the issuing in one or several stages in France and abroad, in the proportions and at the time of its choosing, of ordinary shares in the Company or equity securities providing access to other equity securities or creating a right to the allocation of debt securities and/or other securities (including all debt securities) providing access to the Company's equity securities or those of any company directly or indirectly possessing more than half its equity or in which it directly or indirectly holds more than half the equity, with the possibility for the said securities to be issued in euros, in foreign currency or in any monetary units established by reference to several currencies at the choice of the board of directors, the payment for which may be in cash, including through the offsetting of receivables,

decided that the securities thus issued may consist of equity securities, be associated with the issuing of such securities or allow for the issue thereof as intermediate securities,

decided to remove the shareholders' preferential right of subscription concerning the ordinary shares or securities issued under the terms of this delegation,

decided that a priority subscription right shall be established for the shareholders concerning all or part of the issues based on the period and the terms it specifies in accordance with the provisions of article L. 22-10-51 of the commercial code, with this priority not resulting in the creation of tradable rights though it may be exercised either on an irreducible or reducible basis,

acknowledged, as required, that regarding the bearers of securities possibly issued under the terms of this delegation, this delegation constitutes an express renunciation by the shareholders of their preferential subscription rights to the shares to which these securities create an entitlement,

decided that the maximum nominal value of the capital increases which may be performed, immediately or eventually) under the terms of this resolution, is set at 27,876,782.50 euros, which represents 111,507,130 shares, i.e., approximately 100% of the share capital on 8 April 2022, with it being hereby stipulated that:

- the maximum nominal value of the capital increases which may be performed immediately or eventually under the terms of this delegation will be deducted from the overall ceiling provided for in the Eighteenth resolution below,

- to these ceilings should be added, where applicable, the par value of the shares to be issued to maintain the rights of the bearers of securities and other rights providing access to the share capital, in accordance with the law and where applicable the relevant contractual clauses,

decides to set at 50,000,000 euros (or the equivalent of this amount in the case of an issue in another currency) the maximum nominal value of the debt securities which may be issued under the terms of this delegation with it being hereby stipulated that:

- this amount will be increased, where applicable, by any redemption premium above the par value,
- this amount will be deducted from the overall ceiling mentioned in the Eighteenth resolution below,
- this ceiling does not apply to the debt securities mentioned in articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the commercial code, the issuing of which will be decided or authorized by the board of directors in accordance with the conditions stated in article L. 228-40 of the commercial code or, in the other cases, the conditions determined by the Company in accordance with the provisions of article L. 228-36- A of the commercial code,

decided that if the subscriptions have not absorbed the whole issue, the board of directors may use one or other of the following options, the order to be determined by it:

- limit the issue to the value of the subscriptions, on condition that this is not less than three quarters of the issue value initially decided,
- distribute all or part of the unsubscribed securities issued among the persons of its choice without restriction, and
- offer all or part of the unsubscribed securities issued to the public, in the French international markets,

decided that the issue price for the shares to be issued under the terms of this delegation will be set by the board of directors and will be at least equal to the average market rate weighted by the volumes from the last three stock-market sessions preceding the setting of the issue price, possibly reduced by a maximum of 25% (with it however being specified that if, when using this delegation, the Company's shares were admitted for trading in a regulated exchange, the price would be set in accordance with the provisions of articles L. 22-10-52 and R. 22-10-32 of the commercial code), taking account, where applicable, of their dividend date; with it being hereby specified that (i) in the event of the issuing of securities providing access to the capital, the issue price for the shares resulting from their use, their conversion or their exchange may where applicable be set at the board's discretion with reference to a calculation formula defined by it and applicable after the issuing of the said securities (for example when exercising, converting or exchanging them) in which case the above-mentioned maximum reduction may be assessed, if the board considers it appropriate, on the application date of the said formula (and not the date on which the price is set for the issuing of the securities) and (ii) the issue price of securities providing access to the capital possibly issued under the terms of this resolution will be such that the sum received, where applicable, immediately by the Company, increased by that likely to be received by it when exercising or converting the said securities, will be at least equal to the above-mentioned minimum sum for each share issued as a consequence of the issuing of these securities,

decided that this delegation is granted for a period of twenty-six (26) months as from the date of this meeting, ending any previous delegation concerning the same subject,

decided that the board of directors will possess full powers with the option of sub-delegation as stipulated by law, to implement this delegation in accordance with the conditions specified by law and in the articles of incorporation, for the following purposes among others:

- specify the dates, terms and conditions for any issue in addition to the form and characteristics of the shares or securities providing access to the capital to be issued, with or without premiums,
- determine the amounts to be issued, the dividend date, which may possibly be retroactive, of the shares or securities providing access the capital to be issued, the means by which they are to be paid up and, where applicable, the conditions for exercising the exchange, conversion, redemption or other allocation rights of capital securities and other securities providing access to the capital,

- carry out any required adjustments in application of the legal or statutory provisions and, where necessary, the applicable contractual clauses to protect the rights of bearers of securities and other rights providing access to the Company's capital and
- where necessary, suspend the exercising of rights attached to these securities for a maximum period of three (3) months,

decided that the board of directors may:

- at its own initiative and when it considers it appropriate, deduct the costs, duties and fees arising from the capital increases performed under the terms of the delegation mentioned in this resolution from the total premiums related to these operations and deduct from these premiums the sums required to bring the legal reserve up to one tenth of the new share capital, after each operation,
- take any decision with a view to having the shares and securities thus issued traded on the Euronext Growth exchange in Paris or any other exchange, whether regulated or otherwise, in France or abroad, and more generally,
- take all measures, enter into all commitments and carry out all formalities contributing to the successful completion of the proposed issue and for the purpose of making the resulting capital increase permanent, and amend the articles of incorporation accordingly.

decided that this delegation may not be used during periods when public offerings are underway concerning the Company's shares.

Twelfth resolution

Delegation of authority to be granted to the board of directors in order to increase the capital through the issuing of ordinary shares and/or any securities, with the removal of the shareholders' preferential subscription rights, for an offering referred to by paragraph 1° of article L. 411-2 of the French monetary and financial code

The general meeting, ruling in accordance with the quorum and majority conditions required for Extraordinary general meetings,

after having acknowledged the report from the board of directors and the statutory auditors' reports,

in accordance with the provisions of articles L. 225-129 and following of the commercial code, and in particular its articles L. 225-129-2, L. 225-135, L. 225-135-1, L. 225-136, L. 228-91, L. 228-92 and L. 228-93 and L. 22-10-49 of the commercial code,

delegated its authority to the board of directors, with the option of sub-delegation, in accordance with the legal conditions, for the purpose of deciding, by means of an offering mentioned in paragraph 1° of article L. 411-2 of the monetary and financial code, on the issuing in one or several stages in France and abroad, in the proportions and at the time of its choosing, of ordinary shares in the Company or equity securities providing access to other equity securities or creating a right to the allocation of debt securities and/or other securities (including all debt securities) providing access to the Company's equity securities or those of any company directly or indirectly possessing more than half its equity or in which it directly or indirectly holds more than half the equity, with the possibility for the said securities to be issued in euros, in foreign currency or in any monetary units established by reference to several currencies at the choice of the board of directors,,

decided that the securities thus issued may consist of equity securities, be associated with the issuing of such securities or allow for the issue thereof as intermediate securities,

decided to remove the shareholders' preferential right of subscription concerning the ordinary shares or securities issued under the terms of this delegation,

acknowledged, as required, that regarding the bearers of securities possibly issued, this delegation constitutes an express renunciation by the shareholders of their preferential subscription rights to the shares to which these securities create an entitlement,

decided that the maximum nominal value of the share capital increases which may be performed, immediately and/or eventually under the terms of this resolution, may neither exceed 5,575,356.50 euros (which represents 22,301,426 shares, i.e. 20% of the share capital on 8 April 2022), nor under any circumstances exceed the limits provided for in the regulations applicable on the issue date (for information purposes, on the date of this meeting the issuing of equity securities performed by means of an offering mentioned in paragraph of 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, with the said capital being assessed on the date of the board's decision to use this delegation), a maximum amount to which must be added, where applicable, the additional sum of the shares to be issued in order to maintain the rights of the bearers of securities providing access to the capital and other rights providing access to the capital in accordance with the provisions of the law and where applicable the contractual clauses,

furthermore decided that the nominal value of any increase in share capital which may be performed will be deducted from the overall ceiling mentioned in the Eighteenth resolution below,

decided to set at 10,000,000 euros (or the equivalent of this amount in the case of an issue in another currency) the maximum nominal value of the debt securities which may be issued under the terms of this delegation with it being hereby stipulated that:

- this amount will be increased, where applicable, by any redemption premium above the par value,
- this amount will be deducted from the overall ceiling mentioned in the Eighteenth resolution below,
- this ceiling does not apply to the debt securities mentioned in articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the commercial code, the issuing of which will be decided or authorized by the board of directors in accordance with the conditions stated in article L. 228-40 of the commercial code or, in the other cases, the conditions determined by the Company in accordance with the provisions of article L. 228-36- A of the commercial code,

decided that if the subscriptions have not absorbed the whole issue, the board of directors may use one or other of the following options, the order to be determined by it:

- limit the issue to the value of the subscriptions, on condition that this is not less than three quarters of the issue value initially decided,
- distribute all or part of the unsubscribed securities issued among the persons of its choice without restriction,

decided that the issue price for the shares to be issued under the terms of this delegation will be set by the board of directors and will be at least equal to the average market rate weighted by the volumes from the last three stock-market sessions preceding the setting of the issue price, possibly reduced by a maximum of 25% (with it however being specified that if, when using this delegation, the Company's shares were admitted for trading in a regulated exchange, the price would be set in accordance with the provisions of articles L. 22-10-52 and R. 22-10-32 of the commercial code), taking account, where applicable, of their dividend date; with it being hereby specified that (i) in the event of the issuing of securities providing access to the capital, the issue price for the shares resulting from their use, their conversion or their exchange may where applicable be set at the board's discretion with reference to a calculation formula defined by it and applicable after the issuing of the said securities (for example when exercising, converting or exchanging them) in which case the above-mentioned maximum reduction may be assessed, if the board considers it appropriate, on the application date of the said formula (and not the date on which the price is set for the issuing of the securities) and (ii) the issue price of securities providing access to the capital possibly issued under the terms of this resolution will be such that the sum received, where applicable, immediately by the Company, increased by that likely to be received by it when exercising or converting the said securities, will be at least equal to the above-mentioned minimum sum for each share issued as a consequence of the issuing of these securities,

decided that this delegation is granted for a period of twenty-six (26) months as from the date of this meeting, ending any previous delegation concerning the same subject,

decided that the board of directors will have full powers with the option of delegation and sub-delegation as stipulated by law, to implement this delegation in accordance with the conditions specified by law and in the articles of incorporation, for the following purposes among others:

- specify the dates, terms and conditions for any issue in addition to the form and characteristics of the shares or securities providing access to the capital to be issued, with or without premiums,
- determine the amounts to be issued, the dividend date, which may possibly be retroactive, of the shares or securities providing access the capital to be issued, the means by which they are to be paid up and, where applicable, the conditions for exercising the exchange, conversion, redemption or other allocation rights of capital securities and other securities providing access to the capital,
- carry out any required adjustments in application of the legal or statutory provisions and, where necessary, the applicable contractual clauses to protect the rights of bearers of securities and other rights providing access to the Company's capital and
- where necessary, suspend the exercising of rights attached to these securities for a maximum period of three (3) months,

decided that the board of directors may:

- at its own initiative and when it considers it appropriate, deduct the costs, duties and fees arising from the capital increases performed under the terms of the delegation mentioned this resolution from the total premiums related to these operations and to deduct from these premiums the sums required to bring the legal reserve up to one tenth of the new share capital, after each operation,
- take any decision with a view to having the shares and securities thus issued traded on the Euronext Growth exchange in Paris or any other exchange, whether regulated or otherwise, in France or abroad, and more generally,
- take all measures, enter into all commitments and carry out all formalities contributing to the successful completion of the proposed issue and for the purpose of making the resulting capital increase permanent, and amend the articles of incorporation accordingly,

decided that this delegation may not be used during periods when public offerings are underway concerning the Company's shares.

Thirteenth resolution

Delegation of authority to be granted to the board of directors for the purpose of increasing the value of the issues with or without preferential subscription rights to be decided on in the Tenth resolution, the Eleventh resolution and the Twelfth resolution, above

The general meeting, ruling in accordance with the quorum and majority conditions required for Extraordinary general meetings,

after having acknowledged the report from the board of directors and the statutory auditors' reports,

in accordance with the provisions of articles L. 225-129 to L. 225-129-2, L. 225- 135, L. 228-91, L. 228-92 and L. 228-93 of the commercial code,

delegated its authority to the board of directors for the purpose of increasing the value of the issues with preferential subscription rights to be decided on under the terms of the Tenth resolution, of the Eleventh resolution and of the Twelfth resolution above, in accordance with the conditions mentioned in article L. 225-135-1 of the commercial code, i.e., currently within 30 days of the closure of the subscription, at the same price as that adopted for the initial issue and subject to a limit of 15% of the initial issue), with the said shares granting the same rights as the former shares subject to their dividend date,

decided that the nominal value of the capital increases decided on in this resolution will be deducted from the overall ceiling mentioned in the Eighteenth resolution below, a sum to which shall be added, where applicable,

the additional value of the additional shares or securities to possibly be issued to maintain the rights of the bearers of securities and other rights providing access to the share capital, in accordance with the law and where applicable the relevant contractual clauses,

acknowledged that in the event that the board of directors uses the delegation of authority granted to it under the terms of this resolution, it will report back to the next ordinary general meeting in accordance with the law and the regulations,

decided that this delegation may not be used during periods when public offerings are underway concerning the Company's shares,

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

Fourteenth resolution

Delegation of authority to be granted to the board of directors in order to increase the capital through the issuing of ordinary shares and/or any securities, with the removal of the shareholders' preferential subscription rights for the benefit of an initial category of persons (up to a total par value of 27,876,782.50 euros – investors active in the health or biotechnology sectors)

The general meeting, ruling in accordance with the quorum and majority conditions required for Extraordinary general meetings,

after having acknowledged the report from the board of directors and the statutory auditors' reports, in accordance with the provisions of articles L. 225-129 and following of the commercial code and particularly its articles L. 225-129-2, L. 22-10-49, L. 225-135, L-225-138 and L. 228-91 and following of the commercial code,

delegated its authority to the board of directors, for the purpose of deciding on the issuing, in one or several stages, in the proportions and at the times of its choosing, in France or abroad, in euros, in foreign currency or in any monetary units established by reference to several currencies, of ordinary shares in the Company or equity securities providing access to other equity securities or creating a right to the allocation of debt securities, and/or other securities (including all debt securities) providing access to the Company's equity securities (including in particular share subscription warrants or share issuance rights),

decided that the securities thus issued may consist of equity securities, be associated with the issuing of such securities or allow for the issue thereof as intermediate securities,

decided to remove the shareholders' preferential subscription rights to the Company's ordinary shares and/or other securities and/or all debt securities to be issued for the benefit of the following category of persons:

- companies or investment funds possessing or otherwise the status of shareholders in the Company, chiefly investing in or having invested over the last twenty-four (24) months in growing companies known as small caps or mid-caps, (i.e. whose capitalization at the time of listing does not exceed 1,000,000,000 euros) (including but not limited to investment funds or venture capital companies, including all FPCIs, FCPIs or FIPs - professional capital investment funds, innovation mutual funds or local investment funds) in the health or biotechnology sector, participating in the capital increase for a unitary investment value exceeding 100,000 euros (share issue premium included) and up to a maximum limit of 25 subscribers, with it being hereby specified that for the purpose of this paragraph, investment funds or venture capital companies (including among others any FPCIs, FCPIs or FIPs) managed (including via delegation) or advised by the same management company or by management companies controlled by one another or under the control of the same third party shall be considered as a sole subscriber, with the term "control" being understood in the terms of article L. 233-3 I of the commercial code.

acknowledged, as required, that regarding the bearers of securities possibly issued, this delegation constitutes an express renunciation by the shareholders of their preferential subscription rights to the shares to which these securities create an entitlement,

decided that the maximum nominal value of the share capital increases which may be performed, immediately and/or eventually under the terms of this delegation, may not exceed 27,876,782.50 euros (which represents 111,507,130 shares, i.e. approximately 100% of the share capital on 8 April 2022), or its equivalent value in foreign currency, a maximum amount to which must be added, where applicable, the additional sum of the shares to be issued in order to maintain the rights of the bearers of securities providing access to the capital and other rights providing access to shares in accordance with the legal and regulatory provisions and where applicable the contractual clauses,

furthermore decided that the nominal value of any increase in share capital which may be performed will be deducted from the overall ceiling mentioned in the Eighteenth resolution below,

decided to set at 50,000,000 euros (or the equivalent of this amount in the case of an issue in another currency) the maximum nominal value of the debt securities which may be issued under the terms of this delegation with it being hereby stipulated that:

- this amount will be increased, where applicable, by any redemption premium above the par value,
- this amount will be deducted from the overall ceiling mentioned in the Eighteenth resolution below,
- this ceiling does not apply to the debt securities mentioned in articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the commercial code, the issuing of which will be decided or authorized by the board of directors in accordance with the conditions stated in article L. 228-40 of the commercial code or, in the other cases, the conditions determined by the Company in accordance with the provisions of article L. 228-36- A of the commercial code,

decided that the issue price for the shares issued under the terms of this delegation will be determined by the board of directors and will be at least equal to the average market rate weighted by the volumes from the last three stock-market sessions preceding the setting of the issue price, possibly reduced by a maximum of 25%, taking account, where applicable, of their dividend date; with it being hereby specified that (i) in the event of the issuing of securities providing access to the capital, the issue price for the shares resulting from their use, their conversion or their exchange may where applicable be set at the board of directors's discretion with reference to a calculation formula defined by it and applicable after the issuing of the said securities (for example when exercising, converting or exchanging them) in which case the above-mentioned maximum reduction may be assessed, if the board considers it appropriate, on the application date of the said formula (and not the date on which the price is set for the issue) and (ii) the issue price of securities providing access to the capital possibly issued under the terms of this resolution will be such that the sum received, where applicable, immediately by the Company, increased by that likely to be received by it when exercising or converting the said securities, will be at least equal to the above-mentioned minimum sum for each share issued as a consequence of the issuing of these securities,

specified that this delegation is granted for a period of eighteen (18) months as from the date of this meeting, ending any previous delegation concerning the same subject,

decided that the board of directors will have full powers with the option of delegation and sub-delegation as stipulated by law, to implement this delegation in accordance with the conditions specified by law and in the articles of incorporation, for the following purposes among others:

- to decide on the amount of the capital increase, the issue price (with it being hereby specified that this will be determined in accordance with the price-setting conditions stated above) and the value of the premium which may, where applicable, be demanded at the time of issue;
- to specify the dates, terms and conditions for any issue in addition to the form and characteristics of the shares or securities providing access to the capital to be issued;
- to set the dividend date, which may possibly be retroactive, of the shares or securities providing access to the capital to be issued, and the method by which they are to be paid up;
- to specify the list of beneficiaries within the above-mentioned category of persons and the number of securities to be allocated to each of them;

- at its own initiative and when it considers it appropriate, deduct the costs, duties and fees arising from the capital increases performed under the terms of the delegation mentioned in this resolution from the total premiums related to these operations and to deduct from these premiums the sums required to bring the legal reserve up to one tenth of the new share capital, after each operation,
- to confirm the performance of each capital increase and to carry out the corresponding modifications to the articles of incorporation;
- and more generally, to enter into any agreement, including in order to successfully complete the envisaged issues, to take all measures and carry out all formalities to facilitate the issue, the listing and the financial servicing of the securities issued under the terms of this delegation, and to exercise the attached rights;
- to take all decisions with a view to having the shares and securities thus issued listed on any exchange on which the Company's shares are traded,

decided that this delegation may not be used during periods when public offerings are underway concerning the Company's shares,

acknowledged that in the event that the board of directors uses the delegation of authority granted to it under the terms of this resolution, it will report back to the next ordinary general meeting on the use of the authorizations granted under the terms of this resolution in accordance with the law and the regulations.

Fifteenth resolution

Delegation of authority to be granted to the board of directors in order to increase the capital through the issuing of ordinary shares and/or any securities providing access to the capital, with the removal of the shareholders' preferential subscription rights for the benefit of a second category of persons (up to a total par value of 27,876,782.50 euros - industrial companies active in the health or biotechnology sectors)

The general meeting, ruling in accordance with the quorum and majority conditions required for Extraordinary general meetings,

after having acknowledged the report from the board of directors and the statutory auditors' reports,

in accordance with the provisions of articles L. 225-129 and following of the commercial code and particularly its articles L. 225-129-2, L. 22-10-49, L. 225-135, L-225-138 and L. 228-91 and following of the commercial code,

delegated its authority to the board of directors, for the purpose of deciding on the issuing, in one or several stages, in the proportions and at the times of its choosing, in France or abroad, in euros, in foreign currency or in any monetary units established by reference to several currencies, of ordinary shares in the Company or equity securities providing access to other equity securities or creating a right to the allocation of debt securities, and/or other securities (including all debt securities) providing access to the Company's equity securities (including in particular share subscription warrants or share issuance rights),

decided that the securities thus issued may consist of equity securities, be associated with the issuing of such securities or allow for the issue thereof as intermediate securities,

decided to remove the shareholders' preferential subscription rights to the Company's ordinary shares and/or other securities and/or all debt securities to be issued for the benefit of the following category of persons:

- industrial companies active in the health or biotechnology sector, acquiring, whether directly or via an affiliated company, a holding in the Company's equity, possibly following the conclusion of a business agreement or partnership agreement with the Company, for a unitary investment value exceeding 100,000 euros (share issue premium included) and up to a maximum limit of 5 subscribers,

acknowledged, as required, that regarding the bearers of securities possibly issued, this delegation constitutes an express renunciation by the shareholders of their preferential subscription rights to the shares to which these securities create an entitlement,

decided that the maximum nominal value of the share capital increases which may be performed, immediately and/or eventually under the terms of this delegation, may not exceed 27,876,782.50 euros (which represents 111,507,130 shares, i.e. approximately 100% of the share capital on 8 April 2022), or its equivalent value in foreign currency, a maximum amount to which must be added, where applicable, the additional sum of the shares to be issued in order to maintain the rights of the bearers of securities providing access to the capital and other rights providing access to shares in accordance with the legal and regulatory provisions and where applicable the contractual clauses,

furthermore decided that the nominal value of any increase in share capital which may be performed will be deducted from the overall ceiling mentioned in the Eighteenth resolution below,

decided to set at 50,000,000 euros (or the equivalent of this amount in the case of an issue in another currency) the maximum nominal value of the debt securities which may be issued under the terms of this delegation with it being hereby stipulated that:

- this amount will be increased, where applicable, by any redemption premium above the par value,
- this amount will be deducted from the overall ceiling mentioned in the Eighteenth resolution below,
- this ceiling does not apply to the debt securities mentioned in articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the commercial code, the issuing of which will be decided or authorized by the board of directors in accordance with the conditions stated in article L. 228-40 of the commercial code or, in the other cases, the conditions determined by the Company in accordance with the provisions of article L. 228-36- A of the commercial code,

decided that the issue price for the shares issued under the terms of this delegation will be determined by the board of directors and will be at least equal to the average market rate weighted by the volumes from the last three stock-market sessions preceding the setting of the issue price, possibly reduced by a maximum of 25%, taking account, where applicable, of their dividend date; with it being hereby specified that (i) in the event of the issuing of securities providing access to the capital, the issue price for the shares resulting from their use, their conversion or their exchange may where applicable be set at the board of directors's discretion with reference to a calculation formula defined by it and applicable after the issuing of the said securities (for example when exercising, converting or exchanging them) in which case the above-mentioned maximum reduction may be assessed, if the board considers it appropriate, on the application date of the said formula (and not the date on which the price is set for the issue) and (ii) the issue price of securities providing access to the capital possibly issued under the terms of this resolution will be such that the sum received, where applicable, immediately by the Company, increased by that likely to be received by it when exercising or converting the said securities, will be at least equal to the above-mentioned minimum sum for each share issued as a consequence of the issuing of these securities,

specified that this delegation is granted for a period of eighteen (18) months as from the date of this meeting, ending any previous delegation concerning the same subject,

decided that the board of directors will have full powers with the option of delegation and sub-delegation as stipulated by law, to implement this delegation in accordance with the conditions specified by law and in the articles of incorporation, for the following purposes among others:

- to decide on the amount of the capital increase, the issue price (with it being hereby specified that this will be determined in accordance with the price-setting conditions stated above) and the value of the premium which may, where applicable, be demanded at the time of issue;
- to specify the dates, terms and conditions for any issue in addition to the form and characteristics of the shares or securities providing access to the capital to be issued;
- to set the dividend date, which may possibly be retroactive, of the shares or securities providing access to the capital to be issued, and the method by which they are to be paid up;
- to specify the list of beneficiaries within the above-mentioned category of persons and the number of securities to be allocated to each of them;

- at its own initiative and when it considers it appropriate, deduct the costs, duties and fees arising from the capital increases performed under the terms of the delegation mentioned in this resolution from the total premiums related to these operations and deduct from these premiums the sums required to bring the legal reserve up to one tenth of the new share capital, after each operation,
- to confirm the performance of each capital increase and to carry out the corresponding modifications to the articles of incorporation;
- and more generally, to conclude any agreement, including in order to successfully complete the contemplated issues, to take all measures and carry out all formalities to facilitate the issue, the listing and the financial servicing of the securities issued under the terms of this delegation, and to exercise the attached rights;
- to take all decisions with a view to having the shares and securities thus issued listed on any exchange on which the Company's shares are traded,

decided that this delegation may not be used during periods when public offerings are underway concerning the Company's shares,

acknowledged that in the event that the board of directors uses the delegation of authority granted to it under the terms of this resolution, it will report back to the next ordinary general meeting on the use made of the authorizations granted under the terms of this resolution in accordance with the law and the regulations.

Sixteenth resolution

Delegation of authority to be granted to the board of directors in order to increase the capital through the issuing of ordinary shares and/or any securities with the removal of the shareholders' preferential subscription rights for the benefit of a category of persons meeting specified characteristics, as part of an equity or bond financing contract

The general meeting, ruling in accordance with the quorum and majority conditions required for Extraordinary general meetings,

after having acknowledged the report from the board of directors and the statutory auditors' reports,

in accordance with the provisions of articles L. 225-129 and following of the commercial code and particularly its articles L. 225-129-2, L. 22-10-49, L. 225-135, L-225-138 and L. 228-91 and following of the commercial code,

delegated its authority to the board of directors, with the option of delegation or sub- delegation, in accordance with the legal conditions, for the purpose of deciding, in the proportions and the times of its choosing, on one or several capital increases through the issuing in France and abroad of ordinary shares in the Company or equity securities providing access to other equity securities or creating a right to the allocation of debt securities and/or other securities (including all debt securities) providing access to the Company's equity securities, with the possibility for the said securities to be issued in euros, in foreign currency or in any monetary units established by reference to several currencies at the choice of the board of directors, the payment for which may be in cash, including through the offsetting of receivables,

decided that the securities thus issued may consist of equity securities, be associated with the issuing of such securities (share warrants attached to bonds or issued for the benefit of subscribers of such bonds in particular) or allow for the issue thereof as intermediate securities,

decided to remove the shareholders' preferential subscription rights to the Company's ordinary shares or other securities to be issued for the benefit of the following category of persons:

- any credit establishment, any investment services provider, in addition to any investment fund or company committing itself to subscribing or guaranteeing the performance of the capital increase or of any issue of securities likely to result in a future capital increase (including through the exercising of

share warrants) which may be performed under this delegation when establishing an equity or bond financing contract,

acknowledged, as required, that regarding the bearers of securities possibly issued, this delegation constitutes an express renunciation by the shareholders of their preferential subscription rights to the shares to which these securities create an entitlement,

decided that the maximum nominal value of the share capital increases which may be performed, immediately and/or eventually under the terms of this delegation, may not exceed 5,575,356.50 euros (which represents 22,301,426 shares, i.e. 20% of the share capital on 8 April 2022), or its equivalent value in foreign currency, a maximum amount to which must be added, where applicable, the additional sum of the shares to be issued in order to maintain the rights of the bearers of securities providing access to the capital and other rights providing access to shares in accordance with the legal and regulatory provisions and where applicable the contractual clauses,

furthermore decided that the nominal value of any increase in share capital which may be performed will be deducted from the overall ceiling mentioned in the Eighteenth resolution below,

decided to set at 10,000,000 euros (or the equivalent of this amount in the case of an issue in another currency) the maximum nominal value of the debt securities which may be issued under the terms of this delegation with it being hereby stipulated that:

- this amount will be increased, where applicable, by any redemption premium above the par value,
- this sum will be deducted from the overall ceiling mentioned in the Eighteenth resolution below. This ceiling does not apply to the debt securities mentioned in articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the commercial code, the issuing of which will be decided or authorized by the board of directors in accordance with the conditions stated in article L. 228-40 of the commercial code or, in the other cases, the conditions determined by the Company in accordance with the provisions of article L. 228-36- A of the commercial code,

decided that the issue price for the shares issued under the terms of this delegation will be determined by the board of directors and will be at least equal to the average market rate weighted by the volumes from the last three stock-market sessions preceding the setting of the issue price, possibly reduced by a maximum of 5 %, taking account, where applicable, of their dividend date; with it being hereby specified that (i) in the event of the issuing of securities providing access to the capital, the issue price for the shares resulting from their use, their conversion or their exchange may where applicable be set at the board of directors's discretion with reference to a calculation formula defined by it and applicable after the issuing of the said securities (for example when exercising, converting or exchanging them) in which case the above-mentioned maximum reduction may be assessed, if the board considers it appropriate, on the application date of the said formula (and not the date on which the price is set for the issue) and (ii) the issue price of securities providing access to the capital possibly issued under the terms of this resolution will be such that the sum received, where applicable, immediately by the Company, increased by that likely to be received by it when exercising or converting the said securities, will be at least equal to the above-mentioned minimum sum for each share issued as a consequence of the issuing of these securities,

specified that this delegation is granted for a period of eighteen (18) months as from the date of this meeting, ending any previous delegation concerning the same subject,

decided that the board of directors will have full powers with the option of sub-delegation as stipulated by law, to implement this delegation in accordance with the conditions specified by law and in the articles of incorporation, for the following purposes among others:

- to decide on the amount of the capital increase, the issue price (with it being hereby specified that this will be determined in accordance with the price-setting conditions stated above) and the value of the premium which may, where applicable, be demanded at the time of issue;
- to specify the dates, terms and conditions for any issue in addition to the form and characteristics of the shares or securities providing access to the capital to be issued;

- to set the dividend date, which may possibly be retroactive, of the shares or securities providing access the capital to be issued, and the method by which they are to be paid up;
- to specify the list of beneficiaries within the above-mentioned category of persons and the number of securities to be allocated to each of them;
- at its own initiative and when it considers it appropriate, deduct the costs, duties and fees arising from the capital increases performed under the terms of the delegation mentioned in this resolution from the total premiums related to these operations and to deduct from these premiums the sums required to bring the legal reserve up to one tenth of the new share capital, after each operation,
- to confirm the performance of each capital increase and to carry out the corresponding modifications to the articles of incorporation;
- more generally, to enter into any agreement, including in order to successfully complete the contemplated issues, to take all measures and carry out all formalities to facilitate the issue, the listing and the financial servicing of the securities issued under the terms of this delegation, and to exercise the attached rights;
- to take all decisions with a view to having the shares and securities thus issued listed on any exchange on which the Company's shares are traded,

decided that this delegation may not be used during periods when public offerings are underway concerning the Company's shares,

acknowledged that in the event that the board uses the delegation of authority granted to it under the terms of this resolution, it will report back to the next Ordinary general meeting on the use made of the authorizations granted under the terms of this resolution in accordance with the law and the regulations.

Seventeenth resolution

Delegation of authority to be granted to the board of directors for the purpose of performing a capital increase reserved for the employees, implemented in accordance with the conditions of articles L. 3332-18 and following of the labor code

The general meeting, ruling in accordance with the quorum and majority conditions required for Extraordinary general meetings,

after having acknowledged the report from the board of directors and the statutory auditors' reports,

taking note of the provisions of articles L. 3332-18 and following of the labor code and ruling in accordance with the provisions of articles L. 225-129-6, L. 225-138 and L. 22-10-49 of the commercial code,

delegated its authority to the board of directors, with the option of delegation, for the purpose of carrying out a capital increase, in one or several stages, in the proportions and at the times of its choosing, within a period of twenty-six (26) months as from the date of this meeting, through the issuing of a maximum of 100,000 shares with a par value of 0.25 euros i.e. a maximum nominal amount of 25,000 euros, to be paid up in cash, this amount to be deducted from the ceiling mentioned in the Eighteenth resolution below,

decided that this authorization shall entail the removal of the shareholders' preferential subscription rights for the cash shares to be issued for the benefit of the *Fonds Commun de Placement d'Entreprise* (employees' mutual fund) to be established as part of an employee savings plan to be created, in the event that the capital increase(s) mentioned in the previous paragraph are performed;

decided that the subscription price for the new ordinary shares, which will grant the same rights as the older 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 be neither (i) higher than the average listed rates over the twenty stock-market sessions preceding the date the decision is taken by the board of directors setting the opening date for the subscription, (ii) nor more than 30 % lower than the average listed rates over the twenty stock-market sessions preceding the date the decision is taken by the board of directors setting the opening date for the subscription or 40% when the

lock-up period stated in the employee savings plan exceeds 10 years;

decided that each capital increase will only proceed for an amount equal to the value of the shares actually subscribed by the *Fonds Commun de Placement d'Entreprise* (employees' mutual fund);

delegated full powers to the board of directors in order to:

- specify the date and conditions for the issues to be performed under this authorization in accordance with the legal and statutory provisions, and in particular to set the subscription price, observing the rules detailed above, the opening and closure dates for the subscriptions, the dividend dates, and the dates by which the shares are to be paid up;
- confirm the performance of the capital increases up to the value of the shares which are actually subscribed;
- perform all operations and formalities, either directly or via a representative;
- amend the articles of incorporation accordingly with the share capital increases;
- and more generally do everything necessary and appropriate to complete the increase or successive increases in the share capital.

decided that this delegation may not be used during periods when public offerings are underway concerning the Company's shares,

Subject to the limits and conditions set by it beforehand, the board of directors may sub-delegate the power to decide on the performance of the issue, and to decide on its postponement, to any person authorized by law.

Eighteenth resolution

Setting the overall value of the delegations granted under the terms of the above-mentioned resolutions

The general meeting, ruling in accordance with the quorum and majority conditions required for Extraordinary general meetings,

after having acknowledged the report from the board of directors,

decided that:

- the maximum overall nominal value of the capital increases which may be performed under the delegations granted pursuant to above-mentioned Tenth resolution to the Seventeenth resolution is set at 41,815,173.75 euros, with it being hereby specified that this ceiling shall be increased by the additional value of the shares to be issued to preserve the rights of bearers of securities and other rights providing access to the capital, in accordance with the law, and, where applicable, the contractual clauses,
- the maximum overall nominal value of the debt securities to be issued under the delegations granted pursuant to the above-mentioned resolutions is set at 75,000,000 euros, with it being hereby 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 mentioned in articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the commercial code, the issuing of which will be decided or authorized by the board of directors in accordance with the conditions stated in article L. 228-40 of the commercial code or, in the other cases, the conditions determined by the Company in accordance with the provisions of article L. 228-36- A of the commercial code.

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 13 June 2022, at midnight, Paris time, either in the nominative securities' accounts held by Société Générale, or in bearer accounts held by an authorized custodian.

The registration of shares in the bearer share accounts held by an authorized 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

1. Shareholder wishing to personally attend the meeting:

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

2. Shareholders not attending the meeting in person and wishing to vote by mail, on the Internet or give proxy:

- 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: ag2022@onxeo.com;
- 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: ag2022@onxeo.com.

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, i.e. by **9 June 2022**.

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 **11 June 2022**, 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: ag2022@onxeo.com specifying one's full name, address and Societe Generale identifier for directly registered shareholders (information available at the top left of the account statement) or his identifier with his financial intermediary if he is a holder of administered registered shares and the full name and address of the appointed or revoked agent;

- for holders of bearer shares: they must send an email to the following address: **ag2022@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 **12 June 2022 before 3 pm** (Paris time), for both notifications made by post or by electronic means.

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

- cannot choose another method of participation;
- may, at any time, transfer all or part of his shares. If the transfer takes place before **13 June 2022 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 French 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 ag2022@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 registered 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 ag2022@onxeo.com,

four business days, at the latest before the General Meeting, i.e. on **9 June 2022**, accompanied by a certificate of registration either in the registered securities accounts or in the bearer securities accounts kept by the authorised intermediary.

Shareholders' right to information

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