

**Biophytis**

*Société anonyme*

With a share capital of EUR 29,687,574.40

Registered office: 14, Avenue de l'Opéra - 75001 Paris

492 002 225 RCS Paris

(the "**Company**")

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**TEXT OF RESOLUTIONS PROPOSED TO THE ORDINARY AND EXTRAORDINARY  
SHAREHOLDERS' MEETING ON JUNE 3, 2022**

The ordinary and extraordinary shareholders' meeting (the "**Shareholders' Meeting**") is called to deliberate on the following agenda:

**On an ordinary basis:**

1. Approval of the financial accounts for the financial year ended on December 31<sup>st</sup>, 2021,
2. Approval of the consolidated financial accounts for the financial year ended on December 31<sup>st</sup>, 2021,
3. Allocation and distribution of net income for the financial year ended on December 31<sup>st</sup>, 2021,
4. Approval of the regulated agreements referred to in articles L. 225-38 and seq. of the French commercial Code,
5. Approval of the conclusion of compensation agreements entered into between the Company and Directors of the Company,
6. Determination of Directors' attendance fees,
7. Approval of depreciation and expenses under article 39-4 of the French general tax Code for the financial year ended on December 31, 2021,
8. Approval of the discharge to be granted to the President and members of the Board of Directors of the Company for the financial year ended on December 31, 2021,

**On an extraordinary basis:**

9. Delegation of authority to the Board of Directors under the provisions of Article L. 225-129-2 of the French commercial Code to decide to issue shares and/or securities giving immediate or future access to the share capital or giving the right to a claim security with waiver of preferential subscription right and without indication of beneficiaries, by way of a public offering,
10. Delegation of authority to the Board of Directors to decide either to issue shares and/or securities giving immediate or future access to the share capital or giving the right to a debt security with preferential subscription right, or to incorporate profits, reserves or premiums into the share capital,

11. Delegation of authority to the Board of Directors to decide to issue shares and/or securities giving immediate or future access to the share capital or giving the right to a debt security with waiver of the preferential subscription right for the benefit of categories of beneficiaries,
12. Delegation of authority to the Board of Directors to issue shares and/or securities giving immediate or future access to the share capital or giving the right to a debt security with waiver of the preferential subscription right for the benefit of a category of beneficiaries,
13. Delegation of authority to the Board of Directors to decide to issue shares and/or securities giving immediate or future access to the share capital or giving the right to a debt security with waiver of the preferential subscription right for the benefit of a category of persons ensuring the underwriting of the Company's share capital that may result form of an equity financing line,
14. Delegation of authority to the Board of Directors to decide to issue shares and/or securities giving immediate or future access to the share capital or giving the right to a debt security with the waiver of the preferential subscription right by way of an offer to qualified investors or a restricted circle of investors within the meaning of article L. 411-2 1° of the French monetary and financial Code (private investment) and within the limit of 20% of the share capital per year,
15. Authorization to be granted to the Board of Directors to increase the number of shares and/or securities giving immediate or future access to the share capital or giving the right to a debt security in accordance with the provisions of article L. 225-135-1 of the French commercial Code, in the event of implementation of the delegations of authority referred to in the six previous resolutions ("*over-allocation option*"),
16. Delegation of powers to the Board of Directors to proceed, within the framework of the provisions of article L. 225-129-1 of the French commercial Code, to a share capital increase with waiver of the preferential subscription right for the benefit of the Company's employees who are members of the Company Savings Plan to set up by the Company under the conditions provided for in article L. 3332-18 and following of the French labour Code ,
17. Setting the overall cap on authorizations to issue shares and/or securities giving immediate or deferred access to share capital or giving entitlement to a debt security,

**On an ordinary basis:**

18. Authorization to be given to the Board of Directors to purchase the Company's own shares in accordance with article L. 22-10-62 of the French commercial Code,

**On an extraordinary basis:**

19. Authorization to be granted to the Board of Directors to reduce the Company's share capital by cancelling shares acquired under any share buyback program,
20. Delegation of authority to the Board of Directors to decide to issue warrants (*bons de souscription d'actions*) (BSA<sub>2022</sub>) with waiver of the preferential subscription right to the benefit of categories of beneficiaries,
21. Authorization to be granted to the Board of Directors to proceed with the free allocation of shares to be issued or existing (AGA<sub>2022</sub>) with waiver of the preferential subscription right to the benefit of categories of beneficiaries,
22. Authorization to be granted to the Board of Directors to grant options to under and/or purchase shares (Options<sub>2022</sub>) to the benefit of categories of beneficiaries,

**On an ordinary basis:**

23. Acknowledgment of the expiry of the term of ERNST & YOUNG ET AUTRES as statutory auditor of the Company and appointment of KPMG as statutory auditor of the Company;
24. Non-renewal of the mandate of AUDITEX as deputy auditor of the Company;
25. Ratification of Mr. Claude Allary's appointment as a new director and setting of directors' fees;
26. Powers to carry out formalities.

**On an ordinary basis:**

**First resolution**

*Approval of the financial accounts for the financial year ended on December 31<sup>st</sup>, 2021*

The Shareholders, having reviewed the report of the Company's board of directors (the "**Board of Directors**") and the report of the Statutory Auditors on the annual financial accounts, approve all parts of the annual financial accounts for the financial year ended on December 31<sup>st</sup>, 2021, as presented, showing a loss of EUR (29,460,393.67).

They therefore approve the transactions reflected in these accounts or summarized in these reports.

**Second resolution**

*Approval of the consolidated financial accounts for the financial year ended on December 31<sup>st</sup>, 2021*

The Shareholders, having reviewed the Board of Directors' report and the Statutory Auditors' report on the consolidated financial accounts, approve all parts the accounts for the financial year ended on December 31<sup>st</sup>, 2021, as presented, showing a net loss of EUR (30,522,713.31).

They therefore approve the transactions reflected in these accounts or summarized in these reports.

**Third resolution**

*Allocation and distribution of net income for the financial year ended on December 31<sup>st</sup>, 2021*

The Shareholders, on the proposal of the Board of Directors, decide to allocate the loss EUR (29,460,393.67) loss for the financial year ended on December 31<sup>st</sup>, 2021:

- up to (19,747,653.92) on the « issue premiums » account, will thus be decreased from 19,747,653.92 euros to 0 euros ;
- up to (9,712,739.75) on the « retained earnings » account, will thus be decreased from (10,941,580.77) euros to (20,654,320.52) euros.

The Shareholders recall, in accordance with the law, that no dividends were paid of the last three financial years.

**Fourth resolution**

*Approval of the regulated agreements referred to in articles L. 225-38 and seq. of the French commercial Code*

The Shareholders, having considered the report of the Board of Directors and the special report of the Statutory Auditors, approve the agreements summarized in these reports.

**Fifth resolution**

*Approval of the conclusion of indemnity agreements entered into between the Company and Directors of the Company*

The Shareholders, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and after having recalled that, by decisions dated May 10, 2021, the ordinary and extraordinary shareholders' meeting approved the principle of the Company's conclusion of indemnity agreements between the Company and the Directors of the Company, approve the indemnity agreements entered into between the Company and the Directors of the Company during the financial year ending December 31, 2021.

**Sixth resolution**

*Determination of Directors' attendance fees*

The Shareholders, having considered the report of the Board of Directors, decide to set the amount of directors' attendance fees per director at EUR 5,000 per Board of Directors for the 2022 financial year.

**Seventh Resolution**

*Approval of depreciation and expenses under article 39-4 of the French general tax Code for the financial year ended on December 31, 2021*

The Shareholders, having reviewed the report of the Board of Directors, acknowledge that the Company did not reintegrated any general expenses for tax purposes as referred to in article 39-4 of the French general tax Code.

**Eighth resolution**

*Approval of the discharge to be granted to the President and members of the Board of Directors of the Company for the financial year ended on December 31, 2021*

The Shareholders discharge the President as well as all the directors in office during the past financial year for their management during this financial year.

**On an extraordinary basis:**

### **Ninth resolution**

#### *Delegation - Public offering with waiver of preferential subscription right*

The Shareholders, deciding in accordance with the quorum and majority conditions required for extraordinary shareholders' meetings, having reviewed the report of the Board of Directors and the special reports of the Statutory Auditors on the waiver of the shareholders' preferential subscription right without indication of beneficiaries, by offering to the public of financial securities, in accordance with the provisions of articles L. 225-129 and seq. of the French commercial Code, in particular articles L. 225-129-2 to L. 225-129-6, L. 225-135, L. 225-136, L. 22-10-49, L. 228-91 to L. 228-93,

After noting that the share capital is fully paid up,

Delegate to the Board of Directors its authority, with the option of sub-delegation to the Chief Executive Officer, which may include, for the latter, the option of sub-delegating, on one or more occurrences in France or abroad, in the proportions, at the times and in the manner it considers appropriate, in euros or in a foreign currency, or in any other monetary unit established by reference to several currencies, for the issuance, on the French and / or international market, with waiver of the shareholders' preferential subscription right without indication of beneficiaries and by public offering of ordinary shares of the Company (including American Depositary Shares) and/or any other securities giving access, immediately or in the future, at any time or on a fixed date, to the share capital of the Company (whether new or existing shares), or companies that directly or indirectly own more than half of its share capital or companies in which it directly or indirectly owns more than half of the share capital, and/or giving the right to the allocation of debt securities, by subscription either in cash or by offsetting receivables or partly in cash and partly by incorporation of reserves, profits or issuance premiums, conversion, exchange, redemption, presentation of a warrant or in any other manner, the securities representing debts may be issued with or without guarantee, in such forms, rates and conditions deemed appropriate by the Board of Directors,

It being specified that issuance of preference shares and all securities giving access to preference shares are excluded from this delegation,

Decide to set the following limits on the amounts authorized issuances in the event of use by the Board of Directors of this delegation:

- The total nominal amount of the share capital increases that may be completed, immediately and/or in the future, in accordance with this delegation, may not exceed EUR thirty-eight million (EUR 38,000,000) or the equivalent in any other currency or monetary unit established by reference to several currencies on the date of issuance, it being understood that this amount will be deducted from the limit of the overall cap on share capital increases set at the 17<sup>th</sup> resolution of this Shareholders' Meeting, to this cap shall be added, where appropriate, the par value of any ordinary shares to be contingently issued, when new financial transactions, to preserve, in accordance with legal and regulatory provisions and, where applicable, contractual provisions providing for other cases of adjustment, the rights of securities' holders giving access to the share capital, subscription options or rights to free allocation of shares,
- the total nominal amount of securities representing receivables on the Company that may be issued under this delegation may not exceed EUR forty million (EUR 40,000,000) or the equivalent in any other currency or monetary unit established by reference to several currencies on the date of issuance, it being understood that:
  - o this amount will be deducted on the limit of the overall cap on capital increases set in the 17<sup>th</sup> resolution of the present Shareholders' Meeting,
  - o this cap will be increased, if applicable, by any redemption premium above par,
  - o this cap does not apply to debt securities whose issuance would be decided or authorized

by the Board of Directors in accordance with article L. 228-40 of the French commercial Code,

Decide that this delegation of authority is granted to the Board of Directors for a period of 26 months from this Shareholders' Meeting, beyond which date it will be considered null and void if the Board of Directors does not use it. This delegation terminates any previous authorization having the same purpose, to the extent of the unused part of it, except to meet obligations of any offer made under that previous authorization, which is in force as of the date of this Shareholders' Meeting, but whose settlement-delivery would not have occurred on the date of this Shareholders' Meeting.

Decide to waive, without any indication of beneficiaries, the preferential subscription right of shareholders to shares and securities that may be issued under this delegation of authority, in accordance with the provisions of article L. 225-135 of the French commercial Code,

Acknowledge and decide, as necessary, that this delegation of authority automatically entails, to the benefit of holders of securities, giving immediate or future access to the Company's share capital, the express waiver by the shareholders of their preferential subscription right to the shares to which these securities give right, in accordance with the provisions of article L. 225-132 of the French commercial Code,

Decide that:

- for share capital increases, the issuance price of the new shares will be set by the Board of Directors in accordance with the provisions of article L. 225-136 1° of the French commercial Code and must be at least equal to 75% of the volume-weighted average of the fifteen (15), ten (10) or five (5) last trading sessions (according to the Board's assessment) preceding the day on which it is set,
- for the securities giving access to the share capital, including the independent warrants, the issuance price will be set by the Board of Directors in such a way that the sums immediately collected by the Company upon the issuance of the concerned securities, increased by the sums likely to be received subsequently by the Company for each attached share to and/or underlying the securities issued, are at least equal to the minimum price referred to above,
- the conversion, redemption and transformation into shares of each security giving access to the share capital will be made, taking into account the par value of the said security, into a number of shares such that the amount received by the Company, for each share, is at least equal to the minimum price referred to above,

However, it is specified that if, in the course of the use of this delegation, the Company's shares were admitted to negotiations in a regulated market, the price would be set in accordance with the provisions of article L. 22-10-52 of the French commercial Code,

Specify that the transactions referred to in this resolution may be carried out at any time, including during a period of public offering period for the Company's shares, in accordance with applicable legal and regulatory provisions,

Decide that the Board of Directors shall have all the powers, with the right to sub-delegate to the Chief Executive Officer to include a ability for the Chief Executive Officer to sub-delegate, whether or not to implement this delegation, as well as the right to postpone it, when necessary, under the legal conditions as well as within the limits and conditions specified above, in order, in particular to:

- decide on share capital increase and determine securities to be issued, decide on issuance of securities giving access to debt securities and, more generally, decide on issuances within the framework of this delegation,

- decide the amount of share capital increase and, more generally, the amount of issuance in the event of an issuance of securities, the date and terms and conditions of issuances, set issuance price as well as the amount of the premium that may, if applicable, be requested at the issuance,
- set issuance price as well as the amount of premium that may, when necessary, be requested at issuance, within the limits set by this resolution,
- determine the nature and characteristics of ordinary shares and securities to be issued, decide in addition, in the case of bonds or other debt securities giving access to the Company's share capital and/or giving the right to the allocation of debt securities, whether they are subordinated or not (and, where applicable, their subordination in accordance with the provisions of article L. 228-97 of the French commercial Code), set their interest rate (in particular fixed or variable rate or zero or indexed coupon interest), their term (fixed or indefinite) as well as the other terms of the issuance (including the granting of guarantees or sureties) and amortisation, these securities could be associated with warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities or take the form of complex bonds as defined by the stock exchange authorities,
- modify, during the term of the concerned securities, the terms and conditions referred to above, in compliance with the applicable formalities,
- determine the method of payment for the ordinary shares or securities to be issued,
- determine, if applicable, the terms and conditions for the exercise of the rights attached to the ordinary shares or securities to be issued and, in particular, determine the date, even retroactively, from which the new shares (i.e. any potential underlying securities) will bear dividend rights, determine the terms and conditions for the exercise of the rights, if any, to conversion, exchange, redemption, including by delivery of assets of the Company such as shares or securities already issued by the Company, as well as any other terms and conditions of the issuance's completion,
- decide, in the event that subscriptions have not absorbed the entire issuance, (i) to limit the issuance amount to the received subscription amount, provided that this amount reaches at least three-quarters of the decided issuance and/or (ii) to freely allocate all or part of the unsubscribed securities among the persons of its choice,
- provide for the possibility of suspending the exercise of the rights attached to these securities in accordance with legal and regulatory provisions for a maximum period of three (3) months,
- at its sole initiative, charge the issuance costs against the amount of the related premiums and deduct from this amount the necessary sums to increase the legal reserve to one-tenth of the new share capital after each share capital increase ensured,
- determine and make any adjustments to take into account the impact of transactions on the Company's share capital, in particular in the event of a change in the nominal value of the share, a capital increase by capitalisation of reserves, a free allocation of shares, a stock division or consolidation, a distribution of reserves or of any other assets, and any depreciation of capital or other transaction relating to shareholders' equity, and determine how, if necessary, to ensure the rights of holders of securities giving access to capital will be preserved,
- acknowledge the completion of each share capital increase and decide the corresponding amendments to the articles of association,
- take all measures and decisions and carry out all formalities required for the listing of the issued securities to trading on a north American stock exchange market or on the Euronext Growth market of Euronext Paris and on any other market on which the Company's shares would then be listed,

- in general, enter into any agreement, in particular for preserving the potential rights of securities' holders giving immediate or future access to a portion of the share capital, take any measures and carry out any formalities required for the issuance, registration and financial service of securities issued pursuant to this delegation as well as for the exercise of the rights attached thereto, carry out all formalities and declarations, request any authorizations that may be necessary for the successful completion of this issuance and, in general, take all necessary measures,

Acknowledge that the final terms and conditions of the transactions executed pursuant to this delegation will be the subject of an additional report, in accordance with the requirements of articles L. 225-129-5 and R. 225-116 of the French commercial Code, which the Board of Directors will establish when it uses this delegation of authority granted to it by this Shareholders' Meeting. The Statutory Auditors will also prepare a supplementary report on this occurrence.

### **Tenth resolution**

#### *Delegation – Issuance with preferential subscription right*

The Shareholders, deciding in accordance with the quorum and majority required for extraordinary shareholders' meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of articles L. 225-129 and seq. of the French commercial Code, including articles L. 225-129-2 to L. 225-129-6, L. 225-132 to L. 225-134, L. 22-10-49, L. 228-91 to L. 228-93 ,

After having acknowledged that the share capital is fully paid up,

Delegate to the Board of Directors its authority, with the option of sub-delegation to the Chief Executive Officer, which may include an option for the latter to sub-delegate, in order to decide, on one or more occurrences in France or abroad, in the proportions, at the times and in the manner deemed appropriate, in euros or in a foreign currency, or in any other monetary unit established by reference to several currencies, one or more share capital increases:

- by the issuance, on the French and/or international market, with preferential subscription rights, of ordinary shares of the Company (including American Depositary Shares) and/or any other securities including subscription warrants or independent warrant giving access, immediately or in the future, at any time or on a fixed date, to the share capital of the Company (whether new or existing shares) either free or payable, or companies which directly or indirectly own more than half of its share capital or companies in which it directly or indirectly owns more than half of the share capital, and/or giving the right to the allocation of debt securities, by subscription either in cash or by set-off, conversion, exchange, redemption, presentation of a warrant or in any other manner,
- and / or by incorporation into the share capital of all or part of the profits, reserves or premiums the capitalisation of which will be legally and statutorily possible and in the form of allocation of free ordinary shares or increase in the par value of existing shares or by the combined use of these two methods,

It being specified that issuance of preference shares and all securities giving access to preference shares are excluded from this delegation,

Decide to set the limits of the amounts of emissions allowed in case of use by the Board of Directors of this delegation:

- The total nominal amount of capital increases that could be achieved, immediately and/or in the future, under this delegation, may not exceed EUR thirty-eight million (EUR 38,000,000 euros) or the equivalent in any other currency or monetary unit established by reference to several currencies



on the date of issuance, it being understood that this amount shall be deducted from the limit of the overall cap on share capital increases set in the 17<sup>th</sup> resolution of this Shareholders' Meeting, to this cap, shall be added, where applicable, the nominal amount of ordinary shares to be issued, if any, in the event of new financial transactions, to preserve, in accordance with legal and regulatory provisions and, where applicable, contractual provisions providing for other cases of adjustment, the rights of securities' holders giving access to the share capital, subscription options or rights to free allocation of shares

- the overall nominal amount of debt securities giving access to the share capital of the Company or of the companies which directly or indirectly own more than half of its share capital or of companies in which it directly or indirectly owns more than half of the share capital, or giving entitlement to a debt security, by subscription either in cash or by offsetting receivables, conversion, exchange, redemption, presentation of a warrant or in any other manner, which may be issued pursuant to this delegation may not exceed EUR forty million (EUR 40,000,000) or the equivalent in any other currency or monetary unit established by reference to several currencies on the day of the issue, it being understood that:
  - o this amount will be deducted from the limit of the overall cap on share capital increases set in the 17<sup>th</sup> resolution of the present Shareholders' Meeting,
  - o this cap will be increased, if applicable, by any redemption premium above par,
  - o this cap does not apply to debt securities whose issuance would be decided or authorized by the Board of Directors in accordance with article L. 228-40 of the French commercial Code,

Decide that this delegation of authority is granted to the Board of Directors for a period of 26 months from the date of this meeting, beyond which it shall be considered null and void if the Board of Directors does not use it. This delegation terminates any previous authorization having the same purpose, to the extent of the unused part of it.

In the event of use by the Board of Directors of this delegation:

- decide that the issuances shall be reserved in preference to shareholders who may subscribe on an irreducible basis, in proportion to their already hold shares, under the conditions provided for in article L. 225-132 of the French commercial Code,
- acknowledge that the Board of Directors shall have the option to institute a reducible subscription right, in accordance with the provisions of article L. 225-133 of the French commercial Code,
- acknowledge and decide, as necessary, that in the event of issuance of ordinary shares and/or securities as defined above, if the subscriptions on an irreducible basis and, where applicable, on a reducible basis, have not absorbed the entire issuance, the Board of Directors may use, under the conditions provided for by the legal and regulatory provisions and in the order that it shall determine, one and/or the other, in accordance with the conditions provided for by the legal and regulatory provisions and in the order that it shall determine:
  - limit issuance to the amount of received subscriptions, it being specified that in the event of issuance of ordinary shares, the amount of subscriptions must reach at least three-quarters of the decided issuance in order for this limitation to be possible,
  - freely allocate among the persons of its choice all or part of the shares or, in the case of the securities of such securities, the issuance of which has been decided but which has not been subscribed for on an irreducible basis and, where applicable, on a reducible basis,

- to offer to the public, by a public securities offer, all or part of the shares or, in the case of securities of such securities not subscribed for, on the French and/or international market,
- decide that the Board of Directors may, automatically and in any case, limit the decided issuance to the amount reached when the unsubscribed shares and/or securities represent less than 3% of the said issuance,
- acknowledge and decide, as necessary, that this delegation of authority automatically entails, to the benefit of the holders of securities giving immediate or future access to the Company's share capital, the express waiver by the shareholders of their preferential subscription right to the shares to which these securities entitle them, in accordance with the provisions of article L. 225-132 of the French commercial Code,

Specify that the transactions referred to in this resolution may be executed at any time, including during a public offering period on the Company's shares, in compliance with applicable legal and regulatory provisions,

Decide that the issuance of warrants (*bons de souscription d'actions*) of the Company may be completed by subscription offer but also by free allocation to the owners of existing shares,

Decide that in the event of a free allocation of warrants (*bons de souscription d'actions*), the Board of Directors shall have the power to decide that the fractions of the allocation rights shall not be negotiable and that the corresponding securities shall be sold,

Decide that the Board of Directors shall have all powers, with the option of sub-delegation to the Chief Executive Officer, which may include the latter's right to sub-delegate, whether or not to implement this delegation, as well as the right to postpone it, as the case may be, under the legal conditions and within the limits and conditions specified above, in order, in particular, to:

- decide on share capital increase and determine securities to be issued, decide on issuance of securities giving access to debt securities and, more generally, decide on issuances within the framework of this delegation,
- decide the amount of share capital increase and, more generally, the amount of issuance in the event of issuance of securities giving access to debt securities, the date and terms and conditions of issuances, set issuance price as well as the amount of the premium, if any, that may be requested at issuance,
- determine the nature and characteristics of ordinary shares and securities to be issued, decide, in addition, in the case of bonds or other debt securities giving access to the Company's share capital and/or giving entitlement to the allocation of debt securities, whether or not they are subordinated (and, where applicable, their subordination rank in accordance with the provisions of article L. 228-97 of the French commercial Code), set their interest rate (including fixed or floating rate or zero or indexed coupon), their duration (fixed or indefinite) as well as the other terms of the issuance (including the granting of guarantees or sureties) and amortisation, these securities could be associated with warrants giving rise to the allocation, acquisition or subscription of bonds or other debt securities or take the form of complex bonds as understood by the market regulatory authorities.
- modify, during the term of the concerned securities, the terms and conditions referred to above, in compliance with the applicable formalities,
- determine the method of payment for the ordinary shares or securities to be issued,
- determine, if applicable, the terms and conditions for the exercise of the rights attached to the ordinary shares or securities to be issued and, in particular, determine the date, even retroactively,

from which the new ordinary shares (i.e. any potential underlying securities) will bear dividend rights, determine the terms and conditions for the exercise of the rights, if any, to conversion, exchange, redemption, including by delivery of assets of the Company such as shares or securities already issued by the Company, as well as any other terms and conditions regarding the issuance completion,

- provide for the possibility of suspending the exercise of the rights attached to these securities in accordance with legal and regulatory provisions for a maximum period of three (3) months,
- at its sole initiative, charge the issuance costs against the amount of the related premiums and deduct from this amount the necessary sums to increase the legal reserve to one-tenth of the new share capital after each share capital increase,
- determine and make any adjustments to take into account the impact of transactions on the Company's share capital, in particular in the event of a change in the par value of the share, a share capital increase by incorporation of reserves, a free allocation of shares, a stock split or reverse stock split, the distribution of reserves or of all other assets, the amortization of share capital, or any other transaction affecting company's net equity, and determine the terms and conditions under which the Company will be insured, where applicable, the preservation of the rights of holders of securities giving access to share capital,
- acknowledge the completion of each share capital increase and decide the corresponding amendments to the articles of association,
- take all measures and decisions and carry out all formalities required for the listing of the issued securities on the Euronext Growth market of Euronext Paris and on any other market on which the Company's shares are then listed,
- in general, enter into any agreement, in particular for preserving the rights of any holders of securities giving immediate or future entitlement to a part of the share capital, take any measures and carry out any formalities necessary for the issuance, registration and financial service of the securities issued pursuant to this delegation as well as for the exercise of the rights attached thereto, carry out any formalities and declarations, and apply for any authorisations that may prove necessary,

Acknowledge that the final terms and conditions of the transactions pursuant to this delegation will be the subject of an additional report, in accordance with the requirements of articles L. 225-129-5 and R. 225-116 of the French commercial Code, which the Board of Directors will establish when it uses this delegation of authority granted to it by this Shareholders' Meeting. The Statutory Auditors will prepare a supplementary report on this occurrence.

### **Eleventh resolution**

#### *Delegation - Issuance with waiver of preferential subscription rights to categories of beneficiaries*

The Shareholders, deciding in accordance with the quorum and majority required for extraordinary shareholders' meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of articles L. 225-129 et seq. of the French commercial Code, in particular articles L. 225-129-2, L. 225-135, L. 225-138, L. 22-10-49, L. 228-91 to L. 228-93,

After having acknowledged that the share capital is fully paid up,

Delegate to the Board of Directors its authority, with the option of sub-delegation to the Chief Executive Officer, which may include an option for the latter to sub-delegate, in order to decide, on one or more

occurrences in France or abroad, in the proportions, at the times and in the manner deemed appropriate, in euros or in a foreign currency, or in any other monetary unit established by reference to several currencies, on the issuance, on the French and / or international market, with waiver of preferential subscription rights, ordinary shares of the Company (including American Depositary Shares) and/or any other securities giving access, immediately or in the future, at any time or on a fixed date, to the share capital of the Company (whether new or existing shares), or of companies that directly or indirectly own more than half of its share capital or companies in which it directly or indirectly owns more than half of the share capital, and/or giving the right to the allocation of debt securities, by subscription either in cash or by offsetting receivables, conversion, exchange, redemption, presentation of a warrant or in any other manner, the securities representing debts that may be issued with or without guarantee, in such forms, rates and conditions deemed appropriate, by the Board of Directors,

It being specified that issuance of preference shares and all securities giving access to preference shares are excluded from this delegation,

Decide, in the event of use of this delegation by the Board of Directors, to set the following limits on the amounts of authorized issuances:

- the total nominal amount of the share capital increases that may be completed, immediately and/or in the future, pursuant to this delegation, may not exceed EUR thirty-eight million (EUR 38,000,000) or the equivalent in any other currency or monetary unit established by reference to several currencies on the date of the issuance, it being understood that this amount shall be deducted from the limit of the overall cap on share capital increases set in the 17<sup>th</sup> resolution of this Shareholders' Meeting, to this cap shall be added, where appropriate, the par value of any ordinary shares to be issued, in the event of new financial transactions, to preserve, in accordance with legal and regulatory provisions and, where applicable, contractual provisions providing for other cases of adjustment, the rights of holders of securities giving access to the share capital, subscription options or rights to free allocation of shares,
- the total nominal amount of debt securities giving access to the share capital of the Company or of companies which directly or indirectly own more than half of its share capital or of the companies in which it directly or indirectly owns more than half of the share capital, or giving the right to a debt security by subscription either in cash or by offsetting receivables, conversion, exchange, redemption, presentation of a warrant or in any other manner, which may be issued pursuant to this delegation may not exceed EUR forty million (EUR 40,000,000) or the equivalent in any other currency or monetary unit established by reference to several currencies on the date of issuance, it being understood that:
  - o this amount will be deducted on the limit of the overall cap on capital increases set in the 17<sup>th</sup> resolution of the present Shareholders' Meeting,
  - o this cap will be increased, if applicable, by any redemption premium above par,
  - o this cap does not apply to debt securities whose issuance would be decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French commercial Code,

Acknowledge and decide, as necessary, that this delegation of authority automatically entails, to the benefit of the holders of securities giving immediate or future access to the Company's share capital, the express waiver by the shareholders of their preferential subscription right to the shares to which these securities give right, in accordance with the provisions of article L. 225-132 of the French commercial Code,

Decide that this delegation of authority is granted to the Board of Directors for a period of eighteen (18) months from this meeting, beyond it shall be considered null and void if the Board of Directors does not use it. This delegation terminates any previous authorization with the same purpose, to the extent of the unused part of it.

Decide to waive shareholders' preferential subscription rights to shares, securities and debt securities that may be issued under this delegation of authority, to the benefit of the following categories of beneficiaries:

- any natural person who wishes to invest in a company in order to benefit from an income tax reduction (in accordance with the provisions of Article 199 terdecies-0 A of the CGI) or any other equivalent tax measure under equivalent foreign law in the jurisdiction in which the individual who wishes to invest would be a tax resident, for a minimum individual subscription amount in the Company of EUR 10,000 per transaction (subject to the Company's eligibility for such tax measures),
- any company which normally invests in small and medium-sized enterprises and which wishes to invest in a company in order to enable its shareholders or partners to benefit from a reduction of income tax (in accordance with the provisions of Article 199 terdecies-0 A of the CGI) or any other equivalent tax measure under equivalent foreign law in the jurisdiction in which the shareholders or partners are tax residents, for a minimum individual subscription amount in the Company of EUR 20,000 per transaction (subject to the Company's eligibility for these tax measures),
- investment funds investing on a regular basis in small and medium-sized companies and wishing to invest in a company in order to enable the subscribers of their shares to benefit from a reduction of income tax (in accordance with the provisions of article 199 terdecies-0 A of the CGI) or any other equivalent tax measure under equivalent foreign law in the jurisdiction in which subscribers are tax residents, for a minimum individual subscription amount in the Company of EUR 20,000 per transaction (subject to the Company's eligibility for these tax measures),
- French or foreign companies, investment companies and investment funds, collective investment undertakings, bodies, institutions or entities in any form, investing mainly in so-called growth companies (i.e. unlisted or whose market capitalization does not exceed 500 million euros) whatever they may be, including mutual funds in innovation ("**FCPI**")<sup>c</sup>, venture capital mutual funds ("**FCPR**") and local investment funds ("**FIPs**"), with their head office or management company in the European Union, the United States, China or Japan, for a minimum individual subscription amount of EUR 50.000 (including issue premium),
- any legal or natural person under French or foreign law involved in the healthcare, biotechnology and/or pharmaceutical sectors that has concluded or is about to conclude with the Company a scientific and/or industrial and/or commercial partnership agreement of substantial impact for the Company activity, and/or any holder of the titles of a legal person under French law or foreign law active in the healthcare, biotechnology and/or pharmaceutical sectors that has agreed to transfer its securities of this legal entity to the Company as part of or not a scientific and/or industrial and/or commercial partnership agreement of substantial scope for the Company's business,
- industrial or commercial companies, investment companies and investment funds, collective investment undertakings, bodies, institutions or entities, regardless of their form, French or foreign, regularly investing in the health sector, the biotechnological and/or pharmaceutical sector, for a minimum individual subscription amount of EUR 20,000 (including the issuance premium),
- French or foreign companies, investment companies and investment funds, collective investment undertakings, bodies, institutions or entities in any form, that may invest in French companies listed on the Euronext, Euronext Access or Euronext Growth markets or on any other regulated and/or regulated market and that specialise in structured bond issuance for small or medium-sized companies,
- any financial institution, public body, development bank, French or European sovereign fund or any institution attached to the European Union wishing to grant funds to small and medium-sized companies and whose investment conditions may include all or part of an investment in equity and/or in the form of securities giving immediate or future access to share capital,

- managers, directors and/or executive employees of the Company wishing to invest concurrently with beneficiaries mentioned by the above categories, and
- creditors holding liquid, certain and payable debts, on the Company who have expressed their wish to have their debt converted into the Company's securities and for which the Board of Directors of the Company would consider it appropriate to compensate their debt with the Company's securities (being specified, for all intents and purposes, that any trust put in place by the Company in connection with the restructuring or redemption of its debts and any price receivable in connection with an acquisition of securities by the Company fall in the scope of this category), and
- French or foreign investment service providers who can guarantee such a transaction, in accordance with the provisions of article L. 411-2 of the French monetary and financial Code for French investors (qualified investors within the meaning of article 2 of the Regulation (EU) No. 2017/1129 of 14 June 2017 and a limited circle of investors within the meaning of Article D. 411-4 of the French monetary and financial Code) and equivalent provisions for foreign investors.

It being understood that the Board of Directors shall determine the precise list of beneficiaries of such issuances of ordinary shares and/or reserved securities, within such categories of beneficiaries as well as the number of shares to be allocated to each of them,

Decide that:

- for share capital increases, the issuance price of the new shares will be set by the Board of Directors and must be at least equal to 75% of the volume-weighted average of the fifteen (15), ten (10) or five (5) last trading sessions (according to the Board's assessment) preceding the day on which it is set,
- for securities giving access to the share capital, including independent warrants, the issuance price shall be set by the Board of Directors in such a way that the sums immediately received by the Company upon issuance of the concerned securities, increased by the sums likely to be received subsequently by the Company for each share attached to and/or underlying the securities issued, are at least equal to the lowest price between the following three amounts:
  - o 75% of the volume-weighted average of the prices for the last fifteen (15), ten (10) or five (5) last trading sessions (according to the Board's assessment) preceding the day on which it is set, or
  - o 75% of the volume-weighted average of the prices for the last fifteen (15), ten (10) or five (5) last trading days (according to the Board's assessment) preceding the date of the conversion, redemption and conversion into shares of each equity offering access to the share capital, or
  - o 75% of the lowest of the stock market prices over the last fifteen (15) trading days preceding the date of conversion, redemption and transformation into shares of each security giving access to the share capital,

and the conversion, redemption and transformation into shares of each security giving access to the share capital shall, taking into account the nominal value of the said security, be made into a number of shares such that the amount received by the Company, for each share, is at least equal to the lowest price between the three amounts referred to above,

- for securities giving access to the share capital, including independent warrants, the issuance price of shares likely to result from their exercise, conversion or exchange may, as the case may be, be set, at the discretion of the Board of Directors, by reference to a calculation formula defined by it and applicable after issuance of such securities (for instance, when they are exercised, converted

or exchanged) in which case the above maximum discount may be assessed, if the Board of Directors considers it appropriate for the Company, on the date of application of the said formula (and not on the date of fixing the issuance price).

Decide that the new shares issued in connection with the share capital increases shall be fully assimilated to the existing shares and subject to all provisions of the articles of association and decisions of the shareholders' meetings,

Specify that the transactions referred to in this resolution may be completed at any time, including during a public offering period of the Company's shares, in compliance with applicable legal and regulatory provisions,

Decide that the Board of Directors shall have all powers, with the option of sub-delegation to the Chief Executive Officer, which may include the latter's right to sub-delegate, whether or not to implement this delegation, as well as the right to postpone it, as the case may be, under the legal conditions and within the limits and conditions specified above, in order, in particular, to:

- decide on the share capital increase and determine securities to be issued, decide on issuance of securities giving access to debt securities and, more generally, decide on issuances within the framework of this delegation,
- decide the amount of share capital increase and, more generally, the amount of issuance in the event of issuance of securities giving access to debt securities, the date and terms of share capital increase and the issuances,
- set issuance price as well as the amount of premium that may, as the case may be, be requested at issuance, within the limits set by this resolution,
- determine the nature and characteristics of ordinary shares and/or securities to be issued, decide in addition, in the case of bonds or other debt securities giving access to the Company's share capital and/or giving entitlement to the allocation of debt securities, whether or not they are subordinated (and, as the case may be, their subordination rank in accordance with the provisions of article L. 228-97 of the French commercial Code), set their interest rates (in particular fixed or variable rate or zero or indexed coupon), their duration (fixed or indefinite) as well as the other terms and conditions of the issuance (including the granting of guarantees or sureties) and their amortisation, these securities could be associated with warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities or take the form of complex bonds as defined by the stock exchange authorities,
- modify, during the term of the concerned securities, the terms and conditions referred to above, in compliance with the applicable formalities,
- decide, in the event that subscriptions have not absorbed the entire issuance, to limit the issuance amount to the received subscription amount, provided that this amount reaches at least three-quarters of the decided issuance,
- determine the method of payment of the ordinary shares or securities giving access to the share capital to be issued,
- determine, if applicable, the terms and conditions for the exercise of the rights attached to the ordinary shares or securities to be issued and, in particular, determine the date, even retroactively, from which the new shares (i.e. any potential underlying securities) will bear dividend rights, determine the terms and conditions for the exercise of the rights, if any, to conversion, exchange, redemption, including by delivery of assets of the Company such as shares or securities already issued by the Company, as well as any other terms and conditions of the issuance's completion,

- provide for the possibility of suspending the exercise of the rights attached to these securities in accordance with legal and regulatory provisions for a maximum period of three (3) months,
- at its sole initiative, charge the issuance costs against the amount of the related premiums and deduct from this amount the necessary sums to increase the legal reserve to one-tenth of the new share capital after each share capital increase ensured,
- determine and make any adjustments to take into account the impact of transactions on the Company's share capital, in particular in the event of a change in the par value of the share, a share capital increase by incorporation of reserves, a free allocation of shares, a stock split or reverse stock split, the distribution of reserves or of all other assets, the amortization of share capital, or any other transaction affecting company's net equity, and determine the terms and conditions under which the Company will be insured, as the case may be, the preservation of the holders of securities giving access to the share capital,
- acknowledge the completion of each share capital increase and make the corresponding amendments to the articles of association,
- take all the measures and decisions and carry out all formalities required for the listing of the securities thus issued on the Euronext Growth market of Euronext Paris and on any other market on which the Company's shares are then listed,
- in general, enter into any agreement, in particular for preserving the potential rights of any holders of securities giving immediate or future entitlement to a part of the share capital, take any measures and carry out any formalities required for the issuance, registration and financial service of the securities issued pursuant to this delegation as well as for the exercise of the rights attached thereto, carry out any formalities and declarations, and request any authorisations that may prove necessary to the successful completion of this issuance and, in general, do what is necessary.

Acknowledge that the final terms and conditions of the transactions completed pursuant to this delegation will be the subject of an additional report, in accordance with the requirements of articles L. 225-129-5 and R. 225-116 of the French commercial Code, which the Board of Directors will establish when it uses this delegation of authority granted to it by this Shareholders' Meeting. The Statutory Auditors will also prepare a supplementary report on this occurrence.

### **Twelfth resolution**

#### *Delegation - Issuance with waiver of preferential subscription rights to a category of beneficiaries*

The Shareholders, deciding in accordance with the quorum and majority required for extraordinary shareholders' meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of articles L. 225-129 et seq. of the French commercial Code, in particular articles L. 225-129-2, L. 225-135, L. 225-138, L. 22-10-49, L. 228-91 to L. 228-93,

After having acknowledged that the share capital is fully paid up,

Delegate to the Board of Directors its authority, with the ability to sub-delegate to the Chief Executive Officer, which may include an option for the latter to sub-delegate, to proceed, in one or more times in France or abroad, in proportions, times and according to the terms it will appreciate, in euros or foreign currency, or in any other monetary unit established by reference to several currencies, on the issue, on the French and/or international market, with the removal of the preferential right of subscription, of ordinary shares of the Company (particularly in the form of American Depositary Shares) and/or any other securities that provide immediate or term access, at any time or fixed date, to the Company's capital (whether new or existing shares), or to companies that directly or indirectly own more than half of its capital or companies of which it directly or indirectly owns more than half of the capital, and/or entitling the award of debt



securities, either by subscription either in cash or by clearing of receivables, conversion, exchange, redemption, presentation of a good or in any other way, securities representative of receivables that may be issued with or without collateral, in the forms, rates and conditions that the Board of Directors deems appropriate,

It being specified that issuance of preference shares and all securities giving access to preference shares are excluded from this delegation,

Decide, in the event of use of this delegation by the Board of Directors, to set the following limits on the amounts of authorized issuances:

- The total nominal amount of share capital increases that could be carried out, immediately and/or in the future, pursuant to this delegation, may not exceed EUR thirty-eight million (EUR 38,000,000) or the equivalent in any other currency or monetary unit established by reference to several currencies on the date of the issuance, it being understood that this amount shall be deducted from the limit of the overall cap on share capital increases set in the 17<sup>th</sup> resolution of this Shareholders' Meeting, to this cap shall be added, where appropriate, the par value of any ordinary shares to be issued, in the event of new financial transactions, to preserve, in accordance with legal and regulatory provisions and, where applicable, contractual provisions providing for other cases of adjustment, the rights of holders of securities giving access to the share capital, subscription options or rights to free allocation of shares,
- the total nominal amount of debt securities giving access to the share capital of the Company or of companies which directly or indirectly own more than half of its share capital or of the companies in which it directly or indirectly owns more than half of the share capital, or giving the right to a debt security by subscription either in cash or by offsetting receivables, conversion, exchange, redemption, presentation of a warrant or in any other manner, which may be issued pursuant to this delegation may not exceed EUR forty million (EUR 40,000,000) or the equivalent in any other currency or monetary unit established by reference to several currencies on the date of issuance, it being understood that:
  - o this amount will be deducted from the limit of the overall cap on share capital increases set in the 17<sup>th</sup> resolution of this Shareholders' Meeting,
  - o this cap will be increased, if applicable, by any redemption premium above par,
  - o this cap does not apply to debt securities whose issuance would be decided or authorized by the Board of Directors in accordance with article L. 228-40 of the French commercial Code,

Acknowledge and decide, as necessary, that this delegation of authority automatically entails, to the benefit of the holders of securities giving immediate or future access to the Company's share capital, the express waiver by the shareholders of their preferential subscription right to the shares to which these securities give right, in accordance with the provisions of article L. 225-132 of the French commercial Code,

Decide that this delegation of authority is granted to the Board of Directors for a period of eighteen (18) months from this meeting, the date beyond which it will be considered null and void if the Board of Directors does not use it. This delegation terminates any previous authorization with the same purpose, to the extent of the unused part of it.

Decide to waive shareholders' preferential subscription rights to shares, securities and debt securities that may be issued under this delegation of authority, to the benefit of the following category of beneficiaries:

- any natural or legal person to which titles must be awarded in accordance with any decision, order, injunction and instruction of a competent jurisdiction, having enforceable force,

It being understood that the Board of Directors will set a precise list of beneficiaries of such issuance of ordinary shares and/or reserved securities within such categories of beneficiaries and the number of securities to be allocated to each of them,

Decide that:

- for capital increases, the issuance price of new shares will be set by the Board of Directors and must be at least equal to 75% of the volume-weighted average of the fifteen (15), ten (10) or five (5) last trading sessions (according to the Board's assessment) preceding the day on which it is set,
- for securities giving access to the share capital, including independent warrants, the issuance price shall be set by the Board of Directors in such a way that the amounts immediately collected by the Company upon issuance of the concerned securities, increased by the sums likely to be received subsequently by the Company for each share attached to and/or underlying the securities issued, are at least equal to the lowest price between the following three amounts:
  - o 75% of the volume-weighted average of the prices for the last fifteen (15), ten (10) or five (5) last trading sessions (according to the Board's assessment) preceding the date on which it is set, or
  - o 75% of the volume-weighted average of the trading prices over the last fifteen (15), ten (10) or five (5) last trading sessions (according to the Board's assessment) preceding the date of the conversion, redemption and conversion into shares of each equity offering access to the share capital, or
  - o 75% of the lowest stock market prices over the last fifteen (15) trading days preceding the date of conversion, redemption and conversion into shares of each real estate value giving access to share capital,

and the conversion, redemption and transformation into shares of each security giving access to the share capital shall, taking into account the nominal value of the said security, be made into a number of shares such that the amount received by the Company, for each share, is at least equal to the lowest price between the three amounts referred to above,

- for securities giving access to the share capital, including independent warrants, the issuance price of shares likely to result from their exercise, conversion or exchange may, as the case may be, be set, at the discretion of the Board of Directors, by reference to a calculation formula defined by it and applicable after issuance of such securities (for instance, when they are exercised, converted or exchanged) in which case the above maximum discount may be assessed, if the Board of Directors considers it appropriate for the Company, on the date of application of the said formula (and not on the date of fixing the issuance price).

Decide that the new shares issued in connection with the share capital increases shall be fully assimilated to the existing shares and subject to all provisions of the articles of association and decisions of the shareholders' meetings,

Specify that the transactions referred to in this resolution may be completed at any time, including during a public offering period of the Company's shares, in compliance with applicable legal and regulatory provisions,

Decide that the Board of Directors shall have all powers, with the option of sub-delegation to the Chief Executive Officer, which may include the latter's right to sub-delegate, whether or not to implement this delegation, as well as the right to postpone it, as the case may be, under the legal conditions and within the limits and conditions specified above, in order, in particular, to:

- decide on the share capital increase and determine securities to be issued, decide on issuance of securities giving access to debt securities and, more generally, decide on issuances within the framework of this delegation,
- decide the amount of share capital increase and, more generally, the amount of issuance in the event of issuance of securities giving access to debt securities, the date and terms of share capital increase and the issuances,
- set issuance price as well as the amount of premium that may, as the case may be, be requested at issuance, within the limits set by this resolution,
- determine the nature and characteristics of ordinary shares and/or securities to be issued, decide in addition, in the case of bonds or other debt securities giving access to the Company's share capital and/or giving entitlement to the allocation of debt securities, whether or not they are subordinated (and, as the case may be, their subordination rank in accordance with the provisions of article L. 228-97 of the French commercial Code), set their interest rates (in particular fixed or variable rate or zero or indexed coupon), their duration (fixed or indefinite) as well as the other terms and conditions of the issuance (including the granting of guarantees or sureties) and their amortisation, these securities could be associated with warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities or take the form of complex bonds as defined by the stock exchange authorities,
- modify, during the term of the concerned securities, the terms and conditions referred to above, in compliance with the applicable formalities,
- decide, in the event that subscriptions have not absorbed the entire issuance, to limit the issuance amount to the received subscription amount, provided that this amount reaches at least three-quarters of the decided issuance,
- determine the method of payment of the ordinary shares or securities giving access to the share capital to be issued,
- determine, if applicable, the terms and conditions for the exercise of the rights attached to the ordinary shares or securities to be issued and, in particular, determine the date, even retroactively, from which the new shares (i.e. any potential underlying securities) will bear dividend rights, determine the terms and conditions for the exercise of the rights, if any, to conversion, exchange, redemption, including by delivery of assets of the Company such as shares or securities already issued by the Company, as well as any other terms and conditions of the issuance's completion,
- provide for the possibility of suspending the exercise of the rights attached to these securities in accordance with legal and regulatory provisions for a maximum period of three (3) months,
- at its sole initiative, charge the issuance costs against the amount of the related premiums and deduct from this amount the necessary sums to increase the legal reserve to one-tenth of the new share capital after each share capital increase ensured,
- determine and make any adjustments to take into account the impact of transactions on the Company's share capital, in particular in the event of a change in the par value of the share, a share capital increase by incorporation of reserves, a free allocation of shares, a stock split or reverse stock split, the distribution of reserves or of all other assets, the amortization of share capital, or any other transaction affecting company's net equity, and determine the terms and conditions under which the Company will be insured, as the case may be, the preservation of the holders of securities giving access to the share capital,
- acknowledge the completion of each share capital increase and make the corresponding amendments to the articles of association,

- take all the measures and decisions and carry out all formalities required for the listing of the securities thus issued on the Euronext Growth market of Euronext Paris and on any other market on which the Company's shares are then listed,
- in general, enter into any agreement, in particular for preserving the potential rights of any holders of securities giving immediate or future entitlement to a part of the share capital, take any measures and carry out any formalities required for the issuance, registration and financial service of the securities issued pursuant to this delegation as well as for the exercise of the rights attached thereto, carry out any formalities and declarations, and request any authorisations that may prove necessary to the successful completion of this issuance and, in general, do what is necessary.

Acknowledge that the final terms and conditions of the transactions completed pursuant to this delegation will be the subject of an additional report, in accordance with the requirements of articles L. 225-129-5 and R. 225-116 of the French commercial Code, which the Board of Directors will establish when it uses this delegation of authority granted to it by this Shareholders' Meeting. The Statutory Auditors will also prepare a supplementary report on this occurrence.

### **Thirteenth resolution**

*Delegation - Issuance with waiver of preferential subscription rights to a category of persons underwriting the Company's equity securities likely to result therefrom from an equity financing line*

The Shareholders, deciding in accordance with the quorum and majority conditions required for extraordinary shareholders' meetings, having reviewed of the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of articles L. 225-129 et seq. of the French commercial Code, in particular articles L. 225-129-2, L. 225-135, L. 225-138, L. 22-10-49, L. 228-91 to L. 228-93,

After having acknowledged that the share capital is fully paid up,

Delegate to the Board of Directors its authority, with the option of sub-delegation to the Chief Executive Officer, which may include the latter's option to sub-delegate, for the purpose of proceeding order to decide, on one or more occurrences in France or abroad, in the proportions, at the times and in the manner deemed appropriate, in euros or in a foreign currency, or in any other monetary unit established by reference to several currencies, or the issuance, on the French and/or international market, with waiver of preferential subscription rights, of ordinary shares of the Company (including American Depositary Shares) and/or any other securities giving access, immediately or in the future, at any time or on a fixed date, to the share capital of the Company (whether new or existing shares), or to companies which directly or indirectly own more than half of its share capital or companies in which it directly or indirectly owns more than half of the share capital, and/or giving the right to the allocation of debt securities, by subscription either in cash or by offsetting receivables, conversion, exchange, redemption, presentation of a warrant or in any other manner, the transferable securities representing debts may be issued with or without guarantee, in such forms, rates and conditions deemed appropriate by the Board of Directors,

It being specified that the issuance of preference shares and all securities giving access to preference shares are excluded from this delegation,

Decide, in the event of use of this delegation by the Board of Directors, to set the following limits on the amounts of authorized issuances:

- The total nominal amount of share capital increases that may be carried out, immediately and/or in the future, by virtue of this delegation, may not exceed EUR thirty-eight million (EUR 38,000,000) or the equivalent in any other currency or monetary unit established by reference to several currencies on the date of issuance, it being understood that this amount shall be deducted from the

limit of the overall cap on share capital increases set in the 17<sup>th</sup> resolution of this Shareholders' Meeting, to this cap shall be added, where applicable, the par value of any ordinary shares to be issued, in the event of new financial transactions, to preserve, in accordance with legal and regulatory provisions and, where applicable, contractual provisions providing for other cases of adjustment, the rights of holders of securities giving access to the share capital, subscription options or rights to free allocation of shares,

- the total nominal amount of debt securities giving access to the share capital of the Company or of companies which directly or indirectly own more than half of its share capital or of companies in which it directly or indirectly owns more than half of the share capital, or giving the right to a debt security by subscription either in cash or by offsetting receivables, conversion, exchange, redemption, presentation of a warrant or in any other manner, that may be issued pursuant to this delegation may not exceed EUR forty million (EUR 40,000,000) or the equivalent in any other currency or monetary unit established by reference to several currencies on the date of issuance, it being understood that:
  - o this amount will be deducted on the limit of the overall cap on share capital increases set in the 17<sup>th</sup> resolution of the present Shareholders' Meeting,
  - o this cap will be increased, if applicable, by any redemption premium above par,
  - o this cap does not apply to debt securities whose issuance would be decided or authorized by the Board of Directors in accordance with article L. 228-40 of the French commercial Code,

Acknowledge and decide, as necessary, that this delegation of authority automatically entails, in favour of the holders of securities giving immediate or future access to the Company's share capital, the express waiver by the shareholders of their preferential subscription rights to the shares to which these securities give right, in accordance with the provisions of article L. 225-132 of the French commercial Code,

Decide that this delegation of authority is granted to the Board of Directors for a period of eighteen (18) months from the date of this meeting, beyond which it will be considered null and void if the Board of Directors does not use it. This delegation terminates any previous authorization with the same purpose, to the extent of the unused part.

Decide to waive the shareholders' preferential subscription right to shares, securities and debt securities that may be issued under this delegation of authority, to the benefit of categories of persons:

- any bank or credit institution, any investment service provider or member of an investment banking syndicate or any investment fund, French or foreign, committing to guarantee (underwriting) the completion of share capital increases or other issuances likely to lead to one or more future share capital increases pursuant to this delegation as part of the establishment of an equity financing line,

It being understood that the Board of Directors will determine a precise list of beneficiaries of this or these issues of ordinary shares and/or reserved securities within that or those categories of beneficiaries and the number of securities to be allocated to each of them,

Acknowledge and decide, as necessary, that this delegation of authority automatically entails, in favour of the holders of securities giving immediate or future access to the Company's share capital, the express waiver by the shareholders of their preferential subscription right to the shares to which these securities give right, in accordance with the provisions of article L. 225-132 of the French commercial Code,

Decide that:

- for share capital increases, the issuance price of new shares will be set by the Board of Directors and must be at least 75% of the volume-weighted average of the fifteen (15), ten (10) or five (5)

last trading sessions (according to the Board's assessment) preceding the day on which it is set,

- for securities giving access to share capital, including independent warrants, the issuance price shall be set by the Board of Directors in such a way that the sums immediately collected by the Company at the time of the issuance of the concerned securities, increased by the sums likely to be received subsequently by the Company for each share attached and/or underlying the securities issued, are at least equal to the lowest price between the following three amounts:
  - o 75% of the volume-weighted average of the prices for the last fifteen (15), ten (10) or five (5) last trading sessions (according to the Board's assessment) preceding the date on which it is set, or
  - o 75% of the volume-weighted average of the trading prices for the last fifteen (15), ten (10) or five (5) last trading days (according to the Board's assessment) preceding the date of conversion, redemption and conversion into shares of each equity offering access to share capital, or
  - o 75% of the lowest stock market prices in the last fifteen (15) trading days preceding the date of conversion, redemption and conversion into shares of each real estate value giving access to share capital,

and the conversion, redemption and conversion into shares of each security giving access to the share capital shall, taking into account the nominal value of the said security, be made into a number of shares such that the amount received by the Company, for each share, is at least equal to the lowest price between the three amounts referred to above,

- for securities giving access to the share capital, including independent warrants, the issuance price of shares likely to result from their exercise, conversion or exchange may, as the case may be, 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 issuance of the said securities (for example, at the time of their exercise, conversion or exchange) in which case the aforementioned maximum discount may be assessed, if the Board of Directors considers it appropriate for the Company, on the date of application of the said formula (and not on the date of fixing the issuance price).

Decide that the new shares issued in connection with the share capital increases shall be fully assimilated to the existing shares and subject to all provisions of the articles of association and decisions of the shareholders' meetings,

Specify that the transactions referred to in this resolution may be carried out at any time, including during a public offering period of the Company's shares, in compliance with applicable legal and regulatory provisions,

Decide that the Board of Directors shall have all powers, with the option of sub-delegation to the Chief Executive Officer, which may include the latter's right to sub-delegate, whether or not to implement the present delegation, as well as the right to postpone it, as the case may be, under the legal conditions and within the limits and conditions specified above, in order, in particular, to:

- decide on share capital increase and determine securities to be issued, decide on issuance of securities giving access to debt securities and, more generally, decide on issuances within the framework of this delegation,
- decide the amount of share capital increase and, more generally, the amount of issuance in the event of issuance of securities giving access to debt securities, the date and terms of the share capital increase and issuances,

- set issuance price and the amount of premium, if any, that may be requested at issuance, within the limits set by this resolution,
- determine the nature and characteristics of ordinary shares and/or securities to be issued, decide in addition, in the case of bonds or other debt securities giving access to the Company's share capital and/or giving entitlement to the allocation of debt securities, whether or not they are subordinated (and, where applicable, their subordination rank in accordance with the provisions of article L. 228-97 of the French Commercial Code), set their interest rates (notably fixed or variable rate or zero or indexed coupon interest), their duration (fixed or indefinite) as well as the other terms and conditions of the issuance (including the fact of granting them guarantees or sureties) and their amortisation, these securities could be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities or take the form of complex bonds as defined by the stock exchange authorities,
- modify, during the term of the concerned securities, the terms and conditions referred to above, in compliance with the applicable formalities,
- decide, in the event that subscriptions have not absorbed the entire issuance, to limit the share capital increase amount to the received subscription amount, provided that this amount reaches at least three-quarters of the decided issuance,
- determine the method of payment of the ordinary shares or securities giving access to the share capital to be issued,
- determine, if applicable, the terms and conditions for the exercise of the rights attached to the ordinary shares or securities to be issued and, in particular, determine the date, even retroactively, from which the new shares (i.e. any potential underlying securities) will bear dividend rights, determine the terms and conditions for the exercise of the rights, if any, to conversion, exchange, redemption, including by delivery of assets of the Company such as shares or securities already issued by the Company, as well as any other terms and conditions of the issuance,
- provide for the possibility of suspending the exercise of the rights attached to these securities in accordance with legal and regulatory provisions for a maximum period of three (3) months,
- at its sole initiative, charge the issuance costs against the amount of the related premiums and deduct from this amount the necessary sums to increase the legal reserve to one-tenth of the new share capital after each share capital increase,
- determine and make any adjustments to take into account the impact of transactions on the Company's share capital, in particular in the event of a change in the par value of the share, a capital increase by incorporation of reserves, a free allocation of shares, a stock split or reverse stock split, the distribution of reserves or of all other assets, the amortisation of the share capital, or any other transaction affecting company's net equity, and determine the terms and conditions under which according to which, where applicable, the rights of holders of securities giving access to share capital will be safeguarded,
- acknowledge the completion of each share capital increase and make the corresponding amendments to the articles of association,
- take all measures and decisions and carry out all formalities required for the admission of the securities thus issued to listing on the Euronext Growth market of Euronext Paris and on any other market on which the Company's shares are then listed,
- in general, enter into any agreement, in particular for preserving the potential rights of any holders of securities giving immediate or future entitlement to a portion of the share capital, take any measures and carry out any formalities necessary for the issuance, registration and financial

servicing of the securities issued pursuant to this delegation as well as for the exercise of the rights attached thereto, carry out any formalities and declarations, and request any authorizations that may be necessary for the completion and successful completion of this issuance and, in general, take all necessary measures

Acknowledge that the final terms and conditions of the transactions pursuant to this delegation will be the subject of an additional report, in accordance with the requirements of articles L. 225-129-5 and R. 225-116 of the French commercial Code, which the Board of Directors will establish when it uses this delegation of authority granted to it by this Shareholders' Meeting. The Statutory Auditors will also prepare a supplementary report on this occurrence.

#### **Fourteenth resolution**

##### *Delegation - Private placement*

The Shareholders, deciding in accordance with the quorum and majority required for extraordinary shareholders' meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special reports, in accordance with the provisions of articles L. 225-129 et seq. of the French commercial Code, in particular articles L. 225-129-2, L. 225-135, L. 225-136, L. 22-10-49, L. 228-91 to L. 228-93 and article 411-2 of the French monetary and financial Code ,

After having acknowledged that the share capital is fully paid up,

Delegate to the Board of Directors its authority, with the option of sub-delegation to the Chief Executive Officer, which may include the latter's option to sub-delegate, in order to decide, on one or more occurrences in France or abroad, in the proportions, at the times and in the manner it deems appropriate, in euros or in a foreign currency, or in any other monetary unit established by reference to several currencies, issuance of, on the French and/or international market, with waiver of the preferential subscription right of shareholders without indication of beneficiaries, by an offer referred to in article L.411-2 the French monetary and financial Code (private placement) (i.e. an offer which is addressed exclusively (i) to a limited circle of investors acting for their own account or to qualified investors or (ii) to persons or entities which are already members of the company issuing the equity securities or shares being offered), ordinary shares of the Company (including American Depositary Shares) and/or any other securities giving access, immediately or in the future, at any time or on a fixed date, to the share capital of the Company (whether new or existing shares), or companies that directly or indirectly own more than half of its share capital or companies in which it directly or indirectly owns more than half of the share capital, issued for consideration or free of charge, and/or giving the right to the allocation of debt securities, by subscription either in cash or by offsetting receivables, conversion, exchange, redemption, presentation of a warrant or in any other manner, the transferable securities representing debts that may be issued with or without guarantee, in such forms, rates and conditions deemed appropriate by the Board of Directors,

It being specified that issuance of preference shares and of all securities giving access to preference shares are excluded from this delegation,

Decide to set the following limits on the amounts of authorized issuances in the event of use by the Board of Directors of this delegation:

- the total nominal amount of the share capital increases, immediately and/or in the future, by virtue of this delegation, may not exceed EUR thirty-eight million (EUR 38,000,000) or the equivalent in any other currency or currency unit established by reference to several currencies on the day of issuance, given that the total nominal amount of these share capital increases (i) will not exceed the limits set by the regulations applicable to the day of issuance, i.e. 20% of the capital per year (appreciated at the date of the implementation of this delegation) and (ii) will be deducted from the limit of the overall cap for share capital increases set in the 17<sup>th</sup> resolution of this Shareholders'



Meeting, to this cap shall be added, as the case may be, the nominal amount of ordinary shares to be issued, if any, in the event of new financial transactions, in order to preserve, in accordance with legal and regulatory provisions and, as the case may be, contractual provisions providing for other cases of adjustment, the rights of holders of securities giving access to the share capital, subscription options or rights to free allocation of shares,

- the total nominal amount of debt securities giving access to the share capital of the Company or of companies which directly or indirectly own more than half of its share capital or of companies in which it directly or indirectly owns more than half of the share capital, or giving the right to a debt security, by subscription either in cash or by offsetting receivables, conversion, exchange, redemption, presentation of a warrant or in any other manner, that may be issued pursuant to this delegation may not exceed EUR forty million (EUR 40,000,000) or the equivalent in any other currency or monetary unit established by reference to several currencies on the date of issuance, it being understood that:
  - o this amount shall be deducted on the limit of the overall cap on share capital increases set in the 17<sup>th</sup> resolution of the present Shareholders' Meeting,
  - o this limit will be increased, if applicable, by any redemption premium above par,
  - o this cap does not apply to debt securities whose issuance would be decided or authorized by the Board of Directors in accordance with article L. 228-40 of the French commercial Code,

Decide that this delegation of authority is granted to the Board of Directors for a period of twenty-six (26) months from this Shareholders' Meeting, the date beyond which it will be considered null and void if the Board of Directors does not use it. This delegation terminates any previous authorization with the same purpose, to the extent of the unused part.

Decide to waive, without indication of beneficiaries, the preferential subscription rights of shareholders to shares and securities that may be issued under this delegation of authority, in accordance with the provisions of Article L. 225-135 of the French commercial Code,

Decide that issuances pursuant to this resolution may be decided by offers (i) to a limited circle of investors acting on their own account or to qualified investors or (ii) to persons or entities that are already shareholders of the company issuing the equity securities within the meaning of Article L. 411-2 of the French monetary and financial Code,

Acknowledge and decide, as necessary, that this delegation of authority automatically entails, in favor of the holders of securities giving immediate or future access to the Company's share capital, the express waiver by the shareholders of their preferential subscription rights to the shares to which these securities give right, in accordance with the provisions of article L. 225-132 of the French commercial Code,

Decide that:

- for share capital increases, the issuance price of the new shares will be set by the Board of Directors in accordance with the provisions of article L. 225-136 1° of the French commercial Code and must be at least equal to 75% of the volume-weighted average of the fifteen (15), ten (10) or five (5) last trading days (according to the Board's assessment) preceding the date on which it is set,
- for securities giving access to the share capital, including independent warrants, issuance price shall be set by the Board of Directors in such a way that the sums immediately received by the Company upon issuance of the concerned securities, increased by the sums likely to be received subsequently by the Company for each share attached to and/or underlying the securities issued, are at least equal to the lowest price between the following three amounts:

- 75% of the volume-weighted average of the prices for the last fifteen (15), ten (10) or five (5) last trading days (according to the Board's assessment) preceding the date which it is set, or
- 75% of the volume-weighted average of the trading prices for the last of the fifteen (15), ten (10) or five (5) last trading days (according to the Board's assessment) preceding the date of the conversion, redemption and conversion into shares of each equity offering access to share capital, or
- 75% of the lowest stock market prices in the last fifteen (15) trading days preceding the date of conversion, redemption and conversion into shares of each real estate value giving access to share capital,

and the conversion, redemption and conversion into shares of each security giving access to the share capital shall, taking into account the nominal value of the said security, be made into a number of shares such that the amount received by the Company, for each share, is at least equal to the lowest price between the three amounts referred to above,

- for securities giving access to the share capital, including independent warrants, the issuance price of shares likely to result from their exercise, conversion or exchange may, as the case may be, be set, at the discretion of the Board of Directors, by reference to a calculation formula defined by the latter and applicable subsequent to issuance of said securities (for example, at the time of their exercise, conversion or exchange) in which case the above maximum discount may be assessed, if the Board of Directors considers it appropriate for the Company, on the date of application of the said formula (and not on the date of fixing the issuance price),

However, it is specified that if, in the course of the use of this delegation, the Company's shares were admitted to negotiations in a regulated market, the price would be set in accordance with the provisions of article L. 22-10-52 of the French commercial Code,

Decide that the new shares issued in connection with the share capital increases shall be fully assimilated to the existing ordinary shares and subject to all the provisions of the articles of association and the decisions of the shareholders' meeting,

Specify that the transactions referred to in this resolution may be carried out at any time, including during a public offering period of the Company's shares, in compliance with applicable legal and regulatory provisions,

Decide that the Board of Directors shall have all powers, with the option of sub-delegation to the Chief Executive Officer, which may include the latter's right to sub-delegate, whether or not to implement the present delegation, as well as the right to postpone it, as the case may be, under the legal conditions and within the limits and conditions specified above, in order, in particular, to:

- decide on share capital increase and determine securities to be issued, decide on issuance of securities giving access to debt securities and, more generally, decide on issuances within the framework of this delegation
- decide amount of share capital increase and more generally the amount of issuance in the event of issuance of securities giving access to debt securities, the date and terms of issuance,
- set issuance price and the amount of the premium, if any, that may be requested on issuance,
- determine the nature and characteristics of ordinary shares and securities to be issued, decide in addition, in the case of bonds or other debt securities giving access to the Company's share capital and/or giving entitlement to the allocation of debt securities, whether or not they are subordinated

( and, where applicable, their subordination rank in accordance with the provisions of article L. 228-97 of the French commercial Code), set their interest rates (notably fixed or variable rate or zero or indexed coupon interest), their duration (fixed or indefinite) as well as the other terms and conditions of the issuance (including the fact of granting them guarantees or sureties) and their amortisation, these securities could be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities or take the form of complex bonds as defined by the stock exchange authorities,

- modify, during the term of the concerned securities, the terms and conditions referred to above, in compliance with the applicable formalities,
- determine the method of payment for the ordinary shares or securities to be issued,
- determine, if applicable, the terms and conditions for the exercise of the potential rights attached to the ordinary shares or securities to be issued and, in particular, determine the date, even retroactively, from which the new shares (i.e. any potential underlying securities) will bear dividend rights, determine the terms and conditions for the exercise of the rights, if any, to conversion, exchange, redemption, including by delivery of assets of the Company such as shares or securities already issued by the Company, as well as any other terms and conditions of the issuance,
- decide, in the event that subscriptions have not absorbed the entire issuance, (i) to limit the issuance amount to the subscriptions received amount, provided that this amount reaches at least three-quarters of the decided issuance and/or (ii) to freely allocate all or part of the unsubscribed securities among the persons of its choice,
- provide for the possibility of suspending the exercise of the rights attached to these securities in accordance with legal and regulatory provisions for a maximum period of three (3) months,
- at its sole initiative, charge the issuance costs against the amount of the related premiums and deduct from this amount the necessary sums to increase the legal reserve to one-tenth of the new share capital after each share capital increase,
- determine and make any adjustments to take into account the impact of transactions on the Company's share capital, in particular in the event of a change in the par value of the share, a share capital increase by incorporation of reserves, a free allocation of shares, a stock split or reverse stock split, the distribution of reserves or of all other assets, the amortisation of the share capital, or any other transaction affecting company's net equity, and set the terms and conditions under which shall be insured, where applicable, the preservation of the rights of holders of securities giving access to share capital,
- record the completion of each share capital increase and amend the articles of association accordingly,
- take all measures and decisions and carry out all formalities required for the listing of the securities thus issued to listing on the Euronext Growth market of Euronext Paris and on any other market on which the Company's shares are then listed,
- in general, enter into any agreement, in particular for preserving the potential rights of any holders of securities giving immediate or future entitlement to a portion of the share capital, take any measures and carry out any formalities necessary for the issuance, registration and financial servicing of the securities issued pursuant to this delegation as well as for the exercise of the rights attached thereto, carry out any formalities and declarations, and apply for any authorisations which may be necessary for the completion and successful completion of this issuance and, in general, take all necessary measures,

Acknowledge that the final terms and conditions of the transactions pursuant to this delegation will be the subject of an additional report, in accordance with the requirements of articles L. 225-129-5 and R. 225-116 of the French commercial Code, which the Board of Directors will establish when it uses this delegation of authority granted to it by this Shareholders' Meeting. The Statutory Auditors will also prepare a supplementary report on this occurrence.

### **Fifteenth resolution**

#### *Over-allocation option*

The Shareholders, deciding in accordance with the quorum and majority conditions required for shareholders' extraordinary meetings, having reviewed the Board of Directors' report, in accordance with the provisions of articles L. 225-135-1 and R. 225-118 of the French commercial Code,

After having acknowledged that the share capital is fully paid up,

Authorizes the Board of Directors, with the option to sub-delegate to the Chief Executive Officer may include an option for the latter to sub-delegate, (i) to increase the number of securities issued for each issue decided for the purpose of covering possible over-allocations and to stabilize prices in the context of an issuance, with or without preferential subscription right, of ordinary shares (particularly in the form of American Depositary Shares) and/or any other securities that provide immediate or future access, at any time or fixed date, to the Company's share capital, (whether new or existing shares) or companies which directly or indirectly own more than half of its capital or the company in which it directly or indirectly owns more than half of the share capital, or giving right to a debt by subscription either in cash or by offsetting receivables, conversion, exchange, redemption, presentation of a warrant or otherwise, under the delegations of authority conferred under the 9<sup>th</sup>, 10<sup>th</sup>, 11<sup>th</sup>, 12<sup>th</sup>, 13<sup>th</sup> and 14<sup>th</sup> resolutions and (ii) to proceed with the corresponding issue, at the same price as the original issue and within a cap of a 15% limit on the original issue,

Decide that this delegation of authority is granted to the Board of Directors for a period of 26 months from the date of this Shareholders' Meeting, beyond which it shall be considered null and void if the Board of Directors does not use it. This delegation terminates any previous authorisation having the same purpose,

Decide that this authorization must be implemented within thirty (30) days of the closing of the concerned initial issuance subscription, if the Board of Directors has not made use of it within this thirty (30) day period, it shall be considered null and void in respect of the concerned issuance,

Decide that the nominal amount of the corresponding issuance, immediately and/or in the future, pursuant to this authorization, shall be deducted from the limit of the overall cap on share capital increases set in the 17<sup>th</sup> resolution of the present Shareholders' Meeting,

### **Sixteenth resolution**

#### *Delegation – Share capital increase to the benefit of employees*

The Shareholders, deciding in accordance with the quorum and majority conditions required for shareholders' extraordinary meetings, having reviewed the Board of Directors' report and the special the Statutory Auditors' special report, acknowledging the provisions of articles L. 3332-18 and following of the French Labour Code, and deciding in accordance with the provisions of articles L. 225-129-1, L. 225-129-6 and L. 225-138-1 of the French commercial Code,

Delegate to the Board of Directors its authority, with the possibility of sub-delegation to the Chief Executive

Officer, which may include the latter's right to sub-delegate, to decide, on one or more occurrences, a share capital increase through the issuance of ordinary shares of the Company,

Decide that the total amount of the share capital increases that may be carried out pursuant to this resolution shall not exceed a maximum nominal amount of EUR two hundred sixty-nine thousand two hundred and sixty-eight and twenty cents (EUR 269,268.20), corresponding to the issuance of a maximum of one million three hundred and forty-six thousand three hundred and forty-one (1,346,341) shares, it being specified that this amount does not take into account the ordinary shares to be issued, in accordance with applicable legal and regulatory provisions, and, as the case may be, the contractual stipulations providing for other cases of adjustments, to preserve the rights of the holders of securities giving access to the capital, subscription options or rights to free allocation of shares

Decide that the maximum nominal amount of share capital increases made on the basis of this delegation will not be attributed to the cap set in the 17<sup>th</sup> resolution of the present Shareholders' Meeting,

Decide that the beneficiaries of these capital increases will be, directly or through a company mutual fund ("**FCPE**") or any other structures or entities permitted by applicable legal or regulatory provisions, the employees, members of a company or group savings plan to be set up for this purpose, of the Company or of French or foreign companies, falling within the scope of consolidation of the Company's accounts within the meaning of Articles L. 233-16 of the French Commercial Code and L. 3344-1 of the French Labor Code (hereinafter the "**Beneficiaries**"),

Decide to waive shareholders' preferential subscription rights to the shares to be issued under this delegation of authority in favor of the Beneficiaries, where applicable through the FCPE or any other structures or entities permitted by applicable legal or regulatory provisions,

Decide that, in accordance with the provisions of Article L. 225-138-1 of the French Commercial Code, the subscription price of the shares issued pursuant to this delegation of authority, which will confer the same rights as existing shares of the same class, will be set by the Board of Directors, it being specified that the subscription price may not be higher than the sale price determined in accordance with the provisions of Article L. 3332-20 of the French Labor Code, nor more than 30% less than the latter, or 40% less when the lock-up period provided for in the plan is 10 years or more,

Decide that each capital increase shall only be carried out up to the amount of the shares effectively subscribed by the Beneficiaries, individually or through an FCPE or any other structures or entities permitted by the applicable legal or regulatory provisions,

Decide that the Board of Directors shall have all powers, with the option of sub-delegation to the Chief Executive Officer, which may include the latter's right to sub-delegate, whether or not to implement the present delegation, as well as the right to postpone it, as the case may be, under the legal conditions and within the limits and conditions specified above, in order, in particular, to:

- determine the list of companies whose employees may benefit from share capital increases pursuant to this delegation of authority,
- determine the issuance modalities of the new shares under the legal conditions, including the conditions of seniority, establish the list of Beneficiaries, as well as the number of shares that may be subscribed for by each of the Beneficiaries, within the limit of the cap of the share capital increase provided for in this delegation,
- determine the terms and conditions of the issues to be carried out pursuant to this delegation, in accordance with the legal and statutory requirements, and in particular (i) set the amounts of the capital increase and the subscription price in compliance with the conditions of Article L. 3332-20 of the French Labor Code, (ii) set the opening and closing dates for subscriptions, the dividend

entitlement dates, the time limits for paying up the ordinary shares and (iii) collect employee subscriptions,

- collect the amounts corresponding to the payment of subscriptions, whether by payment of cash or by setting off with liquid and due receivables on the Company, and, where applicable, to close the credit balance of the current accounts opened in the Company's books in the name of the subscribers paying up the subscribed shares by compensation,
- set, within the legal limit of three (3) years from the subscription provided for by article L. 225-138-1 of the French commercial Code, the period granted to employee subscribers for the payment of the amount of their subscription, it being specified that in accordance with legal provisions, the subscribed shares may be released, at the request of the Company or the subscriber, by periodic payments, or by equal and regular deductions from the subscriber's compensation,
- acknowledge the completion of the share capital increases up to the amount of the shares that will actually be subscribed, and, as the case may be, deduct any expenses related to the share capital increases from the amount of the premiums paid when the shares are issued, and deduct from this amount the necessary sums to increase the legal reserve to one-tenth of the new share capital, after each increase,
- carry out, directly or by an agent, all legal operations and formalities,
- amend the articles of association as a result of share capital increases,
- take all measures and generally undertake any act useful and necessary for the final completion of the increase or successive increases of the share capital,

Decide that this delegation of competence is granted to the Board of Directors for a period of eighteen (18) months from the date of this Shareholders' Meeting, on which it shall be considered null and void if the Board of Directors does not use such delegation. This delegation terminates any previous authorization having the same purpose, to the extent of the part that has not yet been used.

### **Seventeenth Resolution**

#### *Overall cap*

The Shareholders, deciding in accordance with the quorum and majority conditions required for shareholders' extraordinary meetings, having reviewed the Board of Directors' report and subject to the adoption of the 9<sup>th</sup> to 15<sup>th</sup> resolutions above,

Decide to set at EUR thirty-eight million (EUR 38,000,000) or the equivalent in any other currency or monetary unit established by reference to several currencies on the date of issuance, the maximum nominal amount of the immediate and/or future share capital increases pursuant to the delegations of competence conferred under the 9<sup>th</sup> to 15<sup>th</sup> resolutions above, increased by, as the case may be, the nominal amount of any ordinary shares to be issued, in the event of new financial transactions, to preserve, in accordance with legal and regulatory provisions and, as the case may be, contractual provisions providing for other cases of adjustment, the rights of securities holders giving access to the share capital, subscription options or rights to free allocation of shares,

Decide to set at EUR forty million (EUR 40,000,000) or the equivalent in any other currency or monetary unit established by reference to several currencies on the date of issuance, the maximum total nominal amount of debt securities giving access to the Company's share capital that may be issued pursuant to the delegations of authority granted under the 9<sup>th</sup> to 15<sup>th</sup> resolutions above.

**On an ordinary basis:**

**Eighteenth resolution**

*Share buyback program*

The Shareholders, deciding in accordance with the quorum and majority conditions required for shareholders' ordinary meetings, having reviewed the Board of Directors' report, decided in accordance with of the option provided for in article L. 22-10-62 of the French commercial Code,

In accordance with the provisions directly applicable of European Commission Regulation No. 596/2014 of 16 April 2014 and the European Commission's Delegate Regulation No. 2016/1052 March 8, 2016,

Authorize the Board of Directors, with the option to sub delegate to the Chief Executive Officer, which may include the option to sub delegate, under legal and regulatory conditions, to purchase or arrange for purchasing shares of the Company, in order to:

1. promote the liquidity of transactions and the regularity of the listings of the Company's shares or avoid unjustified price mismatches by market trends within the framework of a liquidity contract with an investment services provider operating independently, under the conditions and in accordance with the terms set by the regulated and recognized market practices, including the recommendation position of the French Financial Markets Authority (*AMF*) No. 2017-04, and in accordance with the *AMAFI* Code of Ethics recognised by the French Financial Markets Authority,
2. deliver shares upon the exercise of rights attached to securities giving access by any means, immediately or in the future, to the Company's share capital as well as carry out any hedging transactions in respect of the Company's obligations related to these securities, under the conditions provided by the market authorities and at such times as the Board of Directors may determine,
3. retain shares for subsequent delivery as payment or exchange, in the context of any external growth transactions in accordance with market practice accepted by the *AMF*, in particular in the context of mergers, demergers or contributions,
4. to fulfil obligations related to stock option programs, free share grants, employee savings plans or other allocations of shares to employees of the Company or companies or companies affiliated to it, including (i) implementation of any stock option plan of the Company under articles L.225-177 et seq. of the French commercial Code, (ii) allocation of shares to employees in respect of profit-sharing and implementation of any company savings plan under the conditions provided by law, in particular articles L.3332-1 to L. 3332-8 et seq. of the French labor Code or (iii) the allocation of free shares under the provisions of articles L.225-197-1 et seq. of the French commercial Code
5. their cancellation and subsequent share capital reduction (in particular with a view to optimize cash management, return on equity or earnings per share), subject to the adoption of 19<sup>th</sup> resolution below,
6. to implement any market practice that would come to be recognized by law or the Financial Markets Authority.

The purchase, sale or transfer of these shares may be completed by any means, under the conditions and within the limits, notably of volumes and prices, provided for by the regulations applicable on the date of the concerned transactions, notably on the market or by agreement, including by purchase or sale of blocks,

financial instruments or warrants or securities giving access to the Company's share capital or implementation of optional strategy, such as purchase and sale of call or put options under the conditions provided by the market authorities and at times decided by the Board of Directors, as the case may be,

The part of the buyback programme that can be completed by block trading is not limited,

The Company's shares may be purchased for a number of shares such that:

- the number of shares that the Company purchases during the term of the buyback program shall not exceed 10% of the shares comprising the Company's share capital at any time, this percentage applying to an adjusted share capital for transactions affecting it subsequent to this Shareholders' Meeting, and
- the number of shares that the Company will hold directly or indirectly at any time shall not exceed 10% of the shares comprising the Company's share capital,

It is specified (i) that a maximum amount of 5% of the shares comprising the Company's share capital may be allocated for their retention and subsequent remittance as payment or in exchange in the context of a merger, demerger or contribution, and (ii) that in the event of purchase under a liquidity contract, the number of shares taken into account for the calculation of the above mentioned 10% limit of the amount of the share capital corresponds to the number of purchased shares less the number of resold shares during a period of this authorization,

The Shareholders decide that:

- the maximum amount of funds intended for the implementation of this share purchase programme shall be EUR three million five hundred thousand (3,500,000),
- under this program, the maximum purchase price per share is set at 300% of the price of the shares offered to the public in connection with the listing of the Company's shares on a North American stock exchange, as this price will be mentioned in the press release relating to the final characteristics of the Company's share offer and their admission to listing on a North American stock exchange market, excluding purchase costs. It is specified that in the event of transactions affecting the share capital, in particular by incorporation of reserves and/or stock split or reverse stock split, this price will be adjusted by a multiplier equal to the ratio between the number of shares making up the share capital before the transaction and this number after the transaction,

The Board of Directors may, however, adjust the aforementioned purchase price in the event of incorporation of premiums, reserves or profits, leading either to an increase in the nominal value of the shares or to the creation and allocation of free shares, as well as in the event of a stock split or reverse stock split to take account of the impact of these transactions on the value of the share,

Decide that this authorization is granted for a maximum period of 18 months from the date of this Shareholders' Meeting. This authorization terminates any previous authorization having the same purpose, for the unused part. It may also be used during a public or exchange offer period, within the permitted limits by applicable regulations,

Decide that the Board of Directors shall have full powers to implement this authorization, in order to:

- determine the opportunity to initiate a buyback program,
- determine the terms and conditions of the buyback program, in particular the price of the purchased shares,
- purchase, sell or transfer these shares by any means, to place any orders on or off the stock exchange,



- allocate or reallocate the purchased shares to the various objectives pursued under the applicable legal and regulatory conditions,
- enter into any agreement, in particular for maintaining share purchase and sale registers,
- prepare all documents, make all declarations and carry out all formalities with the *AMF* and any other entity,
- prepare and publish the information release relating to the implementation of the buyback program, and
- carry out any other formality, and in general, undertake any necessary act.

Grant, in addition, full powers to the Board of Directors, if the law or the *AMF* extends or supplements the authorised objectives for share buyback programs, to prepare and issue, as the case may be, any required document including these modified objectives.

**On an extraordinary basis:**

**Nineteenth resolution**

*Share buyback program – cancellation*

The Shareholders, deciding in accordance with the quorum and majority conditions required for shareholders' ordinary meetings, having reviewed the Board of Directors and the Statutory Auditors' reports,

In accordance with the provisions of article L. 22-10-62 of the French commercial Code,

Authorize the Board of Directors, with the option to sub-delegate to the Chief Executive Officer which may include the option to sub-delegate, to cancel in one or more occurrences at time deemed appropriate for a period of eighteen (18) months from the present Shareholders' Meeting, the purchased shares by the Company under the implementation of any authorization given to the 18<sup>th</sup> resolution or any resolution with the same purpose and the same legal basis, within the limit of 10% of the Company's share capital per period of twenty-four (24) months, and reduce the share capital accordingly, , it is specified that this percentage applies to an adjusted share capital in accordance with transactions affecting it subsequent to this Shareholders' Meeting and it is specified that this authorization terminates any previous authorization having the same purpose, to the extent of the unused part,

Authorize the Board of Directors to allocate the difference between the repurchase value of the cancelled shares and their nominal value to the "Share premium" account or to any other available reserves account, including the legal reserve, within the limit of 10% of the completed share capital reduction,

Grant full powers to the Board of Directors, subject to strict compliance with legal and regulatory texts, in order to:

- complete this or these cancellation of shares or share reduction,
- determine the final amount of the share capital reduction

- determine the terms and conditions,
- acknowledge completion,
- amend the Company's articles of association accordingly,
- carry out all formalities and declarations with any entity,
- and in general, undertake any necessary act for the implementation of this authorisation.

### **Twentieth resolution**

#### *Delegation – Issuance of BSA<sub>2021</sub> (bons de souscription d'actions)*

The Shareholders, deciding in accordance with the quorum and majority conditions required for shareholders' ordinary meetings, having reviewed the Board of Directors' report and the Statutory Auditors' the special reports and in accordance with articles L. 225-138, L. 225-129-2, L. 228-91 and L. 228-92 of the French commercial Code,

delegate to the Board of Directors its authority, with the option of sub-delegation to the Chief Executive Officer, which may include the latter's right to sub-delegate, on one or more occurrences, a maximum number of twenty-two million (22,000,000) ordinary share warrants (the " **BSA<sub>2022</sub>**" ) with the waiver of the shareholders' preferential subscription right to those BSA<sub>2022</sub>, each BSA<sub>2022</sub> giving the right to subscribe to one ordinary share with a nominal value of EUR twenty cents (EUR 0.20) of the Company, i.e. within the limit of a maximum number of twenty-two million (22,000,000) ordinary shares,

Decide accordingly that the total nominal amount of the share capital increases in the future pursuant to this delegation shall be EUR four million four hundred thousand (EUR 4,400,000) corresponding to the issuance of twenty-two million (22,000,000) ordinary shares with a nominal value of EUR twenty cents (EUR 0.20 euros) each, eventually increased by the nominal value of the shares to be issued in order to protect the rights of the holders of the BSA<sub>2022</sub>, in the event that this protection is required, it is specified that this cap (i) shall not be deducted from the amount of the overall cap provided for in the 17<sup>th</sup> resolution of this Shareholders' Meeting or any other authorization subsequently set and (ii) shall be applicable to warrants, free allocations of existing shares or to be issued, subject of the 21<sup>st</sup> and 22<sup>nd</sup> resolutions below, without taking into account the nominal amount of shares to be issued in order to preserve the rights of the holders,

Decide to waive the shareholders' preferential subscription right to the BSA<sub>2022</sub> and to reserve the subscription of those said BSA<sub>2022</sub> for the benefit of natural or legal persons having one of the following characteristics:

- (i) persons with a mandate of administration or a member of any other supervisory or supervisory body or study committee or who performing the functions of censor within the Company,
- (ii) consultants or officers or associates of the Company's service providers who have entered into a consulting or service delivery agreement with the Company in force at the time of the use of this delegation by the Board of Directors,
- (iii) any employee and/or officer of the Company, and
- (iv) any person who is significantly involved in the scientific or economic development of the company at the time of the use of this delegation by the Board of Directors,

(the " **Beneficiaries** »),

Specify that pursuant to the provisions of articles L.228-91 and L.225-132 of the French commercial Code, this decision leads to the waiver by the holders of BSA<sub>2022</sub> of the shareholders' preferential subscription rights to the ordinary shares to which BSA<sub>2022</sub> entitle them,

Decide that this delegation is granted for a period of eighteen (18) months as from this date, it is specified that this delegation terminates any previous authorization having the same purpose, up to the unused part,

Decide that this delegation may be used at any time during this period, including, within the permitted limits by applicable regulations, during a public offering period for the Company's shares,

Decide that:

- The BSA<sub>2022</sub> will not be the subject to listing to any market and will also be non-transferable except to the Company. They will be issued in registered form and will be registered in an account,
- The BSA<sub>2022</sub> shall be exercised within a maximum of 10 years from the time of their issuance and the BSA<sub>2022</sub> which would not have been exercised at the end of this period will be automatically null and void;
- The issuance price of a BSA<sub>2022</sub> will be at least 5% of the subscription price (including the issuance premium) of the share to which the BSA<sub>2022</sub> will give right to subscribe (the "**Exercise Price**") as set out under the following conditions, it being specified that the issuance price of the BSA<sub>2022</sub> shall be fully paid, upon subscription, by payment in cash or by set-off of receivables;
- the Exercise Price shall be at least equal to the volume-weighted average of the prices of the last 10 trading days preceding the date of allocation of said BSA<sub>2022</sub> by the Board of Directors, where appropriate, less a maximum 20% discount, for as long as the Company's shares are listed on a market or stock exchange, and
- ordinary shares thus subscribed shall be fully paid up at the time of their subscription, either by payment in cash or by set-off of liquid and due receivables,

Decide that in the event that the BSA<sub>2022</sub> have not been fully exercised, the Company decides one of the following transactions:

- issuance of securities with preferential subscription rights to shareholders,
- share capital increase by incorporation of reserves, profits or share premiums,
- distribution of reserves in cash or portfolio securities,

The rights of the holders of the BSA<sub>2022</sub> would be reserved under the conditions of article L.228-98 of the French commercial Code,

Recall that pursuant to article L.228-98 of the French commercial Code:

- in the event of a share capital reduction justified by losses by a reduction of the number of shares, the rights of the holders of the BSA<sub>2022</sub> as to the number of shares to be received upon exercise of the BSA<sub>2022</sub> will be reduced accordingly as if the said holders had been shareholders from the date of issuance of the BSA<sub>2022</sub>,
- in the event of a share capital reduction justified by losses due to a reduction of the nominal value of the shares, the subscription price of the shares to which the BSA<sub>2022</sub> give right to subscribe will remain unchanged, the issuance premium being increased by the amount of the reduction of the nominal value,

Decide in addition that:

- in the event of a reduction in capital not caused by losses by a decrease in the par value of the shares, the underwriting price of the shares to which the shares BSA<sub>2022</sub> give right will be reduced accordingly,
- in the event of a capital reduction not caused by losses by a decrease in the number of shares, the holders of the BSA<sub>2022</sub>, if they exercise their BSA<sub>2022</sub>, may apply for the redemption of their shares on the same terms as if they had been shareholders at the time of the Company's purchase of its own shares,

Authorize the Company to require the holders of BSA<sub>2022</sub> to repurchase or redeem their rights as provided for in article L. 208-102 of the French commercial Code,

Decide to grant full powers to the Board of Directors to implement this delegation, and in order to:

- determine the list of beneficiaries among the persons meeting the above mentioned characteristics and set the number of BSA<sub>2022</sub> allocated to each of them,
- issue and allocate the BSA<sub>2022</sub> and determine the subscription price, exercise conditions and final terms and conditions of the BSA<sub>2022</sub>, in particular the exercise schedule and their duration in accordance with the provisions of this resolution and within the limits set in this resolution,
- set the price of ordinary share that may be subscribed upon exercise of a BSA<sub>2022</sub> under the aforementioned conditions,
- determine the dates and terms of issuance of ordinary shares pursuant to this delegation in accordance with legal and statutory requirements,
- collect the subscription to the said BSA<sub>2022</sub> and acknowledge completion of the final issuance of the BSA<sub>2022</sub> under the conditions set out above and their allocation,
- acknowledge the number of ordinary shares issued following exercise of the BSA<sub>2022</sub>, carry out the formalities following the corresponding share capital increases and make the corresponding amendments to the articles of association,
- take all measures to ensure the protection of the holders of the BSA<sub>2022</sub> in the event of a financial transaction concerning the Company, in accordance with the legal and regulatory provisions in force, and
- generally, to take any measure and carry out any formality useful for this issuance.

Acknowledge that the final terms of the transactions pursuant to this delegation will be the subject of an additional report, in accordance with the requirements of article L.225-129-5 of the French commercial Code, which the Board of Directors will establish at the time it makes use of the delegation of authority conferred on it by this meeting. The Statutory Auditors will also make an additional report on this occurrence.

### **Twenty-first resolution**

*Delegation – Issuance of AGA<sub>2022</sub>*

The Shareholders, deciding in accordance with the quorum and majority conditions required for shareholders' extraordinary meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special reports, in accordance with the provisions of articles L. 225-129 et seq. and L.225-197-1 et seq. of the French commercial Code,

Authorize the Board of Directors, with the option to sub-delegate to the Chief Executive Officer, which may include the option to sub-delegate, under legal and regulatory conditions to decide to freely issue, existing shares or shares to be issued by the Company under the following conditions (the "AGA<sub>2022</sub>"),

These allocations may be decided, on one or more occurrences, to (i) salaried employees or certain categories of employees of the Company and related companies under the conditions referred to in article L.225-197-2 I (1e) of the French commercial Code (ii) as well as the Company's corporate officers referred to in article L. 225-197-1 II of the French commercial Code, as determined by the Board of Directors, in accordance with the criteria and conditions that it will have defined, it is specified (i) that no shares may be allocated to employees and corporate officers each holding more than 10% of the Company's share capital and (ii) that a free allocation may not have the effect of conferring on any employee or corporate officer more than 10% of the Company's share capital,

Decide that the total number of AGA<sub>2022</sub> under this authorization will not exceed twenty-two million (22,000,000) free shares, with a nominal value EUR twenty cents (EUR 0.20 euros), it is specified that this cap will be applicable to the ordinary share subscription warrants, and stock subscription or purchase options, the subject of the 20<sup>th</sup>, and 22<sup>nd</sup> resolutions of this Shareholders' Meeting, without taking into account the nominal amount of the shares or the shares to be issued in order to protect the rights of the holders, and that the nominal amount of any share capital increases pursuant to this resolution shall not be deducted from the overall cap provided for in the 17<sup>th</sup> resolution of this Shareholders' Meeting or any other authorization subsequently set.

The Shareholders decide, with regard to the wording of article L. 225-197-1 of the French commercial Code, that the allocation of free shares to their beneficiaries shall be final:

- either, at the end of an acquisition period which may not be less than one (1) year (the " **Acquisition Period** " - during this period, beneficiaries will not hold the shares allocated to them and the rights resulting from this allocation will be non-transferable, the minimum duration of the obligation to retain the shares, which runs from the final allocation of the shares, is at least one (1) year, (the "**Retention Period**"),
- or at the end of an Acquisition Period of a minimum duration of two (2) years, and in this case, without a minimum Retention Period that the Shareholders decide to waive. However, the Shareholders authorize the Board of Directors, if it deems it appropriate, to impose a Retention Period at the end of the Acquisition Period.

The definitive allocation of shares and the right to freely transfer them will nevertheless be acquired by the beneficiary if the latter were to be affected by one of the cases of disability of the beneficiary corresponding to the classification in the second and third categories provided for in article L. 341-4 of the French social security Code.

Where the allocation relates to shares to be issued, this authorization is in full effect, for the benefit of the beneficiaries of the AGA<sub>2022</sub>, expressly waives the shareholders' preferential subscription rights to be issued free of charge. The corresponding share capital increase will be definitively realized simply because of the definitive allocation of the shares to the beneficiaries.

Where the allocation relates to existing shares, existing shares that may be allocated under this resolution will have to be acquired by the Company as part of a share buyback program authorized by the Shareholders' Meeting under article L. 22-10-62 of the French commercial Code or any share buyback program applicable previously or later. This decision, as required, will result in the renunciation of shareholders in favour of the free share attributes, the portion of reserves, profits or bonuses which, if any,

will be used in the event of the issuance of new shares at the end of the Acquisition Period, for the realization of which all powers are delegated to the Board of Directors.

The Shareholders grant the Board of Directors, within the limits set below, all powers necessary to implement this resolution and in particular to:

1. determine the identity of the beneficiaries of the shares allocated and the number of shares allocated to each of them,
2. set the dates and conditions for the allocation of the shares, in particular the period at the end of which these allocations will be definitive and, where applicable, the required retention period for each beneficiary,
3. determine the conditions and, where applicable, the allocation criteria under which the shares will be granted,
4. acknowledge the final allocation dates and the dates from which the shares may be freely sold, subject to legal restrictions,
5. acknowledge the existence of sufficient reserves and, at the time of each allocation, transfer to an unavailable reserve account the sums required to pay up the new shares to be allocated,
6. provide for the option, during the acquisition period, if applicable, to make adjustments to the number of shares allocated free of charge depending on any transactions affecting the Company's share capital, in order to protect the rights of the beneficiaries, it is specified that the shares allocated pursuant to these adjustments will be deemed to have been allocated on the same day as the shares initially allocated,
7. in the event of a free allocation of new shares, charge, where applicable, against the reserves, profits or issuance premiums of its choice, the necessary sums to pay up said shares, acknowledge the completion of the share capital increases, make the subsequent amendments to the articles of association and generally do all that is necessary,
8. in the event of a free allocation of existing shares, carry out any share purchases that may be necessary for the delivery of any existing free shares allocated,
9. more generally, to conclude all agreements, draw up all documents, carry out all formalities and make all declarations to any entity and do all that is necessary.

Each year, the Board of Directors shall inform the ordinary shareholders' meeting, under the legal conditions, of the transactions pursuant to this delegation, in accordance with the provisions of article L. 225-197-4 of the French commercial Code.

The delegation granted to the Board of Directors by this resolution is valid for a period of 38 months from the date of this Shareholders' Meeting. This delegation terminates any previous authorization having the same purpose, to the extent of the unused part.

### **Twenty-second resolution**

*Delegation – Issuance of Options<sub>2022</sub>*

The Shareholders, deciding in accordance with the quorum and majority conditions required for shareholders' extraordinary meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special reports,

Authorize, in accordance with articles 225-177 et seq. of the French commercial Code, the Board of Directors, with the option to subdelegate to the Chief Executive Officer, which may include the option to subdelegate, under legal and regulatory conditions to decide issuance of options to subscribe for or purchase shares of the Company (the "**Options<sub>2022</sub>**") on one or more occurrences, under the following conditions:

- the beneficiaries must be employees or corporate officers (within the meaning of article L. 225-185 paragraph 4 of the French commercial Code) of the Company or of companies or groups affiliated to it within the meaning of article L. 225-180 of the French commercial Code. *Options<sub>2022</sub>* may be granted by the Board of Directors to all or part of these persons,
- each *Option<sub>2022</sub>* will entitle the holder to subscribe to or purchase one new or existing ordinary share, as the case may be,
- the total number of *Options<sub>2022</sub>* may be granted under this resolution may not give the right to subscribe to or acquire more than twenty-two million (22,000,000) ordinary shares, it is specified that this cap (i) shall not be deducted from the amount of the overall cap provided for in the 17<sup>th</sup> resolution of this Shareholders' Meeting or any other authorization subsequently set and (ii) shall be applicable to the ordinary share warrants, free allocations of existing shares or shares to be issued, the subject of the 20<sup>th</sup> and 21<sup>st</sup> resolutions of this Shareholders' Meeting, without taking into account the nominal amount of the shares or shares to be issued in order to protect the rights of the holders. The Board of Directors must, in any event, comply with the legal limit set by articles L.225-182 and R.225-143 of the French commercial Code,
- consequently, the total nominal amount of the share capital increases in the future pursuant to this delegation shall be EUR four million four hundred thousand (EUR 4,400,000) corresponding to the issuance of the twenty-two million (22,000,000) ordinary shares with a nominal value of EUR twenty cents (EUR 0.20),
- Shares that can be obtained by exercise of *Options<sub>2022</sub>* consented under this resolution must be acquired by the Company, as part of a share buyback program authorized at the Shareholders' Meeting under article L. 22-10-62 of the French commercial Code or any share buyback program applicable previously or later,
- subscription or purchase price upon exercise of the *Options<sub>2022</sub>*, as long as the shares are listed on a North American stock exchange and/or on Euronext Growth, will be determined in accordance with the provisions of article L.225-177 of the French commercial Code and will be decided by the Board of Directors on the date the options are granted, in accordance with the provisions of articles L.225-177 and L.225-179 of the French commercial Code, it is specified that:
  - o For new stock options, the price will be 95% of the average price at the 10 trading days preceding the day the option is granted,
  - o For existing stock options, the price will be 95% of the average price quoted in the 10 trading days preceding the date the option is granted, or the average purchase price of the shares held by the Company on the day the option is granted under article L. 22-10-62 of the French commercial Code,
- *Options<sub>2022</sub>* granted must be exercised within a maximum of 10 years from the date of their allocation by the Board of Directors.

The Shareholders acknowledge and decide, as necessary, that this authorization includes, in favour of the beneficiaries of the Options<sub>2022</sub>, the express waiver by the shareholders of their preferential subscription right to the shares that will be issued upon exercise of these options.

The Shareholders grant full powers to the Board of Directors to, within the limits set below:

1. set, within the legal conditions and limits, the dates on which the options will be granted,
2. determine the list of beneficiaries of options, the number of options allocated to each of them, the allocation and exercising terms and conditions,
3. set the exercising conditions of the options and in particular limit, restrict or prohibit (a) the exercise of the options or (b) the sale of shares granted upon exercised of the options, during certain periods or as from certain events, its decision may (i) concern all or part of the options and (ii) concern all or part of the beneficiaries,
4. decide, regarding corporate officers, in accordance with the last two sentences of the fourth paragraph of article L. 225-185 of the French commercial Code,
5. decide the conditions under which the price and/or the number of shares to be subscribed or acquired, will be adjusted in the cases provided for by law. In this case, the Board of Directors will take, under the regulatory conditions, the necessary measures to protect the interests of the beneficiaries of the allocated Options<sub>2022</sub> granted, to take into account the impact of the transaction and may decide to temporarily suspend, if necessary, the right to exercise the Options<sub>2022</sub> in the event of a financial transaction giving rise to an adjustment in accordance with article L. 225-181 paragraph 2 of the French commercial Code or any other financial transaction in the context of which it deems it useful to suspend this right,
6. more generally, enter into all agreements, draw up all documents, acknowledge share capital increases following exercise of Options<sub>2022</sub>, amend the articles of association accordingly if necessary, carry out all formalities and make all declarations to any entity and do all that may be necessary.

Each year, the Board of Directors shall inform the ordinary shareholders' meeting, in accordance with the law, of the transactions pursuant to this delegation, in accordance with the provisions of article L.225-184 of the French commercial Code.

The delegation granted to the Board of Directors by this resolution is valid for a period of thirty-eight months from the date of this Shareholders' Meeting. This delegation terminates any previous authorization having the same purpose, to the extent of the unused part.

**On an ordinary basis:**

**Twenty-third resolution**

*Acknowledgment of the expiry of the term of ERNST & YOUNG ET AUTRES as statutory auditor of the Company and appointment of KPMG as statutory auditor of the Company*

The Shareholders, deciding in accordance with the quorum and majority conditions required for ordinary shareholders' meetings, having reviewed the report of the Board of Directors,

Acknowledge the expiry of the term of statutory auditor of ERNST & YOUNG ET AUTRES,

Decide not to renew the mandate of ERNST & YOUNG ET AUTRES as statutory auditor.



Decide to appoint, in replacement of ERNST & YOUNG ET AUTRES, for a period of six years, KPMG as joint statutory auditor. This mandate will end at the end of the ordinary Shareholders' meeting to decide on the accounts for the financial year ended on December 31<sup>st</sup>, 2027.

**Twenty-fourth resolution**

*Non-renewal of the mandate of AUDITEX as deputy auditor of the Company*

The Shareholders, deciding in accordance with the quorum and majority conditions required for ordinary shareholders' meetings, having reviewed the report of the Board of Directors,

Acknowledge the expiry of the term of deputy auditor of AUDITEX,

Acknowledge that the appointment of a deputy auditor is no longer mandatory since the Sapin II Act of December 9, 2016, which amended section L. 823-1 of the French commercial Code, if the statutory auditor is not a natural person or a one-person corporation and, in that case, AUDITEX is a multi-person company,

Decide not to renew the mandate of AUDITEX as deputy auditor.

**Twenty-fifth resolution**

*Ratification of Mr. Claude Allary's appointment as a new director and setting of directors' fees*

The Shareholders, deciding in accordance with the quorum and majority conditions required for ordinary shareholders' meetings, having reviewed the report of the Board of Directors,

Acknowledge that Mrs. Jean Franchi has resigned as a member of the Board of Directors and that the Board of Directors has acknowledged this resignation by a decision dated July 7<sup>th</sup>, 2021;

Acknowledge that the Board of Directors, in the same decision of July 7<sup>th</sup>, 2021, decided to appoint Mr. Claude Allary on a provisional basis to replace him, in accordance with Article 16.III of the Company's articles of association:

- Mr. Claude Allary, born on January 17<sup>th</sup>, 1955 in Chambon-Feugerolle, of French nationality and residing at 3 rue Pelouze – 75008 Paris ;

Decide to ratify the appointment of Mr. Claude Allary and thus confirm his appointment as Director of the Company for a term of three (3) years, which will expire at the end of the Ordinary General Meeting called to approve the financial statements for the year ended December 31<sup>st</sup> 2023;

Decide to set, in accordance with article 20 of the Company's articles of association, the amount of Mr. Claude Allary's directors' fees at EUR 5,000 per Board of Directors; and

Acknowledge that Mr. Claude Allary has declared that (i) he accepts the duties entrusted to him, (ii) he does not hold any office and is not subject to any measure that could prohibit him from serving as a director of the Company and (iii) he complies with the legal provisions relating to the holding of multiple corporate offices.

**Twenty-sixth resolution**

*Powers to carry out formalities*

The Shareholders grant all powers to the bearer of copies or extracts of the minutes of this meeting, in order to carry out all formalities of publication and registration provided for by the legislation in force.