

**IMPLANET**

A corporation (*société anonyme*) with share capital of €2,031,435.50  
Registered office: Allée F. Magendie Technopole Bordeaux Montesquieu 33650 Martillac  
R.C.S. 493 845 341 Bordeaux

**NOTICE OF MEETING SERVING AS CONVENING NOTICE TO THE ORDINARY AND  
EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING**

The shareholders of IMPLANET are notified that a Combined General Shareholders' Meeting will be held **on June 11, 2019 at 2 p.m., at the company's registered office located at allée F. Magendie Technopole Bordeaux Montesquieu 33650 Martillac** and if there is no quorum, **on June 25, 2018 at 2 p.m. at the company's registered office located at allée F. Magendie Technopole Bordeaux Montesquieu 33650 Martillac**, to deliberate on the following agenda:

**AGENDA OF THE MEETING**

**Agenda within the scope of the ordinary General Shareholders' Meeting**

- Board of Directors' management report on corporate governance, and presentation of the annual financial statements for the fiscal year ended December 31, 2018;
- reports of the Statutory auditors on the separate financial statements for the year ended December 31, 2018 and on the agreements covered by Articles L. 225-38 et seq. of the French Commercial Code;
- approval of the annual financial statements for the year ended December 31, 2018;
- reading of the Group's management report and presentation by the Board of the consolidated financial statements for the year ended December 31, 2018;
- Statutory Auditors' report on the consolidated financial statements for the year ended December 31, 2018;
- approval of the consolidated financial statements for the year ended December 31, 2018;
- appropriation of income for the year ended December 31, 2018;
- allocation of the sums posted under "retained earnings" to "issue premium"
- review of the agreements covered by Article L. 225-38 et seq. of the French Commercial Code;
- renewing Mr. Jean-Gérard Galvez's term of office as Director;
- renewing Mr. Ludovic Lastennet's term of office as Director;
- renewing Mrs. Mary Shaughnessy's term of office as Director;
- renewing Ernst and Young's term of office as Statutory Auditors;
- authorization to be given to the Board of Directors in order to purchase the Company's own shares.

**Agenda within the scope of the extraordinary General Shareholders' Meeting**

- authorization to be given to the Board of Directors in order to reduce the share capital by canceling shares pursuant to the authorization granted to the Company to buy back its own shares;
- Capital reduction by a nominal amount of €1,625,148.40 in order to bring the capital down from €2,031,435.50 to €406,287.10, by reducing the nominal value of the shares from €0.05 to €0.01 and allocating said capital reduction to the "issue premium" account – correlative modification of Article 6 of the bylaws
- authorization to be given to the Board of Directors to grant Company share subscription and purchase options, in accordance with the provisions of Articles L. 225-177 et seq. of the French Commercial Code, entailing that the shareholders waive their preferential subscription right;
- authorization to be granted to the Board of Directors to grant free share allocations using existing or new shares, in accordance with the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code, entailing that the shareholders waive their preferential subscription right;
- delegation to be granted to the Board of Directors to issue and allocate, free of charge, founders' warrants with cancellation of shareholders' preferential subscription rights;
- delegation of powers to be granted to the Board of Directors to issue and allocate share subscription warrants with cancellation of shareholders' preferential subscription rights in favor of (i) members and observers of the Company's Board of Directors in office on the grant date of the warrants who do not have the status of employees or officers of the Company or one of its subsidiaries, (ii) persons linked by a service or consultancy contract to the Company, or (iii) members, who do not have the status of employees or officers of the Company or one of its subsidiaries, or of any committee that the Board of Directors has or would set up;
- setting of overall limits on the amount of issues that may be performed pursuant to the above-mentioned authorizations to grant options, free share allocations, founders' warrants and share subscription warrants;
- delegation of powers to be granted to the Board of Directors to increase the share capital by the issuance of shares and negotiable securities giving access to the Company's capital, with cancellation of shareholders' preferential subscription rights, in favor of those employees who are members of the group savings plan.

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**TEXT OF THE RESOLUTIONS**

**First resolution**

*Approval of the corporate financial statements for the fiscal year ended December 31, 2018*

The General Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary general shareholders' meetings,

having reviewed the Board of Directors' management report and the Statutory auditors' reports,

**approves** the corporate financial statements, as presented, for the fiscal year ended December 31, 2018 showing a loss of €6,166,480.59, as well as the operations reflected in these financial statements or summarized in these reports,

**records** that the financial statements show expenses and charges mentioned in Article 39-4 of the French General Tax Code in the amount of €54,682, **approves** them as well as the corresponding taxes.

### **Second resolution**

*Approval of the consolidated financial statements for the fiscal year ended December 31, 2018*

The General Shareholders' Meeting, ruling under the quorum and majority conditions required for ordinary general shareholders' meetings,

having reviewed the Group's management report for the fiscal year ended December 31, 2018 and on the consolidated financial statements of the said fiscal year, as well as the report of the statutory auditors on said accounts,

**approves** the consolidated financial statements, as presented, for the fiscal year ended December 31, 2018, showing a loss of €5,551,043, as well as the operations reflected in these financial statements and summarized in these reports.

### **Third resolution**

*Appropriation of income for the fiscal year ended December 31, 2018*

The General Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary general shareholders' meetings,

having reviewed the Board of Directors' management report,

recording that the losses for the fiscal year ended December 31, 2018 amount to €6,166,480.59 and that the "issue premium" account amounts to €18,748,894.06,

**resolves** to allocate said losses to "issue premium" account, which is thus brought to €12,582,413.47.

In accordance with the legal provisions, no dividends were distributed for the previous three fiscal years.

### **Fourth resolution**

*Allocation of the sums posted under "retained earnings" to "issue premium"*

The General Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary general shareholders' meetings,

having reviewed the Board of Directors' management report,

recording that the "retained earnings" account amounts to a debit of €8,582,148.79 as of December 31, 2018 and that the "issue premium" account amounts to €12,582,413.47 following the appropriation of income proposed in the third resolution above,

**resolves** to allocate the whole amount recorded in “retained earnings” to "issue premium" account, which is thus brought to €4,000,264.68.

**Fifth resolution**

*Analysis of the agreements set out in Articles L. 225-38 et seq. of the French Commercial Code*

The General Shareholders' Meeting, ruling under the quorum and majority conditions required for ordinary general shareholders' meetings and by Article L. 225-38 of the French Commercial Code,

having reviewed the Statutory auditors' special report on the conventions set out in Articles L. 225-38 et seq. of the French Commercial Code,

**records** that no new agreement was entered into during the past fiscal year.

**Sixth resolution**

*Renewing Mr. Jean-Gérard Galvez's term of office as Director*

The General Shareholders' Meeting, ruling under the quorum and majority conditions required for Ordinary General Shareholders' Meetings,

having reviewed the Board of Directors' report,

noting that Mr. Jean-Gérard Galvez's term of office as Director expires at the end of this General Shareholders' Meeting,

resolves to renew Mr. Jean-Gérard Galvez's term of office for a period of three (3) years, which expires at the end of the annual Ordinary General Shareholders' Meeting called to approve the financial statements for the fiscal year ended December 31, 2021.

Mr. Jean-Gérard Galvez has already accepted the renewal of her term of office.

**Seventh resolution**

*Renewing Mr. Ludovic Lastennet's term of office as Director*

The General Shareholders' Meeting, ruling under the quorum and majority conditions required for Ordinary General Shareholders' Meetings,

having reviewed the Board of Directors' report,

noting that Mr. Ludovic Lastennet's term of office as Director expires at the end of this General Shareholders' Meeting,

resolves to renew Mr. Ludovic Lastennet's term of office for a period of three (3) years, which expires at the end of the annual Ordinary General Shareholders' Meeting called to approve the financial statements for the fiscal year ended December 31, 2021.

Mr. Ludovic Lastennet has already accepted the renewal of her term of office.

**Eighth resolution**

*Renewing Mrs. Mary Shaughnessy's term of office as Director*

The General Shareholders' Meeting, ruling under the quorum and majority conditions required for Ordinary General Shareholders' Meetings,

having reviewed the Board of Directors' report,

noting that Mrs. Mary Shaughnessy's term of office as Director expires at the end of this General Shareholders' Meeting,

resolves to renew Mrs. Mary Shaughnessy's term of office for a period of three (3) years, which expires at the end of the annual Ordinary General Shareholders' Meeting called to approve the financial statements for the fiscal year ended December 31, 2021.

Mrs. Mary Shaughnessy has already accepted the renewal of her term of office.

**Ninth resolution**

*Renewing Ernst and Young's term of office as Statutory Auditors*

The General Shareholders' Meeting, ruling under the quorum and majority conditions required for Ordinary General Shareholders' Meetings,

having reviewed the Board of Directors' report,

noting that Statutory auditors' appointments and Deputy auditors' appointment expire at the end of this General Shareholders' Meeting,

**resolves** to renew Ernst & Young Audit's appointment as Statutory auditors, for a period of six (6) years, which expires at the end of the annual Ordinary General Shareholders' Meeting called to approve the financial statements for the fiscal year ended December 31, 2024,

**resolves** to not renew INKIPIO Audit's appointment as Statutory auditor and the second statutory auditor appointment being not mandatory,

**resolves** to not renew INKIPIO SAS and Auditex's appointment as deputy auditors, the appointment of a deputy auditors being not mandatory as long as the statutory auditor is not a physical person,

**Tenth resolution**

*Authorization to be given to the Board of Directors for the Company to buy its own shares*

The General Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary general shareholders' meetings,

having reviewed the Board of Directors' report,

**authorizes** the Board of Directors, with the right to sub-delegate as provided for by law and for a duration of eighteen (18) months as from the date hereof, to acquire Company shares pursuant to the conditions provided for in Articles L. 225-209 et seq. of the French Commercial Code,

**resolves** that the acquisition, sale or transfer of such shares may be carried out by any means, in one or more transactions, whether on the market or in private sales, including through block purchases, block sales, or tender offers, or through the use of options or derivatives, as permitted by the market authorities and in compliance with applicable regulations,

**resolves** that the authorization may be used for the following purposes:

- to provide liquidity to the Company's shares in connection with a liquidity contract to be entered into with an investment services provider in accordance with an ethics charter recognized by the French Financial Markets Authority (AMF);
- to honor obligations relating to share purchase options, free share allocations, employee savings plans or other share grants to officers and employees of the Company or its affiliates;
- to deliver shares upon the exercise of rights attached to securities giving access to the share capital;
- to purchase shares to be held and subsequently used in exchange or as payment in potential external growth transactions, in accordance with market practices authorized by the AMF;
- to cancel all or part of the shares thus repurchased;
- in a general way, to act in any aim that may become authorized by law or according to any market practice that may become authorized by market authorities, with the understanding that, in any such case, the Company would inform its shareholders accordingly through a notice,

**resolves** to set the maximum purchase price per share (excluding expenses and commissions) at 5 Euros, with an overall limit of €2,000,000, it being specified that this purchase price may be adjusted as necessary to take account of any transactions in the Company's capital (in particular in the event of an incorporation of reserves or free share allocation, or a stock split or reverse stock split) that may occur during the period covered by this authorization,

**specifies** that the maximum number of shares that may be purchased under this resolution may not at any time exceed 10% of the total number of shares, it being further specified that (i) when shares are acquired in order to provide liquidity for the Company's shares, the number of shares used for purposes of calculating this maximum shall be the number of shares bought minus the number of shares resold during the period covered by this authorization; and (ii) when shares are acquired to be held and delivered later in payment or exchange in connection with a merger, spinoff or contribution, the number of shares acquired may not exceed 5% of the total number of shares,

**grants** all powers to the Board of Directors, including the power to sub-delegate as provided for by law, for the purpose of giving any stock exchange orders, signing any sale or transfer agreements, entering into any agreements, liquidity contracts, or option agreements, and making any declarations and carrying out any necessary formalities.

This authorization terminates any prior authorization having the same purpose.

**Eleventh resolution**

*Authorization to be given to the Board of Directors in order to reduce the share capital by canceling shares in connection with the authorization granted to the Company to buy back its own shares*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

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

subject to the adoption of the Tenth resolution above,

**authorizes** the Board of Directors, in accordance with Article L. 225-209 of the French Commercial Code and for a period of the eighteen (18) months as from this meeting, to cancel all or some of the shares acquired by the Company in one or more transactions and up to a maximum of 10% of the share capital per twenty-four (24) month period, and to decrease the Company's share capital by the same amount, it being specified that this limit applies the share capital as adjusted, if applicable, to take into account any transactions that may affect it after the date of this meeting,

**resolves** that any excess of the purchase price for the shares over their par value shall be recorded in additional paid-in capital, merger capital or contribution capital, or in any other available reserve, including the legal reserve, provided that it does not fall below 10% of the Company's capital after the capital reduction,

**grants** all powers to the Board, including the power to sub-delegate, pursuant to the conditions provided for by law, for purposes of carrying out all acts, formalities or declarations to finalize the capital decreases that may be carried out under this authorization and to modify the Company's bylaws accordingly.

This authorization terminates any prior authorization having the same purpose.

**Twelfth resolution**

*Capital reduction by a nominal amount of €1,625,148.40 in order to bring the capital down from €2,031,435.50 to €406,287.10, by reducing the nominal value of the shares from €0.05 to €0.01 and allocating said capital reduction to the "issue premium" account – correlative modification of Article 6 of the bylaws*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

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

subject to the condition precedent of the absence of any opposition made within the statutory deadlines by the partnership's creditors prior to the filing date of the minutes of these decisions at the court registry or of the unconditional rejection of the objections by the commercial court,

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

after having recalled that the share capital amounts to €2,031,435.50 divided into 40,628,710 shares with a nominal value of €0.05 each and that the "issue premium" account amounts to €4,000,264.68 in case of adoption of Fourth resolution or to €12,582,413.47 in case of non-adoption of said resolution,

**resolves** to reduce the share capital by €1,625,148.40 to bring it down from €2,031,435.50 to €406,287.10, and allocate the amount of this capital reduction to the "issue premium" account which will thus increase from €4,000,264.68 to €5,625,413.08 in case of adoption of Fourth resolution or to €12,582,413.47 to €14,207,561.87 in case of non-adoption of said resolution, which may receive any allocation decided by the General Shareholders' Meeting,

**resolves** to carry out this capital reduction by reducing the nominal value of the shares making up the share capital from €0.05 to €0.01,

**notes** that as a result of this capital reduction, the share capital will be made up of 40,628,710 shares with a nominal value of €0.01 each,

**confers** upon the Board of Directors the broadest powers to:

- note the lifting of the aforementioned condition precedent;
- as a result, note the capital reduction;
- make the required changes to the bylaws; and
- in general, do all that proves necessary to ensure that the capital reduction takes place and is completed smoothly.

#### **Thirteenth resolution**

*Authorization to be given to the Board to grant subscription options or purchase options for shares of the Company*

The General Shareholders' Meeting, voting pursuant to the quorum and majority required for extraordinary shareholders' meetings,

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

**authorizes** the Board, within the framework of Articles L. 225-177 to L. 225-185 of the French Commercial Code, to grant, during the periods authorized by law, on one or more occasions, to the benefit of salaried employees and/or corporate officers (or of certain among them) of the Company and of the economic-interest companies and groupings connected to the Company within the terms defined in Article L. 225-180-I of said Code, options giving right to the subscription or purchase of ordinary shares, it being specified that:

- the number of options granted under this authorization shall not provide a right to purchase or subscribe for more than 500,000 shares of a nominal value of €0.01 each in case of adoption of twelfth resolution or €0.05 in case of non-adoption of said resolution;
- this number shall be deducted from the overall ceiling set out in the Seventeenth resolution hereunder; and
- the total number of shares which can be subscribed upon exercise of the subscription options allocated and not yet exercised can never be greater than one-third of the share capital,



**resolves** that, as long as the Company's shares are not admitted to trading on a regulated market, the purchase/subscription price per share shall be set by the Board of Directors on the date the option is granted, based on the closing share price on the Euronext Growth market in Paris on the date preceding that of the Board's decision to grant the options. However, the purchase/subscription price per share shall in no event be less than ninety five (95%) of the average share price over the twenty trading sessions preceding the date of the Board's decision to award the options, with the understanding that when an option allows its beneficiary to buy shares previously bought by the Company, its exercise price, without prejudice to the preceding clauses and in accordance with applicable legal provisions, may not be lower than 80% of the average price paid by the Company for all shares previously bought by the latter,

**resolves** that the present authorization shall be conferred for a duration of thirty-eight (38) months as from this day and shall terminate any prior authorization having the same purpose,

**resolves** that this authorization shall entail, to the benefit of the beneficiaries of the subscription options, an express waiver of the shareholders to their preferential subscription right for the shares which will be issued as the subscription options are exercised, and shall be implemented under the conditions and according to the terms provided by the law and regulations in force on the day of the allocation of the share subscription or purchase options as per the case,

**resolves** that the price set for the subscription or purchase of the shares to which the options give right cannot be modified during the term of the options, it being specified, however, that if the Company should complete one of the transactions referred to in Article L. 225-181 of the French Commercial Code, it must take the steps that are necessary for the protection of the interests of the option beneficiaries within the terms set forth in Article L. 228-99 of the French Commercial Code,

**resolves** that, in the event of the necessity of an adjustment as stipulated in Article L. 228-99 3° of the French Commercial Code, the adjustment would be made using the method laid down in Article R. 228-91 of the French Commercial Code, with the understanding that the value of the preferential subscription right, as well as the value of the share before detachment of the subscription right would, if required, be determined by the Board according to the share subscription/exchange/sale price defined for the last transaction involving the Company's share capital (capital increase, tendering of shares, sale of shares, etc.) during the six (6) months preceding said Board meeting, or, if no such transaction has taken place over that period, according to any other financial criterion deemed relevant by the Board (and subsequently validated by the Company's Statutory Auditors),

**resolves** that in the event of issuance of new equity securities or new securities giving access to capital and in the event of the Company merging or splitting, the Board of Directors may, if applicable, suspend the exercising of options,

**fixes** the term of validity of options at ten (10) years, as from the date of allocation of the said options, it being specified that this period may be shortened by the Board of Directors for the residents of a given country inasmuch as the law of the said country must be upheld,

**gives** all powers to the Board of Directors, within the limits set hereinabove, in order to:

- ascertain the identity of the beneficiaries of share subscription and purchase options together with the number of options to be allocated to each person;
- fix the purchase and/or subscription price of the shares to which options give entitlement within the limits of the above-mentioned texts, it being specified that the subscription price per share shall be higher than the share's face value;

- ensure that the number of share subscription options granted by the Board of Directors are fixed in such a way that the total number of share subscription options granted and not yet exercised does not entitle beneficiaries to subscribe to a number of shares exceeding one third of share capital;
- draw up the terms and conditions of the share subscription and purchase option plan and fix the conditions under which options will be granted, including specifically the time-frame for the exercising of the said options, which may vary according to bearers; it being specified that these conditions may comprise of clauses prohibiting the immediate resale of all or a part of the shares issued for the exercising of stock options within the limits of the law;
- proceed with the acquisition of Company shares should this be necessary for the disposal of any shares to which share purchase options give entitlement;
- accomplish either itself or through a proxy, all acts and formalities in order to make definite the increases in capital that may be carried out by virtue of the authorization that is the subject of the present delegation;
- charge, if deemed necessary, the costs of these increases in capital to the amount of premiums relating to these increases and deduct from this amount the sums needed to take the legal reserve to one-tenth of new capital after each increase;
- modify the bylaws accordingly and, in general, do all that proves necessary,

**resolves** that the Board of Directors shall, each year, inform the general shareholders' meeting of operations conducted under the present resolution.

#### **Fourteenth resolution**

*Authorization to be granted to the Board of Directors to grant free share allocations using existing or new shares, in accordance with the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code, entailing that the shareholders waive their preferential subscription right*

The General Shareholders' Meeting, voting pursuant to the quorum and majority required for extraordinary shareholders' meetings,

after having reviewed the Board of Director's report and the statutory auditors' report,

**authorizes** the Board of Directors to proceed with the allocation, in one or more installments, of free existing shares or shares to be issued by the Company to salaried members of Company personnel or certain categories thereof, and/or the Company's corporate officers, who meet the conditions set by article L. 225-197-1, II of the French Commercial Code, and for salaried members of personnel with companies or economic interest groups in which the Company might hold, directly or indirectly, at least 10% of capital or voting rights as at the date of allocation of the shares in question,

**Duly notes** that, should the Company's shares be traded on the Euronext regulated market, the Board of Directors will have to meet the conditions set by article L. 225-197-6 of the French Commercial Code to proceed with the allocation of free shares to the Company's corporate officers, who meet the conditions set by article L. 225-197-1, II of the French Commercial Code,

**resolves** to fix the total number of free shares that may be granted by the Board pursuant to this authorization at 1,000,000 shares with a nominal value of €0.01 each in case of adoption of twelfth resolution or €0.05 in case of non-adoption of said resolution, it being specified that the total number of free shares granted by the Board may never exceed the overall limit of 10% of the capital of the Company existing as on the date of the decision of their allocation and that this number will be charged against the overall ceiling set in the Seventeenth resolution below,

**resolves** that the allocation of shares to their beneficiaries shall be final, providing the conditions or criteria that may be set by the Board of Directors are fully met, after a period of at least 1 year (the "Period of Acquisition") and that the beneficiaries of these shares should, if applicable, retain them for a period fixed by the Board of Directors (the "Retention Period") which, together with that of the Period of Acquisition, which may not be less than two years,

**resolves**, notwithstanding the foregoing provisions, that shares will be definitively allocated before the end of the Acquisition Period in the event of invalidity befalling the Beneficiary coming within the second and third categories of invalidity as specified by article L. 341-4 of the Social Security Code,

**resolves** that the allocated shares shall be freely transferable in the event of a request for allocation filed by the heirs of a deceased Beneficiary or in cases of invalidity befalling the Beneficiary coming under the aforementioned categories of the Social Security Code,

**resolves** that the durations of the Period of Acquisition and the Retention Period will be fixed by the Board of Directors within the above-mentioned limits,

**duly notes** that in conformance with the provisions of article L. 225-197-1 of the French Commercial Code, when the allocation has a bearing on shares to be issued, the present authorization shall automatically entail, to the benefit of the beneficiaries of allocated free shares, the waiver by shareholders of their preferential subscription rights to newly issued shares, with the corresponding increase in capital being definitively achieved by the sole fact of the definitive allocation of shares to beneficiaries,

**duly notes** that the present decision entails, as and when necessary, the waiver by shareholders in favor of the beneficiaries of free shares, of the part of the reserves, profits or premiums which, if applicable, will serve in cases of an issue of new shares at the end of the Period of Acquisition, for whose realization all powers are delegated to the Board of Directors,

**delegates** to the Board of Directors all powers in order to:

- record the existence of sufficient reserves and, at each allocation, proceed with the payment to an unavailable reserve account of the sums needed for the release of new shares to be allocated;
- ascertain the identity of the beneficiaries of allocations together with the number of free shares likely to be allocated to each one of them;
- fix the conditions and, if applicable, the criteria for the allocation of these shares,

if applicable:

- resolve, when the time comes, the capital increase(s) corresponding to the issuance of any new allocated free shares;
- proceed, if applicable, with the acquisitions of shares needed for the repurchase of any existing freely allocated shares;

- take all effective measures to ensure respect for the mandatory retention demanded of beneficiaries;
- and, generally and within the framework of applicable legislation, do everything that proves necessary to implement the present authorization,

**Duly notes** that, within the limits which it has previously set, the Board of Directors will have the power to sub-delegate, pursuant to the conditions provided for under this resolution and under the applicable rules and law.

Resolves that each year the Board of Directors would report to the General Meeting on the allocations made within the scope of this resolution in conformance with the provisions of article L. 225-197-4 of the French Commercial Code,

**fixes** at thirty-eight (38) months, as from today the length of validity of the present delegation,

**specifies** as and when necessary that this authorization cancels the effects of any earlier authorization agreed with a view to allocating free shares in the Company.

#### **Fifteenth resolution**

*Delegation of authority to be granted to the Board of Directors to the effect of issuing and allocating free warrants for subscription to business creator shares to the Company's employees and managers*

The General Shareholders' Meeting, voting pursuant to the quorum and majority required for extraordinary shareholders' meetings,

after having reviewed the Board of Director's report and the statutory auditors' report,

**delegates** to the Board of Directors its authority to issue, free of charge, a maximum of 4,000,000 founders' warrants (**BSPCEs**), each warrant giving entitling the holder to subscribe to one ordinary share in the Company,

**resolves**, as a result, to cap the total number of shares that may be subscribed on exercise of the BSPCEs to 4,000,000 shares of a nominal value of €0.01 each in case of adoption of twelfth resolution or €0.05 in case of non-adoption of said resolution, with the understanding that this number shall be deducted from the overall ceiling set out in the seventeenth resolution hereunder,

**resolves** to cancel, for the BSPCEs, the preferential subscription right of shareholders, as said BSPCEs may only be awarded to the following category of beneficiaries: employees or corporate officers coming under the tax regime of Company employees (Chairman, Chief Executive Officer, Deputy Chief Executive Officer or member of the Board of Directors), or employees of a company of which the Company holds at least 75% of the share capital or voting rights, in office on the date of allocation of the BSPCEs or anyone eligible under the legal provisions applicable on the date of allocation of the BSPCE (the "**beneficiaries**"),

**resolves**, in conformance with the provisions of paragraph III of article 163 bis G of the General Tax Code, to delegate the decision to issue and allocate BSPCEs and the duty of fixing the list of Beneficiaries and the quotas of BSPCEs granted to each Beneficiary thus notified to the Board of Directors,

**authorizes**, accordingly and under the terms cited hereinbefore, the Board of Directors to proceed with the issuance and allocation of BSPCEs in one or more installments for all or a part of the Beneficiaries,

**resolves** to delegate to the Board of Directors the duty of fixing, for each Beneficiary, the terms of BSPCEs, including the time-frame for the exercising thereof, it being specified that the said BSPCEs shall be exercised by no later than ten (10) years from their date of issue and that BSPCEs not exercised within this period of ten (10) years shall automatically lapse,

**resolves** that this authorization shall expire and that the BSPCEs not yet awarded by the Board of Directors shall automatically lapse on the earliest of the following dates: (i) at the end of a period of 18 months as from this meeting, or (ii) on the date on which the conditions laid down in Article 163 bis G of the French General Tax Code cease to be met,

**resolves** that each BSPCE shall, under the conditions laid down in Article 163 bis G III of the French General Tax Code and the conditions defined hereunder, provide a right to subscribe to one ordinary share of a nominal value of €0.01 each in case of adoption of twelfth resolution or €0.05 in case of non-adoption of said resolution, at an exercise price determined by the Board at the time of the award of the BSPCEs, at least equal to the higher of the following two amounts:

- the weighted average share price over the 20 trading sessions preceding the date of allocation of said BSPCE by the Board;
- should one or more capital increase(s) be carried out less than six months before the Board decision to award the BSPCEs in question, the subscription price per ordinary Company share used in the most recent such capital increase appraised on the date of allocation of each BSPCE,

with the understanding that, to determine the subscription price of an ordinary share upon the exercise of a BSPCE, the Board shall not take account of capital increases resulting from the exercise of BSPCEs, share subscription warrants, share subscription options or free share allocations,

**resolves** that the ordinary shares thus subscribed shall be fully paid up at the time of their subscription by payment in cash, including by offsetting against certain, liquid and payable claims,

**resolves** that the new shares allocated to each Beneficiary on exercising of his or her BSPCEs shall be subject to all statutory provisions and bear rights on the first day of the fiscal year during which they are issued,

**resolves** that in conformance with article 163 bis G-II of the General Tax Code, BSPCEs will be non-transferable, will be issued in nominative form and will be registered in an account,

**resolves** to issue a maximum of 4,000,000 shares of a nominal value of €0.01 each in case of adoption of twelfth resolution or €0.05 in case of non-adoption of said resolution, in respect of the exercise of the BSPCEs issued,

**specifies** that pursuant to the provisions of Articles L. 228-91 and L. 225-132 of the French Commercial Code, the present decision shall entail, to the benefit of bearers of BSPCEs, the express waiver by shareholders of their preferential subscription rights for ordinary shares to which BSPCEs give entitlement,

**reiterates** that pursuant to article L. 228-98 of the French Commercial Code:

- in the event of a reduction in capital justified by losses and performed by a reduction in the number of shares, the rights of bearers of BSPCEs as to the number of shares to be received in the exercising of BSPCEs shall be reduced accordingly, as if the said bearers had been shareholders at the date of issue of BSPCEs;
- in the event of a reduction in capital justified by losses and performed by decreasing the face value of shares, the subscription price of shares to which BSPCEs give entitlement shall remain unchanged, with the issue premium being increased by the amount of the reduction in face value,

**resolves** additionally that:

- in the event of a reduction in capital not justified by losses by a reduction in the face value of shares, the subscription for shares to which BSPCEs give entitlement shall be reduced proportionally;
- in the event of a reduction in capital not justified by losses by a reduction in the number of shares, the bearers of BSPCEs, if they exercise their BSPCEs, can request the redemption of their shares under the same conditions as if they had been shareholders at the time when the Company purchased its own shares,

**resolves**, as provided for under article L. 228-98 of the French Commercial Code, that the Company is authorized to change its form and corporate purpose without seeking authorization to do so from bearers of BSPCEs,

**reiterates** that pursuant to the provisions of article L. 228-98 of the French Commercial Code, the Company may is authorized to change the rules of its profit sharing , to amortize its capital and to create preferential shares leading to any such change or any such amortization, subject to taking the necessary provisions to uphold the rights of the bearers of negotiable securities giving access to capital under the conditions specified by article L. 228-99 of the French Commercial Code,

**authorizes** the Company to impose upon the bearers of BSPCEs the buy-back or the reimbursement of their rights as provided for under article L. 228-102 of the French Commercial Code,

**resolves**, should it be necessary to proceed with the adjustment provided for by article L. 228-99 3° of the French Commercial Code, that the said adjustment would be carried out by applying the method stated under article R. 228-91 of the French Commercial Code, it being specified that the value of the preferential subscription right and the share value prior to the detachment of the subscription right would, if need be, be set by the Board of Directors in accordance with the subscription, exchange or selling price per share used at the last transaction made on the Company's capital (increase in capital, transfer of securities, sale of shares, etc.) during the course of the six (6) months preceding the meeting of said Board of Directors, or if such a transaction did not take place over the course of such period, according to any other financial parameter which would appear relevant to the Board of Directors (and which will be validated by the Company's statutory auditors),

**resolves** to give all powers to the Board of Directors to implement the present resolution, and specifically in order to:

- issue and allocate BSCPES and draw up the conditions of exercising and the definitive terms and conditions of BSCPES, including the time-frame for the same in conformance with the provisions of the present resolution and within the limits set thereby;

- record the number of ordinary shares issued further to the exercising of BSPCEs, proceed with the formalities further to corresponding increases in capital and make the correlative changes to bylaws;
- take any step to ensure the protection of bearers of BSPCEs in the event of a financial transaction of concern to the Company, in conformance with applicable legal and regulatory provisions;
- and, in general, take any measure and proceed with any formality of use to the present issuance.

This delegation puts an end to any earlier delegation made in order to issue BSPCEs.

### **Sixteenth resolution**

*Delegation of authority to be granted to the Board of Directors in order to issue and allocate share subscription warrants for the benefit of (i) members and observers of the Board of Directors of the Company holding their position as at the date of allocation of the warrants, who are not salaried personnel or executives of the Company or of any one of its subsidiaries, (ii) persons linked to the Company by a services or counseling agreement, or (iii) members of any committee that the Board of Directors has or may wish to set up and who are not salaried personnel or executives of the Company or any one of its subsidiaries.*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

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

**delegates** to the Board the authority to allocate a maximum of 2,000,000 share subscription warrants (**BSAs**), each such BSA entitling its holder to subscribe to one ordinary share,

**resolves**, as a result, to cap the number of shares that may be subscribed upon exercise of the BSAs to 2,000,000 shares of a nominal value of €0.01 each in case of adoption of twelfth resolution or €0.05 in case of non-adoption of said resolution, with the understanding that this number shall be deducted from the overall ceiling set out in the Seventeenth resolution hereunder,

**resolves** that the BSA issue price shall be determined by the Board of Directors on the date of issue of said BSA according to its characteristics, and shall be at least equal to 5% of the weighted average share price over the last five (5) trading sessions on the Euronext Growth market in Paris preceding the date of allocation of said BSA by the Board,

**resolves** to cancel, for such BSAs, the preferential subscription right of shareholders, as said BSAs may only be allocated to the following category of beneficiaries: (i) members and non-voting members of the Company's Board of Directors in office on the BSA allocation date, who are not employees or executives of the Company or one of its subsidiaries, (ii) persons who have entered into a services or consultancy agreement with the Company, or (iii) members of any committee that might be set up by the Board of Directors, who are not employees or executives of the Company or any of its subsidiaries (the "**Beneficiaries**"),

**resolves**, in conformance with the provisions of Article L. 225-138-I of the French Commercial Code, to delegate to the Board of Directors the duty of fixing the list of Beneficiaries and the quota of BSA warrants allocated to each Beneficiary thus assigned,

**authorizes** accordingly the Board of Directors, within the foregoing limit, to proceed with the issuance and allocation of BSA warrants in one or more installments for each Beneficiary,

**resolves** to delegate to the Board of Directors for each Beneficiary the conditions and terms for the exercising of BSA warrants and, in particular, the issue price of these warrants, the subscription price (including issue premium) of the share that the BSA warrants shall confer a right to (the "Exercise Price") as set by the Board of Directors under the conditions specified below, and the time-frame to exercise these BSA warrants, it being specified that the said BSA warrants must be exercised within ten (10) years at the latest of their issuance and that any BSA warrants not exercised upon the expiry of the said period of ten (10) years will be duly deemed lapsed,

**resolves** that each BSA warrant will, under the conditions specified hereinunder, enable the holder to subscribe to an ordinary share with a nominal value of €0.01 each in case of adoption of twelfth resolution or €0.05 in case of non-adoption of said resolution, at an exercise price set by the Board of Directors at the time of allocation of the BSA warrants, which shall be at least equal to the weighted average of prices recorded over the last 20 stock market sessions preceding the date of the Board of Directors' decision to allocate BSA warrants,

**resolves** that the ordinary shares thus subscribed shall be fully paid up at the time of their subscription either by payment in cash, or by offsetting against liquid and payable claims,

**resolves** that the new shares given to each Beneficiary on exercising his or her BSA warrants shall be subject to all statutory provisions and bear rights on the first day of the fiscal year during which they are issued,

**resolves** that warrants shall be transferable. They will be issued in nominative form and be registered in an account,

**resolves** to issue a maximum of 2,000,000 shares of a nominal value of €0.01 each in case of adoption of twelfth resolution or €0.05 in case of non-adoption of said resolution, in respect of the exercise of the BSAs issued,

**specifies** that, pursuant to the provisions of Articles L. 228-91 and L. 225-132 of the French Commercial Code, this decision entails, in favor of BSA holders, the shareholders' waiver of their preferential subscription right to the ordinary shares to which the BSAs carry entitlement,

**reiterates** that pursuant to article L. 228-98 of the French Commercial Code:

- in the event of a reduction in capital justified by losses and performed by reducing the number of shares, the rights of bearers of BSA warrants as to the number of shares to be received when exercising of the same shall be reduced accordingly, as if the said bearers had been shareholders at the date of issue of the BSA warrants;
- in the event of a reduction in capital justified by losses and performed by decreasing the face value of shares, the subscription price of shares to which BSA warrants give entitlement shall remain unchanged, with the issue premium being increased by the amount of the reduction in face value,
- 

**resolves** additionally that:

- in the event of a reduction in capital not justified by losses by a reduction in the face value of shares, the subscription for shares to which BSA warrants give entitlement shall be reduced proportionally;



- in the event of a reduction in capital not justified by losses by a reduction in the number of shares, the bearers of BSA warrants, if exercising the said warrants, may request the redemption of their shares under the same conditions as if they had been shareholders at the time when the Company purchased its own shares,

**resolves**, as provided for under Article L. 228-98 of the French Commercial Code, that the Company is authorized to change its form and corporate purpose without seeking authorization to do so from bearers of BSA warrants,

**reiterates** that pursuant to the provisions of article L. 228-98 of the French Commercial Code, the Company may neither change the rules of its profit sharing nor amortize its capital nor create preferential shares leading to any such change or any such amortization unless authorized to do so by the contract of issue or under the conditions specified by article L. 228-103 of the French Commercial Code, and subject to taking the necessary provisions to uphold the rights of the bearers of negotiable securities giving access to capital under the conditions specified by article L. 228-99 of the French Commercial Code,

**authorizes** the Company to impose upon BSA holders the repurchase or redemption of their rights as laid down in Article L. 228-102 of the French Commercial Code,

**resolves** that, in the event of the necessity of an adjustment as stipulated in Article L. 228-99 3° of the French Commercial Code, the adjustment would be made using the method laid down in Article R. 228-91 of the French Commercial Code, with the understanding that the value of the preferential subscription right, as well as the value of the share before detachment of the subscription right would, if required, be determined by the Board according to the share subscription/exchange/sale price defined for the last transaction involving the Company's share capital (capital increase, tendering of shares, sale of shares, etc.) during the six (6) months preceding said Board meeting, or, if no such transaction has taken place over that period, according to any other financial criterion deemed relevant by the Board (and subsequently validated by the Company's Statutory Auditors),

**resolves** to give all powers to the Board of Directors to implement the present delegation in order to:

- issue and allocate BSA warrants and establish the subscription price, the conditions of exercise and the definitive terms and conditions of BSA warrants in conformance with the provisions of the present resolution and within the limits fixed herein;
- ascertain the identity of the Beneficiaries of BSA warrants together with the number of BSA warrants to be allocated to each person;
- fix the price of the share that may be subscribed in the exercising of a BSA warrant under the above-mentioned conditions;
- state the number of ordinary shares issued further to the exercising of BSA warrants, proceed with the formalities further to corresponding increases in capital and make the corresponding changes to the bylaws;
- take any step to ensure the protection of bearers of BSA warrants in the event of a financial transaction of concern to the Company, in compliance with applicable legal and regulatory provisions;
- and, in general, take any measure and proceed with any formality of use to the present issuance,

**resolves** that the present delegation has been granted for a period of eighteen (18) months as from today and cancels any earlier delegation of the same purpose.

**Seventeenth resolution**

*Overall limitation of the amount of the issues carried out under the Thirteenth to Sixteenth resolutions above*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

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

**resolves** that the sum of (i) the shares that may be issued or purchased upon exercise of the share subscription or purchase options that may be awarded under the Thirteenth resolution above, (ii) the free shares allocations under the Fourteenth resolution above (iii) the shares that may be issued upon exercise of the founders' warrants that may be awarded under the Fifteenth resolution above and (iv) the shares that may be issued upon exercise of the share subscription warrants that may be awarded under the Sixteenth resolution above may not exceed 5,000,000 shares of a nominal value of €0.01 each in case of adoption of twelfth resolution or €0.05 in case of non-adoption of said resolution, to which will be added the number of shares to be issued to preserve the rights of holders of negotiable securities and other rights giving access to shares.

**Eighteenth resolution**

*Delegation to be granted to the Board of Directors to increase company capital through the issuance of shares and marketable securities giving access to the Company's share capital for the benefit of a corporate savings scheme*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

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

in accordance, in particular, on the one hand with the provisions of Articles L. 225-129 et seq. and L. 225-138-1 of the French Commercial Code, and on the other hand, with the provisions of Articles L. 3332-1 et seq. of the French Labor Code,

**delegates** to the Board of Directors the power to decide to issue, in one or more issuances, in the proportions and at the times which it deems fit, ordinary shares or negotiable securities giving access by any means, immediately and/or at a future date, to ordinary shares of the Company reserved for subscribers to the Company's savings plan and, if applicable, a savings plan of French and foreign companies, bound to it under the conditions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code (the "Group"),

**resolves** that the total nominal amount of capital increases liable to be carried out pursuant to this resolution may not be greater than €61,000, the maximum amount to which shall be added, if applicable, the additional amount of shares to be issued in order to protect, in conformance with legal or regulatory provisions, and, if relevant, applicable contractual terms, the rights of the bearers of the negotiable securities giving access to shares,

**resolves** that the total nominal amount of the issues of negotiable debt securities giving access to equity capital that may be carried out shall not exceed €1,000,000 (or its counter-value in the event of an issue in another currency),

**resolves** that, the issue price of the shares or new negotiable securities giving access to the capital shall be determined by the Board of Directors under the conditions set forth in Article L. 3332-20 of the French Labor Code and may not be greater than the selling price thus determined nor lower by more than 20% of this one or 30% when the duration of unavailability set forth lock-in period under the application of Articles L. 3332-25 and L. 3332-26 of the French Commercial Code is greater than or equal to ten years,

**resolves** to cancel, in favor of subscribers to a company savings plan, the preferential subscription right for shareholders to shares or negotiable securities giving access by any means, immediately and/or at a future date, to ordinary shares, to be issued,

**resolves** that the Board of Directors shall have all powers to implement this delegation of power, with an option of sub-delegation under the conditions set forth by law and under the aforementioned conditions, specifically in order to:

- resolve that subscriptions may be made directly or through company investment funds or other structures or entities so permitted by the applicable legal or regulatory provisions;
- set the dates, conditions and terms of the issuances carried out by virtue of this resolution and, in particular, to set the opening and closing subscription dates, the dividend eligibility dates, the terms for paying up the shares and other negotiable securities giving access to the Company's capital, to grant the time frames for paying up shares and, if applicable, other negotiable securities giving access to the Company's capital;
- request the admission on a stock exchange of the securities created, to record the capital increases up to the amount of the shares which will be actually subscribed and to make all corresponding modifications to the bylaws, to accomplish, directly or by proxy, all operations and formalities associated with increases in the share capital and to charge, if applicable, the costs of corporate capital increases on the amount of the related premiums and deduct from such amount the amounts necessary to bring the legal reserve up to one-tenth of the new share capital after each increase,

**sets** at eighteen (18) months, from the date of this General Shareholders' Meeting, the validity period for the delegation of power that is the purpose of this resolution.

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#### **I. Preliminary formalities to accomplish in order to take part in the General Meeting**

Shareholders may take part in this Meeting regardless of the number of shares they own:

- either by attending in person,
- either by voting by post
- either by providing a proxy to any person of their choice,
- or by providing a proxy to the Chairman of the General meeting.

In accordance with the provision of article R. 225-85 of the French Commercial Code, the shareholders shall be able to justify their status by registering the securities in the name of the shareholder or the intermediary registered on her behalf pursuant to Article L. 228-1 of the French Commercial Code, on the second business day preceding the meeting, i.e. on **June 07, 2019** at zero hours, Paris time, either in the registered share account held by the Company, or in the bearer share accounts held by the authorized intermediary.

The registration of shares in the bearer share accounts held by the authorized intermediary must be evidenced by a participation certificate issued by said intermediary, (or electronically, if appropriate) and attached to the proxy or postal voting form, or even, in the request for admission card drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary. A certificate is also issued to those shareholders who wish to attend the Meeting but who have not received an admission card by **June 07, 2019**.

The shareholder will be freely able to sell some or all of his shares:

- The vote by post, the proxy or the admission card will be cancelled or modified accordingly, should this sale performed before **June 07, 2019** at zero hours,
- The sale will not be notified to the authorized intermediary or to the Company, should this sale performed after **June 07, 2019** at zero hours.

## **II. How to participate in the General Meeting**

### *A – Shareholders who wish to attend the General Meeting in person*

Shareholders wishing to attend the General Meeting in person must request an admission card as follows:

#### *1. – Admission card request by post*

- Registered shareholders:

The unique form, appended to the notice of meeting received by post, must be duly completed to precise his willingness to participate to the General Meeting and to obtain a admission card and signed, then must be sent to CACEIS Corporate Trust – Service Assemblées Générales Centralisées - 14, rue Rouget de Lisle – 92862 ISSY-LES-MOULINEAUX Cedex 9 (“CACEIS Corporate Trust”).

- Bearer shareholders:

If unable to attend a meeting in person, shareholders may choose one of the following three options:

- 1) send a proxy to the Company without indicating any representative;
- 2) give proxy to another shareholder, to their spouse or to their legally-recognized civil partner;
- 3) vote by correspondence.

In accordance with the provisions of Article R. 225-79 of the French Commercial Code, the notification of the appointment or dismissal of a representative may also be sent electronically, as follows:

- for registered shareholders by sending an e-mail bearing an electronic signature, resulting from a reliable identification process guaranteeing its link with the postal voting form, to the following email address [ct-mandataires-assemblees@caceis.com](mailto:ct-mandataires-assemblees@caceis.com) including their last name, first name, address and their CACEIS Corporate Trust identifier for registered shareholders (information available at the top left of their securities account statement) or their identifier with their financial intermediary for registered shareholders, as well as the last and first names of the appointed or dismissed representative;

- for bearer shareholders by sending an e-mail bearing an electronic signature, resulting from a reliable identification process guaranteeing its link with the postal voting form, to the following email address [ct-mandataires-assemblees@caceis.com](mailto:ct-mandataires-assemblees@caceis.com) including their last name, first name, address and complete bank references the last and first names of the appointed or dismissed representative, and then urging their financial intermediary who manages their securities account to send a written confirmation (by mail) to **CACEIS Corporate Trust – Service Assemblées Générales Centralisées - 14, rue Rouget de Lisle – 92862 ISSY-LES-MOULINEAUX Cedex 9** (or by fax to 01.49.08.05.82).

Only the notifications of appointment or revocation of mandates duly signed, completed and received no later than three days before the date of the General Shareholders' Meeting or within the time limits stipulated in Article R. 225-80 of the French Commercial Code, may be taken into account. Furthermore, only notifications of designation or revocation of mandates may be sent to the aforementioned electronic address, any other request or

notification relating to other topics may not be taken into account and/or dealt with.

A shareholder who has already voted by post, sent a power of attorney or asked for his admission card or a participation certificate may at any time transfer all or part of his shares. However, if such transfer of ownership occurs before the second business day preceding the Meeting, i.e. May 16, 2018 at zero hours (Paris time), the Company will accordingly invalidate or amend, as appropriate, the postal vote, proxy, admission card or participation certificate. To this end, the authorized intermediary holding the account shall notify the Company or its agent of the transfer of ownership and provide with the required information.

Postal or proxy voting forms are sent automatically to shareholders registered in a pure or administered registered account by postal mail.

In accordance with law, all the documents that are to be communicated at this General Shareholders' Meeting will be made available to the shareholders within the allotted legal time frame, at the Company's registered office IMPLANET and on the Company's website <http://www.implanet.com> or sent upon simple request sent to CACEIS Corporate Trust.

For owners of bearer shares, proxy and postal voting forms will be sent to them upon receipt of request by registered letter with advice of receipt by CACEIS Corporate Trust – Service Assemblées Générales Centralisées – 14, rue Rouget de Lisle – 92862 ISSY-LES-MOULINEAUX Cedex 9 no later than six days before the date of the Meeting.

To be recognized, the completed and signed postal voting form must be received at CACEIS Corporate Trust – Service Assemblées Générales Centralisées – 14, rue Rouget de Lisle – 92862 ISSY-LES-MOULINEAUX Cedex 9 no later than three days before the meeting is held.

If the shareholder has already voted by post, sent a power of attorney or asked for his admission card or a participation certificate, he may no longer choose any other mode of participation in the meeting, unless the bylaws provide otherwise.

Shareholders may submit written questions to the company in accordance with Articles L. 225-108 and R. 225-84 of the French Commercial Code. These questions must be sent to the Company's registered office by registered letter with advice of receipt no later than the fourth working day preceding the date of the General Shareholders' Meeting. They must be accompanied by a certificate of entry in the ledger.

**THE BOARD OF DIRECTORS**

**IMPLANET**

A corporation (*société anonyme*) with share capital of €1,413,718.95  
Registered office: allée F. Magendie Technopole Bordeaux Montesquieu 33650 Martillac, France  
Bordeaux Trade & Companies Register 493 845 341

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**TEXT OF THE RESOLUTIONS**

**First resolution**

*Approval of the corporate financial statements for the fiscal year ended December 31, 2017*

The General Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary general shareholders' meetings,

having reviewed the Board of Directors' management report and the Statutory auditors' reports,

**approves** the corporate financial statements, as presented, for the fiscal year ended December 31, 2017 showing a loss of €5,382,187.45, as well as the operations reflected in these financial statements or summarized in these reports,

**records** that the financial statements show expenses and charges mentioned in Article 39-4 of the French General Tax Code in the amount of €44,833, **approves** them as well as the corresponding taxes.

**Second resolution**

*Approval of the consolidated financial statements for the fiscal year ended December 31, 2017*

The General Shareholders' Meeting, ruling under the quorum and majority conditions required for ordinary general shareholders' meetings,

having reviewed the Group's management report for the fiscal year ended December 31, 2017 and on the consolidated financial statements of the said fiscal year, as well as the report of the statutory auditors on said accounts,

**approves** the consolidated financial statements, as presented, for the fiscal year ended December 31, 2017, showing a loss of €6,611,898, as well as the operations reflected in these financial statements and summarized in these reports.

**Third resolution**

*Appropriation of income for the fiscal year ended December 31, 2017*

The General Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary general shareholders' meetings,

having reviewed the Board of Directors' management report,

recording that the losses for the fiscal year ended December 31, 2017 amount to €5,382,187.45,

**resolves** to allocate said losses to "retained losses", bringing accumulated losses to €8,582,148.79.

In accordance with the legal provisions, no dividends were distributed for the previous three fiscal years.

**Fourth resolution**

*Analysis of the agreements set out in Articles L. 225-38 et seq. of the French Commercial Code*

The General Shareholders' Meeting, ruling under the quorum and majority conditions required for ordinary general shareholders' meetings and by Article L. 225-38 of the French Commercial Code,

having reviewed the Statutory auditors' special report on the conventions set out in Articles L. 225-38 et seq. of the French Commercial Code,

**records** that no new agreement was entered into during the past fiscal year.

**Fifth resolution**

*Approval of the 2018 share subscription and purchase option plan adopted by the Board of Directors at its meeting of January 23, 2018*

The General Shareholders' Meeting, ruling under the quorum and majority conditions required for ordinary general shareholders' meetings,

having reviewed the Board of Directors' report,

**approves** the 2018 share subscription and purchase option plan adopted by the Board of Directors at its meeting of January 23, 2018.

**Sixth resolution**

*Authorization to be given to the Board of Directors for the Company to buy its own shares*

The General Shareholders' Meeting, voting pursuant to the quorum and majority required for ordinary general shareholders' meetings,

having reviewed the Board of Directors' report,



**authorizes** the Board of Directors, with the right to sub-delegate as provided for by law and for a duration of eighteen (18) months as from the date hereof, to acquire Company shares pursuant to the conditions provided for in Articles L. 225-209 et seq. of the French Commercial Code,

**resolves** that the acquisition, sale or transfer of such shares may be carried out by any means, in one or more transactions, whether on the market or in private sales, including through block purchases, block sales, or tender offers, or through the use of options or derivatives, as permitted by the market authorities and in compliance with applicable regulations,

**resolves** that the authorization may be used for the following purposes:

- to provide liquidity to the Company's shares in connection with a liquidity contract to be entered into with an investment services provider in accordance with an ethics charter recognized by the French Financial Markets Authority (AMF);
- to honor obligations relating to share purchase options, free share allocations, employee savings plans or other share grants to officers and employees of the Company or its affiliates;
- to deliver shares upon the exercise of rights attached to securities giving access to the share capital;
- to purchase shares to be held and subsequently used in exchange or as payment in potential external growth transactions, in accordance with market practices authorized by the AMF;
- to cancel all or part of the shares thus repurchased, subject to the adoption of the Seventh resolution hereunder and in accordance with its terms;
- in a general way, to act in any aim that may become authorized by law or according to any market practice that may become authorized by market authorities, with the understanding that, in any such case, the Company would inform its shareholders accordingly through a notice,

**resolves** to set the maximum purchase price per share (excluding expenses and commissions) at 5 Euros, with an overall limit of €2,000,000, it being specified that this purchase price may be adjusted as necessary to take account of any transactions in the Company's capital (in particular in the event of an incorporation of reserves or free share allocation, or a stock split or reverse stock split) that may occur during the period covered by this authorization,

**specifies** that the maximum number of shares that may be purchased under this resolution may not at any time exceed 10% of the total number of shares, it being further specified that (i) when shares are acquired in order to provide liquidity for the Company's shares, the number of shares used for purposes of calculating this maximum shall be the number of shares bought minus the number of shares resold during the period covered by this authorization; and (ii) when shares are acquired to be held and delivered later in payment or exchange in connection with a merger, spinoff or contribution, the number of shares acquired may not exceed 5% of the total number of shares,

**grants** all powers to the Board of Directors, including the power to sub-delegate as provided for by law, for the purpose of giving any stock exchange orders, signing any sale or transfer agreements, entering into any agreements, liquidity contracts, or option agreements, and making any declarations and carrying out any necessary formalities.

This authorization terminates any prior authorization having the same purpose.

**Seventh resolution**

*Authorization to be given to the Board of Directors in order to reduce the share capital by canceling shares in connection with the authorization granted to the Company to buy back its own shares*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

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

subject to the adoption of the Sixth resolution above,

**authorizes** the Board of Directors, in accordance with Article L. 225-209 of the French Commercial Code and for a period of the eighteen (18) months as from this meeting, to cancel all or some of the shares acquired by the Company in one or more transactions and up to a maximum of 10% of the share capital per twenty-four (24) month period, and to decrease the Company's share capital by the same amount, it being specified that this limit applies the share capital as adjusted, if applicable, to take into account any transactions that may affect it after the date of this meeting,

**resolves** that any excess of the purchase price for the shares over their par value shall be recorded in additional paid-in capital, merger capital or contribution capital, or in any other available reserve, including the legal reserve, provided that it does not fall below 10% of the Company's capital after the capital reduction,

**grants** all powers to the Board, including the power to sub-delegate, pursuant to the conditions provided for by law, for purposes of carrying out all acts, formalities or declarations to finalize the capital decreases that may be carried out under this authorization and to modify the Company's bylaws accordingly.

This authorization terminates any prior authorization having the same purpose.

**Eighth resolution**

*Modification of the age limit applicable to the Chairman of the Board of Directors, increasing it from 65 to 70 years – consequent modification of Article 11.2 of the Bylaws,*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

having reviewed the Board of Directors' report,

**resolves** to increase the age limit applicable to the Chairman of the Board of Directors to 70 years,

**resolves** to consequently amend the third paragraph of Article 11.2 of the bylaws ("Chairmanship") as follows:

*The Chairman of the Board may not be older than 70. If the Chairman reaches this age limit during his/her term of office, he/she shall automatically be deemed to have resigned. However, his/her office shall be extended until the earliest Board meeting thereafter, during which his/her successor shall be appointed. Subject to this provision, the Chairman may be re-appointed for an unlimited number of terms".*

**Ninth resolution**

*Delegation of authority granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or any negotiable securities, with shareholders' preferential subscription rights maintained*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

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

in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and in particular Articles L. 225-129 to L. 225-129-6, L. 225-132, L. 225-133, L. 225-134, L. 228-91, L. 228-92 and L. 228-93,

**delegates** to the Board of Directors, with the option to delegate and subdelegate in accordance with applicable legal requirements, its power to decide on one or more capital increases, in the proportions and at the times it sees fit, through the issuance, in France or abroad, of ordinary Company shares or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or negotiable securities (including any debt securities) giving access to Company shares or to the shares of any company holding directly or indirectly more than half of the Company's share capital or of which the Company directly or indirectly owns more than half of the share capital, with the understanding that said securities may be issued in euros, in foreign currencies or in any monetary unit established with reference to several currencies, as decided by the Board of Directors, and paid up in cash, including by offsetting receivables,

**resolves** that the negotiable securities thus issued may consist of debt securities, be associated with the issuance of such securities, or permit the issuance thereof as intermediate securities,

**resolves** that the shareholders have, proportionally to the amount of their shares, a preferential subscription right for ordinary shares or negotiable securities that will be, if applicable, issued under this delegation of authority,

**grants** the Board of Directors the power to give the shareholders the right to subscribe for excess shares in a greater amount than they would be able to subscribe as of right, proportionately to the rights that they hold and, in any event, up to the maximum they request,

**resolves** to set at €1,047,505.10 (or the exchange value in the event of an issuance in another currency) the maximum par value of the capital increases that may be performed, immediately or in the future, under this resolution, it being specified that:

- the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation shall be deducted from the overall ceiling set in the Sixteenth resolution hereunder;
- to this ceiling there shall be added, if applicable, the par amount of the shares which may be issued, in order to preserve, pursuant to the law and, as may be the case, applicable contractual stipulations, the rights of the bearers of the negotiable securities giving access to the share capital,

**resolves** to set at €20,000,000 (or the exchange value in the event of an issuance in another currency) the maximum par amount of the debt securities that may be issued under this delegation of power, it being specified that:

- such amount shall be increased, if applicable, by any redemption premium above par;
- this amount shall be deducted from the overall ceiling set out in the Sixteenth resolution hereunder;
- such ceiling shall not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 para. 3 of the French Commercial Code, the issuance whereof would be decided by the Board of Directors under the conditions stipulated by Article L. 228-40 of the French Commercial Code, or under the other cases, and under the conditions set out by the Company pursuant to the provisions of Article L. 228-36-A of the French Commercial Code,

**resolves** that, if the subscriptions do not absorb such an issuance in its entirety, the Board of Directors may use one of the following options as it deems fit:

- limit the issuance to the amount of subscriptions, provided that the latter is at least three-quarters of the issuance initially decided;
- freely distribute all or part of the non-subscribed shares issued between the persons of its choice; and
- offer to the public, on the French or international market, all or part of the non-subscribed shares issued,

**resolves** that share subscription warrants of the Company may be issued by subscription offer, but also by free allocation to the owners of existing shares,

**resolves** that in the case of free allocation of subscription warrants, the Board shall have the right to decide that the allocation rights forming odd lots shall not be negotiable, and that the corresponding securities shall be sold,

**takes note**, as necessary, that this delegation of power shall automatically entail, in favor of the bearers of the negotiable securities which, if applicable, are issued under this delegation of power, the express waiver by the shareholders of their preferential subscription right for the shares to which such negotiable securities give entitlement to,

**specifies** that the delegation of power so conferred upon the Board of Directors shall be valid for a period of twenty-six (26) months as from the date of this general shareholders' meeting, and shall terminate any prior delegation of power having the same purpose,

**resolves** that the Board of Directors shall have all powers, with an option of sub delegation within the terms stipulated by law, in order to implement, according to terms set by law and by the bylaws, this delegation of power, particularly for the following purpose:

- to set the dates and the terms and conditions of any issuance, as well as the forms and characteristics of the shares or negotiable securities giving access to the share capital to be issued, with or without a premium;
- to set the amounts to be issued, the dividend eligibility date, which may be retroactive, of the shares or negotiable securities giving access to the capital to be issued, the paying up method, and, if applicable, the modalities for exercising the rights of exchange, conversion, reimbursement or distribution in any other manner of equity securities or securities giving access to the share capital;
- to make any adjustments required in accordance with legal or regulatory provisions and, as the case may be, applicable contractual terms, to protect the rights of the bearers of negotiable securities and other rights giving access to the share capital of the Company; and

- to suspend, if applicable, the exercise of the rights attached to these negotiable securities for a maximum of three months,

**resolves** that the Board of Directors may:

- upon its sole initiative, and as and when it deems appropriate, to charge the expenses, duties and fees brought about by the capital increases completed under the delegation of powers specified in the present resolution, against the amount of the premiums pertaining to such transactions, and to deduct from the amount of such premiums the sums necessary to bring the legal reserve to one-tenth of the new share capital amount, after each transaction;
- to take all required decisions for the admission of said shares and negotiable securities to trading on the Euronext Growth market in Paris and, in a general way;
- to take any measures, enter into any agreement, and perform any formalities necessary for the successful conclusion of the proposed issue, as well as in order to render the resulting capital increase definitive, and to make corresponding modifications to the bylaws.

### **Tenth resolution**

*Delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or any negotiable securities, with cancellation of shareholders' preferential subscription rights, and through public offering*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

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

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

**delegates** to the Board of Directors, with the option to delegate and subdelegate in accordance with applicable legal requirements, its power to decide on the issue, by public offering, through one or more issuances, in the proportions and at the times it deems fit, in France or abroad, of ordinary Company shares or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or negotiable securities (including any debt securities) giving access to Company shares or to the shares of any company holding directly or indirectly more than half of the Company's share capital or of which the Company directly or indirectly owns more than half of the share capital, with the understanding that said securities may be issued in euros, in foreign currencies or in any monetary unit established with reference to several currencies, as decided by the Board of Directors, and paid up in cash, including by offsetting receivables,

**resolves** that the negotiable securities thus issued may consist of debt securities, be associated with the issuance of such securities, or permit the issuance thereof as intermediate securities,

**resolves** to cancel the preferential subscription right of the shareholders on the ordinary shares or negotiable securities issued pursuant to this delegation of power,

**takes note**, as necessary, that this delegation of power shall automatically entail, in favor of the bearers of the negotiable securities which, if applicable, are issued under this delegation of power, the express waiver by the shareholders of their preferential subscription right for the shares to which such negotiable securities give entitlement to,

**resolves** to set at €698,336.75 (or the exchange value in the event of an issuance in another currency) the maximum par value of the capital increases that may be performed, immediately or in the future, under this resolution, it being specified that:

- the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation shall be deducted from the overall ceiling set in the Sixteenth resolution hereunder;
- to these ceilings shall be added, if applicable, the nominal value of shares in order to safeguard, pursuant to the law and, if appropriate, applicable contractual stipulations, the rights of the bearers of negotiable securities and other rights giving access to the share capital,

**resolves** to set at €10,000,000 (or the exchange value in the event of an issuance in another currency) the maximum par amount of the debt securities that may be issued under this delegation of power, it being specified that:

- such amount shall be increased, if applicable, by any redemption premium above par;
- this amount shall be deducted from the overall ceiling set out in the Sixteenth resolution hereunder;
- such ceiling shall not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 para. 3 of the French Commercial Code, the issuance whereof would be decided by the Board of Directors under the conditions stipulated by Article L. 228-40 of the French Commercial Code, or under the other cases, and under the conditions set out by the Company pursuant to the provisions of Article L. 228-36-A of the French Commercial Code,

**resolves** that, if the subscriptions do not absorb such an issuance in its entirety, the Board of Directors may use one of the following options as it deems fit:

- limit the issuance to the amount of subscriptions, provided that the latter is at least three-quarters of the issuance initially decided;
- freely distribute all or part of the non-subscribed shares issued between the persons of its choice; and
- offer to the public, on the French or international market, all or part of the non-subscribed shares issued,

**resolves** that the issue price of the shares and negotiable securities that may be issued pursuant to this delegation shall be set by the Board and shall be at least equal to the weighted average price over the last five (5) trading sessions preceding the price setting date, less, if applicable, a maximum discount of 25%, it being specified that the issue price of the negotiable securities giving access to the share capital shall be such as the sum received immediately by the Company, increased, if applicable, by the one which it may later receive, that is, for each share issued as a result of the issuance of such securities, at least equal to the issue price defined above,

**resolves** that the Board of Directors shall have all powers, with an option of sub delegation within the terms stipulated by law, in order to implement, according to terms set by law and by the bylaws, this delegation of power, particularly for the following purpose:

- to set the dates and the terms and conditions of any issuance, as well as the forms and characteristics of the shares or negotiable securities giving access to the share capital to be issued, with or without a premium;

- to set the amounts to be issued, the dividend eligibility date, which may be retroactive, of the shares or negotiable securities giving access to the capital to be issued, the paying up method, and, if applicable, the modalities for exercising the rights of exchange, conversion, reimbursement or distribution in any other manner of equity securities or securities giving access to the share capital;
- to proceed with any adjustments required in application of the legal or regulatory provisions and, if applicable, the applicable contractual stipulations, in order to protect the rights of the bearers of negotiable securities and other rights giving access to the Company's share capital; and
- to suspend, if applicable, the exercise of the rights attached to these negotiable securities for a maximum of three months,

**resolves** that the Board may:

- upon its sole initiative, and as and when it deems appropriate, to charge the expenses, duties and fees brought about by the capital increases completed under the delegation of powers specified in the present resolution, against the amount of the premiums pertaining to such transactions, and to deduct from the amount of such premiums the sums necessary to bring the legal reserve to one-tenth of the new share capital amount, after each transaction;
- to take all required decisions for the admission of said shares and securities to trading on the Euronext Growth market in Paris and, in a general way;
- to take any measures, enter into any agreement, and perform any formalities necessary for the successful conclusion of the proposed issue, as well as in order to render the resulting capital increase definitive, and to make corresponding modifications to the bylaws,

**specifies** that the delegation of power so conferred upon the Board of Directors shall be valid for a period of twenty-six (26) months as from the date of this general shareholders' meeting, and shall terminate any prior delegation of power having the same purpose.

#### **Eleventh resolution**

*Delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or any negotiable securities, with cancellation of shareholders' preferential subscription rights, within the framework of an offer to qualified investors or a restricted group of investors as set out in Article L. 411-2 of the French Monetary and Financial Code*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

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

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

**delegates** to the Board of Directors its authority to decide on the issue, through one or more issuances, in the proportions and at the times it deems fit, in France or abroad, of ordinary Company shares or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or negotiable securities (including any debt securities) giving access to Company shares or to the shares of any company holding directly or indirectly more than half of the Company's share capital or of which the Company directly or indirectly owns more than half of the share capital, with the understanding that said securities may be issued in euros, in foreign currencies or in any monetary unit established with reference to several currencies, as decided by the Board of Directors, and paid up in cash, including by offsetting receivables, within the framework of an offer to qualified investors or a restricted group of investors as set out in section II.2 of Article L. 411-2 of the French Monetary and Financial Code,

**resolves** that the negotiable securities thus issued may consist of debt securities, be associated with the issuance of such securities, or permit the issuance thereof as intermediate securities,

**resolves** to cancel the preferential subscription right of the shareholders on the ordinary shares or negotiable securities issued pursuant to this delegation of power,

**takes note**, as necessary, that this delegation shall automatically entail, to the benefit of the bearers of the negotiable securities as may be thus issued, the express waiver by the shareholders of their preferential subscription right for the shares to which such negotiable securities give right,

**resolves** that the total par amount of the share capital increases which may be performed immediately and/or at a future date, under this delegation of power, cannot be greater than €698,336.75, nor, in any event, exceed the limits set forth by the applicable regulations on the date of issuance (by way of indication, on the day of this General Shareholders' Meeting, the issuance of shares of capital made by an offer set out in Article L. 411-2 II of the Monetary and Financial Code is limited to 20% of the Company's capital per year, the said capital being assessed on the day of the decision of the Board of Directors to use this delegation of power), a maximum amount to which there shall be added, if applicable, the additional amount of shares to be issued, in order to preserve, pursuant to the legal or regulatory provisions, and, if applicable, the applicable contractual terms, the rights of the bearers of the negotiable securities giving access to shares,

**resolves**, in addition, that the total nominal amount of any share capital increase that may be carried out in this way shall be deducted from the overall ceiling set out in the Sixteenth resolution hereunder,

**resolves** to set at €10,000,000 (or the exchange value in the event of an issuance in another currency) the maximum par amount of the debt securities that may be issued under this delegation of power, it being specified that:

- such amount shall be increased, if applicable, by any redemption premium above par;
- this amount shall be deducted from the overall ceiling set out in the Sixteenth resolution hereunder;
- such ceiling shall not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 para. 3 of the French Commercial Code, the issuance whereof would be decided by the Board of Directors under the conditions stipulated by Article L. 228-40 of the French Commercial Code, or under the other cases, and under the conditions set out by the Company pursuant to the provisions of Article L. 228-36-A of the French Commercial Code,

**resolves** that, if the subscriptions do not absorb such an issuance in its entirety, the Board may use one of the following options as it deems fit:

- limit the issuance to the amount of subscriptions, provided that the latter is at least three-quarters of the issuance initially decided;



- freely distribute all or part of the non-subscribed shares issued between the persons of its choice,

**resolves** that the price of the shares and negotiable securities that may be issued pursuant to this delegation shall be set by the Board and shall be at least equal to the weighted average price over the last five (5) trading sessions preceding the price setting date, less, if applicable, a maximum discount of 25%, with the understanding that the issue price of the securities giving access to the share capital shall be such that the sum received immediately by the Company, plus, if applicable, the sum that may be received by it subsequently, for each share issued as a result of the said securities, is at least equal to the issue price defined above,

**resolves** that the Board of Directors shall have all powers, with an option of sub delegation within the terms stipulated by law, in order to implement, according to terms set by law and by the bylaws, this delegation of power, particularly for the following purpose:

- to set the dates and the terms and conditions of any issuance, as well as the forms and characteristics of the shares or negotiable securities giving access to the share capital to be issued, with or without a premium;
- to set the amounts to be issued, the dividend eligibility date, which may be retroactive, of the shares or negotiable securities giving access to the capital to be issued, the paying up method, and, if applicable, the modalities for exercising the rights of exchange, conversion, reimbursement or distribution in any other manner of equity securities or securities giving access to the share capital;
- to proceed with any adjustments required in application of the legal or regulatory provisions and, if applicable, the applicable contractual stipulations, in order to protect the rights of the bearers of negotiable securities giving access to the Company's share capital; and
- to suspend, if applicable, the exercise of the rights attached to these negotiable securities for a maximum of three months,

**resolves** that the Board of Directors may:

- upon its sole initiative, and as and when it deems appropriate, to charge the expenses, duties and fees brought about by the capital increases completed under the delegation of powers specified in the present resolution, against the amount of the premiums pertaining to such transactions, and to deduct from the amount of such premiums the sums necessary to bring the legal reserve to one-tenth of the new share capital amount, after each transaction;
- to take all required decisions for the admission of said shares and negotiable securities to trading on the Euronext Growth market in Paris and, in a general way;
- take any measures, enter into any agreements, and carry out any formalities necessary for the successful conclusion of the proposed issue, as well as in order to render the resulting capital increase definitive, and to make corresponding modifications to the bylaws,

**records** that this delegation does not have the same purpose as the Seventeenth resolution of this General Meeting, as it is not a general delegation of authority for capital increases without preferential subscription rights, but a delegation of authority for capital increases without preferential subscription rights through the issue of shares within the framework of an offer covered by Article L. 411-2, II of the French Monetary and Financial Code,

accordingly **takes note** of the fact that this delegation does not nullify the tenth resolution of the General Shareholders' Meeting, the validity and duration of which are not affected by this delegation of power.

**specifies** that the delegation of power so conferred upon the Board shall be valid for a period of twenty-six (26) months, as from the date of the present meeting, and shall terminate any prior delegation of powers having the same purpose.

### **Twelfth resolution**

*Delegation of power to the Board for the purpose of increasing the number of securities to be issued in the case of a capital with or without a preferential subscription right*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

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

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

**delegates** to the Board the authority to increase the number of shares or negotiable securities to be issued in the event of oversubscription of the Company's capital increases with or without preferential subscription rights decided pursuant to the Nineteenth resolution, Tenth resolution and Eleventh resolution above, in accordance with Articles L. 225-135-1 and R. 225-118 of the French Commercial Code (i.e. currently within thirty days of the subscription closing date, at the same price as that of the initial issue and within the limit of 15% of the initial issue), with said shares carrying the same rights as existing shares, subject to their entitlement date,

**specifies** that the nominal amount of any share capital increase decided under this delegation within the scope of Company capital increases with or without preferential subscription rights decided pursuant to the above-mentioned resolutions shall be deducted from the overall ceiling set out in the Sixteenth resolution hereunder, and may be topped up with the additional amount of shares or negotiable securities to be issued to preserve the rights of holders of negotiable securities and other equity rights, in accordance with legal requirements and any contractual stipulations that may be applicable,

**resolves** that the present delegation shall be given to the Board of Directors for a term of twenty-six (26) months as from the date of the present meeting, and shall terminate any prior delegation having the same purpose,

**resolves** that the Board of Directors shall have all powers, with an option of sub delegation within the terms stipulated by law, in order to implement, according to terms set by law and by the bylaws, this delegation of power, particularly for the following purpose:

- to set the dates and the terms and conditions of any issuance, as well as the forms and characteristics of the shares or negotiable securities giving access to the share capital to be issued, with or without a premium;
- to set the amounts to be issued, the dividend eligibility date, which may be retroactive, of the shares or negotiable securities giving access to the capital to be issued, the paying up method, and, if applicable, the modalities for exercising the rights of exchange, conversion, reimbursement or distribution in any other manner of equity securities or securities giving access to the share capital;
- to make any adjustments required in accordance with legal or regulatory provisions and, as the case may be, applicable contractual terms, to protect the rights of the bearers of negotiable securities and other rights giving access to the share capital of the Company; and

- to suspend, if applicable, the exercise of the rights attached to these negotiable securities for a maximum of three months,

**resolves** that the Board may:

- upon its sole initiative, and as and when it deems appropriate, to charge the expenses, duties and fees brought about by the capital increases completed under the delegation of powers specified in the present resolution, against the amount of the premiums pertaining to such transactions, and to deduct from the amount of such premiums the sums necessary to bring the legal reserve to one-tenth of the new share capital amount, after each transaction;
- to take any decision with a view to the admission of the shares, and any other securities issued, to trading on the Euronext regulated market in Paris or any market on which the Company's shares are admitted for trading and, in general;
- to take any measures, enter into any agreement, and perform any formalities necessary for the successful conclusion of the proposed issue, as well as in order to render the resulting capital increase definitive, and to make corresponding modifications to the bylaws.

### **Thirteenth resolution**

*Delegation of powers to be granted to the Board of Directors in order to increase the share capital by issuing ordinary shares or any negotiable securities giving access to capital, with cancellation of shareholders' preferential subscription rights in favor of an initial category of persons.*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

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

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

**delegates** to the Board of Directors, with the option to delegate and subdelegate in accordance with applicable legal requirements, its power to decide on one or more capital increases, in the proportions and at the times it deems fit, through the issuance, in France or abroad, of ordinary Company shares or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or negotiable securities (including any debt securities) giving access to Company shares to be issued, with the understanding that said securities may be issued in euros, in foreign currencies or in any monetary unit established with reference to several currencies, as decided by the Board of Directors, and paid up in cash, including by offsetting receivables,

**resolves** that the negotiable securities thus issued may consist of debt securities, be associated with the issuance of such securities, or permit the issuance thereof as intermediate securities,

**resolves** to cancel the shareholders' preferential subscription right to ordinary shares of the Company and/or to any negotiable securities and/or to any debt securities to be issued to the following category of persons:

- companies and investment funds (including, without limitation, any venture capital companies or investment funds, in particular any FPCI, FCPI or FIP), whether or not they are Company shareholders, investing on a principal basis or having invested over the last 36 months over €5 million in “small caps” or “mid caps” (i.e. companies whose capitalization, when listed, does not exceed €1,000,000,000) operating in the healthcare or biotechnology sectors,

**takes note**, as necessary, that this delegation shall automatically entail, to the benefit of the bearers of the negotiable securities as may be thus issued, the express waiver by the shareholders of their preferential subscription right for the shares to which such negotiable securities give right,

**resolves** that the total nominal amount of share capital increases that may be performed immediately and/or in future pursuant to this authorization may not exceed €698,336.75, or the equivalent in foreign currency, a maximum amount to which shall be added, if necessary, the additional amount of shares to be issued, in accordance with legal or regulatory provisions and, where applicable, the relevant contractual provisions, to preserve the rights of holders of securities and other rights giving access to shares,

**resolves**, in addition, that the total nominal amount of any share capital increase that may be carried out shall be deducted from the overall ceiling set out in the Sixteenth resolution hereunder,

**resolves** to set at €10,000,000 (or the exchange value in the event of an issuance in another currency) the maximum par amount of the debt securities that may be issued under this delegation of power, it being specified that:

- such amount shall be increased, if applicable, by any redemption premium above par;
- this amount shall be deducted from the overall ceiling set out in the Sixteenth resolution hereunder;
- such ceiling shall not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 para. 3 of the French Commercial Code, the issuance whereof would be decided by the Board of Directors under the conditions stipulated by Article L. 228-40 of the French Commercial Code, or under the other cases, and under the conditions set out by the Company pursuant to the provisions of Article L. 228-36-A of the French Commercial Code,

**resolves** that the price of the shares issued pursuant to this delegation shall be determined by the Board of Directors and shall be at least equal to the weighted average price over the last 5 trading sessions preceding the price setting date, less, if applicable, a maximum discount of 25%, taking into account their entitlement date if applicable, with the understanding that (i) in the event of the issue of negotiable securities giving access to the share capital, the issue price of the shares that may result from their exercise, conversion or exchange may be determined, at the Board's discretion, on the basis of a calculation formula defined by the Board and subsequently applied to the issue of said negotiable securities (e.g. upon their exercise, conversion or exchange), in which case the above-mentioned minimum issue price may be calculated, if the Board deems it appropriate, on the date of application of said formula (rather than on the issue price setting date), and (ii) the issue price of the negotiable securities possibly giving access to the share capital that may be issued under this resolution shall be such that the sum received immediately by the Company, plus the sum received on the exercise or conversion of said negotiable securities, for each share issued as a result of said securities, is at least equal to the minimum amount defined above,

**specifies** that the delegation of authority thus granted to the Board of Directors is valid for a period of eighteen (18) months as from the date of this meeting,

**resolves** that the Board of Directors shall have all powers, with an option of sub delegation within the terms stipulated by law, in order to implement, according to terms set by law and by the bylaws, this delegation of power, particularly for the following purpose:

- to decide the amount of the capital increase, the issue price (it being specified that such price shall be determined pursuant to the above-decided price-setting terms) as well as the amount of the premium which may, if applicable, be required on issuance;
- to set the dates, terms and conditions of any issuance, as well as the forms and characteristics of the shares or negotiable securities giving access to the share capital to be issued;
- the dividend eligibility date, which may be retroactive, of the shares or negotiable securities giving access to the share capital to be issued, their mode of being paid up;
- to decide upon the list of beneficiaries within the above-mentioned category of persons, and the number of securities to be allocated to each one of them;
- upon its sole initiative, and as and when it deems appropriate, to charge the expenses, duties and fees brought about by the capital increases completed under the delegation of powers specified in the present resolution, against the amount of the premiums pertaining to such transactions, and to deduct from the amount of such premiums the sums necessary to bring the legal reserve to one-tenth of the new share capital amount, after each transaction;
- to take note of the completion of each capital increase, and to proceed with the corresponding modifications of the bylaws;
- generally speaking, to enter into any agreement, notably to ensure the successful conclusion of planned issues, and to perform any formalities necessary for the issuance, listing and financial servicing of the securities issued under this delegation of power as well as the exercise of the rights attached thereto;
- to take any decision with a view to the admission of the equity securities and other securities thus issued to any market in which the Company's shares may be admitted for trading;

**takes note** of the fact that, should the Board of Directors use the delegation of power which is conferred upon it in this resolution, the Board shall render a report at the following Ordinary General Shareholders' Meeting, pursuant to the laws and regulations, of the use of the powers conferred in this resolution.

#### **Fourteenth resolution**

*Delegation of powers to be granted to the Board of Directors in order to increase the share capital by issuing ordinary shares or any negotiable securities giving access to capital, with cancellation of shareholders' preferential subscription rights in favor of a second category of persons.*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

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

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

**delegates** to the Board of Directors, with the option to delegate and subdelegate in accordance with applicable legal requirements, its power to decide on one or more capital increases, in the proportions and at the times it deems fit, through the issuance, in France or abroad, of ordinary Company shares or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or negotiable securities (including any debt securities) giving access to Company shares to be issued, with the understanding that said securities may be issued in euros, in foreign currencies or in any monetary unit established with reference to several currencies, as decided by the Board of Directors, and paid up in cash, including by offsetting receivables,

**resolves** that the negotiable securities thus issued may consist of debt securities, be associated with the issuance of such securities, or permit the issuance thereof as intermediate securities,

**resolves** to cancel the shareholders' preferential subscription right to ordinary shares of the Company and/or to any negotiable securities and/or to any debt securities to be issued to the following category of persons:

- manufacturing companies operating in the healthcare or biotechnology sectors, acquiring a stake in the Company, whether directly or via a company they control or which controls them within the meaning of Article L. 233-3 I of the French Commercial Code, possibly on the signing of a partnership or trade agreement with the Company, for a unit investment amount of more than €100,000 (issue premium included),

**takes note**, as necessary, that this delegation shall automatically entail, to the benefit of the bearers of the negotiable securities as may be thus issued, the express waiver by the shareholders of their preferential subscription right for the shares to which such negotiable securities give right,

**resolves** that the total nominal amount of share capital increases that may be performed immediately and/or in future pursuant to this authorization may not exceed €698,336.75, or the equivalent in foreign currency, a maximum amount to which shall be added, if necessary, the additional amount of shares to be issued, in accordance with legal or regulatory provisions and, where applicable, the relevant contractual provisions, to preserve the rights of holders of securities and other rights giving access to shares,

**resolves**, in addition, that the nominal amount of any share capital increase that may be carried out in this way shall be deducted from the overall ceiling set out in the Sixteenth resolution hereunder,

**resolves** to set at €10,000,000 (or the exchange value in the event of an issuance in another currency) the maximum par amount of the debt securities that may be issued under this delegation of power, it being specified that:

- such amount shall be increased, if applicable, by any redemption premium above par;
- this amount shall be deducted from the overall ceiling set out in the Sixteenth resolution hereunder;
- such ceiling shall not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 para. 3 of the French Commercial Code, the issuance whereof would be decided by the Board of Directors under the conditions stipulated by Article L. 228-40 of the French Commercial Code, or under the other cases, and under the conditions set out by the Company pursuant to the provisions of Article L. 228-36-A of the French Commercial Code,

**resolves** that the price of the shares issued pursuant to this delegation shall be determined by the Board of Directors and shall be at least equal to the weighted average price over the last 5 trading sessions preceding the price setting date, less, if applicable, a maximum discount of 25%, taking into account their entitlement date if applicable, with the understanding that (i) in the event of the issue of negotiable securities giving access to the share capital, the issue price of the shares that may result from their exercise, conversion or exchange may be determined, at the Board's discretion, on the basis of a calculation formula defined by the Board and subsequently applied to the issue of said negotiable securities (e.g. upon their exercise, conversion or exchange), in which case the above-mentioned minimum issue price may be calculated, if the Board deems it appropriate, on the date of application of said formula (rather than on the issue price setting date), and (ii) the issue price of the negotiable securities possibly giving access to the share capital that may be issued under this resolution shall be such that the sum received immediately by the Company, plus the sum received on the exercise or conversion of said negotiable securities, for each share issued as a result of said securities, is at least equal to the minimum amount defined above,

**specifies** that the delegation of authority thus granted to the Board of Directors is valid for a period of eighteen (18) months as from the date of this meeting,

**resolves** that the Board of Directors shall have all powers, with an option of sub delegation within the terms stipulated by law, in order to implement, according to terms set by law and by the bylaws, this delegation of power, particularly for the following purpose:

- to decide the amount of the capital increase, the issue price (it being specified that such price shall be determined pursuant to the above-decided price-setting terms) as well as the amount of the premium which may, if applicable, be required on issuance;
- to set the dates, terms and conditions of any issuance, as well as the forms and characteristics of the shares or negotiable securities giving access to the share capital to be issued;
- the dividend eligibility date, which may be retroactive, of the shares or negotiable securities giving access to the share capital to be issued, their mode of being paid up;
- to decide upon the list of beneficiaries within the above-mentioned category of persons, and the number of securities to be allocated to each one of them;
- upon its sole initiative, and as and when it deems appropriate, to charge the expenses, duties and fees brought about by the capital increases completed under the delegation of powers specified in the present resolution, against the amount of the premiums pertaining to such transactions, and to deduct from the amount of such premiums the sums necessary to bring the legal reserve to one-tenth of the new share capital amount, after each transaction;
- to take note of the completion of each capital increase, and to proceed with the corresponding modifications of the bylaws;
- generally speaking, to enter into any agreement, notably to ensure the successful conclusion of planned issues, and to perform any formalities necessary for the issuance, listing and financial servicing of the securities issued under this delegation of power as well as the exercise of the rights attached thereto;
- to take any decision with a view to the admission of the equity securities and other securities thus issued to any market in which the Company's shares may be admitted for trading,

**takes note** of the fact that, should the Board of Directors use the delegation of power which is conferred upon it in this resolution, the Board shall render a report at the following Ordinary General Shareholders' Meeting, pursuant to the laws and regulations, of the use of the powers conferred in this resolution.

### **Fifteenth resolution**

*Delegation of authority granted to the Board of Directors to increase the share capital immediately or in the future through the issue of ordinary shares, equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities and/or negotiable securities giving access to equity securities, with cancellation of shareholders' preferential subscription rights in favor of a category of persons, within the framework of an equity line of credit,*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

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

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

**delegates** to the Board of Directors, with the option to delegate and subdelegate in accordance with applicable legal requirements, its power to carry out, in the proportions and at the times it deems fit, one or more capital increases through the issuance, in France or abroad, of ordinary Company shares or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or negotiable securities (including any debt securities) giving access to Company shares, with the understanding that said securities may be issued in euros, in foreign currencies or in any monetary unit established with reference to several currencies, as decided by the Board of Directors, and paid up in cash, including by offsetting receivables,

**resolves** that the negotiable securities thus issued may consist of debt securities, be associated with the issuance of such securities, or permit the issuance thereof as intermediate securities,

**resolves** to cancel the shareholders' preferential subscription right to ordinary shares of the Company and/or to any negotiable securities and/or to any debt securities to be issued to the following category of persons:

- any credit institution, investment services provider, member of an investment banking syndicate, investment fund, or company underwriting the capital increase or any issue that may result in a future capital increase under this delegation, as part of the set-up of an equity financing line,

**takes note**, as necessary, that this delegation shall automatically entail, to the benefit of the bearers of the negotiable securities as may be thus issued, the express waiver by the shareholders of their preferential subscription right for the shares to which such negotiable securities give right,



**resolves** that the total nominal amount of share capital increases that may be performed immediately and/or in future pursuant to this authorization may not exceed €698,336.75, or the equivalent in foreign currency, a maximum amount to which shall be added, if necessary, the additional amount of shares to be issued, in accordance with legal or regulatory provisions and, where applicable, the relevant contractual provisions, to preserve the rights of holders of securities and other rights giving access to shares,

resolves to set at €10,000,000 (or the exchange value in the event of an issuance in another currency) the maximum par amount of the debt securities that may be issued under this delegation of power, it being specified that:

- such amount shall be increased, if applicable, by any redemption premium above par,
- such ceiling shall not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 para. 3 of the French Commercial Code, the issuance whereof would be decided by the Board of Directors under the conditions stipulated by Article L. 228-40 of the French Commercial Code, or under the other cases, and under the conditions set out by the Company pursuant to the provisions of Article L. 228-36-A of the French Commercial Code,

**resolves** that the issue price of the shares that may be issued pursuant to this delegation shall be determined by the Board of Directors and shall be at least equal to the weighted average price over the last 5 trading sessions preceding the price setting date, less, if applicable, a maximum discount of 25%, taking into account their entitlement date if applicable, with the understanding that (i) in the event of the issue of negotiable securities giving access to the share capital, the issue price of the shares that may result from their exercise, conversion or exchange may be set, at the Board's discretion, on the basis of a calculation formula defined by the Board and subsequently applied to the issue of said negotiable securities (e.g. upon their exercise, conversion or exchange), in which case the above-mentioned maximum discount may be calculated, if the Board deems it appropriate, on the date of application of said formula (rather than on the issue price setting date), and (ii) the issue price of the negotiable securities possibly giving access to share capital that may be issued under this resolution shall be such that the sum received immediately by the Company, plus the sum received on the exercise or conversion of said negotiable securities, for each share issued as a result of said securities, is at least equal to the minimum amount defined above,

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

**resolves** that the Board of Directors shall have all powers, with an option of sub delegation within the terms stipulated by law, in order to implement, according to terms set by law and by the bylaws, this delegation of power, particularly for the following purpose:

- to decide on the amount of the capital increase, the issue price (with the understanding that this price shall be determined in accordance with the price setting terms defined above), as well as the amount of the issue premium that may be requested;
- to set the dates, terms and conditions of any issue, as well as the form and characteristics of the shares or negotiable securities giving access to the share capital to be issued;
- to set the dividend eligibility date, which may be retroactive, of the shares or negotiable securities giving access to the share capital to be issued, their mode of being paid up;
- to define the list of beneficiaries within the above-mentioned categories of persons, and the number of securities to be allocated to each of them;

- upon its sole initiative, and as and when it deems appropriate, to charge the expenses, duties and fees brought about by the capital increases completed under the delegation of powers specified in the present resolution, against the amount of the premiums pertaining to such transactions, and to deduct from the amount of such premiums the sums necessary to bring the legal reserve to one-tenth of the new share capital amount, after each transaction;
- to take note of the completion of each capital increase, and to proceed with the corresponding modifications of the bylaws;
- generally speaking, to enter into any agreement, notably to ensure the successful conclusion of planned issues, and to perform any formalities necessary for the issuance, listing and financial servicing of the securities issued under this delegation of power as well as the exercise of the rights attached thereto;
- to make all required decisions for the admission of said shares and negotiable securities to trading on any market where the Company's shares are traded,

**takes note** of the fact that, in the event of the Board's use of the delegation of authority granted to it under this resolution, the Board shall report on the use made of such authorization, in accordance with applicable laws and regulations.

#### **Sixteenth resolution**

*Overall limitation of the amount of the issues carried out under the Ninth resolution Tenth resolution, Eleventh resolution, Twelfth resolution, Thirteenth resolution, Fourteenth resolution and Twenty-second resolution of this meeting*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

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

**resolves** that:

- the overall maximum nominal amount of capital increases that may be performed pursuant to the authorizations granted under the Ninth resolution Tenth resolution, Eleventh resolution, Twelfth resolution, Thirteenth resolution, Fourteenth resolution and Twenty-second resolution of this meeting may not exceed €1,047,505.10, on the understanding that to this limit shall be added the additional amount of shares to be issued to preserve, in accordance with legal or regulatory provisions and where applicable, the relevant contractual provisions, the rights of holders of securities or other rights giving access to shares;
- the overall maximum nominal amount of debt securities that can be issued under the powers conferred in the resolutions above is set at €20,000,000 (or the equivalent on the date of issue of such amount in foreign currency or in units of account established with reference to several currencies), it being specified that such ceiling shall not apply to the debt securities for which the issuance may be decided or authorized by the Board of Directors pursuant to Article L. 228-40 of the French Commercial Code, or in other cases, pursuant to the conditions determined by the Company in accordance with the provisions of Article L. 228-36-A of the French Commercial Code.

**Seventeenth resolution**

*Delegation of competence granted to the Board for the purpose of increasing capital through the incorporation of premiums, reserves, profits or other*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions set forth in Article L. 225-130 of the French Commercial Code,

having reviewed the Board of Directors' report,

in accordance, in particular, with the provisions of Articles L. 225-129, L. 225-129-2, and L. 225-130 of the French Commercial Code,

**delegates** to the Board of Directors, with an option of sub delegation under the terms provided for by law, competence to decide upon one or more capital increases through the incorporation into the share capital of premiums, reserves, profits or other, the capitalization of which will be possible legally and in accordance with the bylaws, and in the form of the allocation of new free shares, raising of the nominal value of the existing shares, or the joint use of both procedures, said shares conferring the same rights as the former shares, subject to their dividend eligibility date,

**resolves** that the total nominal amount of the share capital increases which can be thus completed either immediately and/or at a later date, cannot be greater than €140,000, an amount to which there shall be added, if applicable, the additional amount of the shares to be issued, in order to preserve, pursuant to legal or regulatory provisions, and, if applicable, applicable contractual stipulations, the rights of the bearers of negotiable securities and other rights giving access to the shares, it being specified that such ceiling shall be set in a way that is autonomous and distinct from the ceiling referred to the Sixteenth resolution above,

**resolves**, pursuant to the provisions of Article L. 225-130 of the French Commercial Code, that in the case of usage by the Board of the present delegation, the rights forming odd lots shall not be negotiable, and that the corresponding securities shall be sold, the sums coming from the sale being allocated to the holders of the rights within a period of time set by regulation,

**resolves** that the present delegation shall be given to the Board of Directors for a term of twenty-six (26) months as from the date of the present General Shareholders' Meeting, and shall terminate any prior delegation having the same purpose.

**Eighteenth resolution**

*Authorization to be given to the Board to grant subscription options or purchase options for shares of the Company*

The General Shareholders' Meeting, voting pursuant to the quorum and majority required for extraordinary shareholders' meetings,

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

**authorizes** the Board, within the framework of Articles L. 225-177 to L. 225-185 of the French Commercial Code, to grant, during the periods authorized by law, on one or more occasions, to the benefit of salaried employees and/or corporate officers (or of certain among them) of the Company and of the economic-interest companies and groupings connected to the Company within the terms defined in Article L. 225-180-I of said Code, options giving right to the subscription or purchase of ordinary shares, it being specified that:

- the number of options granted under this authorization shall not provide a right to purchase or subscribe for more than 170,000 shares of a nominal value of €0.05 each;
- this number shall be deducted from the overall ceiling set out in the Twenty-first resolution hereunder; and
- the total number of shares which can be subscribed upon exercise of the subscription options allocated and not yet exercised can never be greater than one-third of the share capital,

**resolves** that, as long as the Company's shares are not admitted to trading on a regulated market, the purchase/subscription price per share shall be set by the Board of Directors on the date the option is granted, based on the closing share price on the Euronext Growth market in Paris on the date preceding that of the Board's decision to grant the options. However, the purchase/subscription price per share shall in no event be less than ninety five (95%) of the average share price over the twenty trading sessions preceding the date of the Board's decision to award the options, with the understanding that when an option allows its beneficiary to buy shares previously bought by the Company, its exercise price, without prejudice to the preceding clauses and in accordance with applicable legal provisions, may not be lower than 80% of the average price paid by the Company for all shares previously bought by the latter,

**resolves** that the present authorization shall be conferred for a duration of thirty-eight (38) months as from this day and shall terminate any prior authorization having the same purpose,

**resolves** that this authorization shall entail, to the benefit of the beneficiaries of the subscription options, an express waiver of the shareholders to their preferential subscription right for the shares which will be issued as the subscription options are exercised, and shall be implemented under the conditions and according to the terms provided by the law and regulations in force on the day of the allocation of the share subscription or purchase options as per the case,

**resolves** that the price set for the subscription or purchase of the shares to which the options give right cannot be modified during the term of the options, it being specified, however, that if the Company should complete one of the transactions referred to in Article L. 225-181 of the French Commercial Code, it must take the steps that are necessary for the protection of the interests of the option beneficiaries within the terms set forth in Article L. 228-99 of the French Commercial Code,

**resolves** that, in the event of the necessity of an adjustment as stipulated in Article L. 228-99 3° of the French Commercial Code, the adjustment would be made using the method laid down in Article R. 228-91 of the French Commercial Code, with the understanding that the value of the preferential subscription right, as well as the value of the share before detachment of the subscription right would, if required, be determined by the Board according to the share subscription/exchange/sale price defined for the last transaction involving the Company's share capital (capital increase, tendering of shares, sale of shares, etc.) during the six (6) months preceding said Board meeting, or, if no such transaction has taken place over that period, according to any other financial criterion deemed relevant by the Board (and subsequently validated by the Company's Statutory Auditors),

**resolves** that in the event of issuance of new equity securities or new securities giving access to capital and in the event of the Company merging or splitting, the Board of Directors may, if applicable, suspend the exercising of options,

**fixes** the term of validity of options at ten (10) years, as from the date of allocation of the said options, it being specified that this period may be shortened by the Board of Directors for the residents of a given country inasmuch as the law of the said country must be upheld,

**gives** all powers to the Board of Directors, within the limits set hereinabove, in order to:

- ascertain the identity of the beneficiaries of share subscription and purchase options together with the number of options to be allocated to each person;
- fix the purchase and/or subscription price of the shares to which options give entitlement within the limits of the above-mentioned texts, it being specified that the subscription price per share shall be higher than the share's face value;
- ensure that the number of share subscription options granted by the Board of Directors are fixed in such a way that the total number of share subscription options granted and not yet exercised does not entitle beneficiaries to subscribe to a number of shares exceeding one third of share capital;
- draw up the terms and conditions of the share subscription and purchase option plan and fix the conditions under which options will be granted, including specifically the time-frame for the exercising of the said options, which may vary according to bearers; it being specified that these conditions may comprise of clauses prohibiting the immediate resale of all or a part of the shares issued for the exercising of stock options within the limits of the law;
- proceed with the acquisition of Company shares should this be necessary for the disposal of any shares to which share purchase options give entitlement;
- accomplish either itself or through a proxy, all acts and formalities in order to make definite the increases in capital that may be carried out by virtue of the authorization that is the subject of the present delegation;
- charge, if deemed necessary, the costs of these increases in capital to the amount of premiums relating to these increases and deduct from this amount the sums needed to take the legal reserve to one-tenth of new capital after each increase;
- modify the bylaws accordingly and, in general, do all that proves necessary,

**resolves** that the Board of Directors shall, each year, inform the general shareholders' meeting of operations conducted under the present resolution.

### **Nineteenth resolution**

*Delegation of authority to be granted to the Board of Directors to the effect of issuing and allocating free warrants for subscription to business creator shares to the Company's employees and managers*

The General Shareholders' Meeting, voting pursuant to the quorum and majority required for extraordinary shareholders' meetings,

after having reviewed the Board of Director's report and the statutory auditors' report,

**delegates** to the Board of Directors its authority to issue, free of charge, a maximum of 1,000,000 founders' warrants (BSPCEs), each warrant giving entitling the holder to subscribe to one ordinary share in the Company,

**resolves**, as a result, to cap the total number of shares that may be subscribed on exercise of the BSPCEs to 1,000,000 shares of a nominal value of €0.05, with the understanding that this number shall be deducted from the overall ceiling set out in the Twenty-first resolution hereunder,

**resolves** to cancel, for the BSPCEs, the preferential subscription right of shareholders, as said BSPCEs may only be awarded to the following category of beneficiaries: employees or corporate officers coming under the tax regime of Company employees (Chairman, Chief Executive Officer, Deputy Chief Executive Officer or member of the Board of Directors), or employees of a company of which the Company holds at least 75% of the share capital or voting rights, in office on the date of allocation of the BSPCEs (the "beneficiaries"),

**resolves**, in conformance with the provisions of paragraph III of article 163 bis G of the General Tax Code, to delegate the decision to issue and allocate BSPCEs and the duty of fixing the list of Beneficiaries and the quotas of BSPCEs granted to each Beneficiary thus notified to the Board of Directors,

**authorizes**, accordingly and under the terms cited hereinbefore, the Board of Directors to proceed with the issuance and allocation of BSPCEs in one or more installments for all or a part of the Beneficiaries,

**resolves** to delegate to the Board of Directors the duty of fixing, for each Beneficiary, the terms of BSPCEs, including the time-frame for the exercising thereof, it being specified that the said BSPCEs shall be exercised by no later than ten (10) years from their date of issue and that BSPCEs not exercised within this period of ten (10) years shall automatically lapse,

**resolves** that this authorization shall expire and that the BSPCEs not yet awarded by the Board of Directors shall automatically lapse on the earliest of the following dates: (i) at the end of a period of 18 months as from this meeting, or (ii) on the date on which the conditions laid down in Article 163 bis G of the French General Tax Code cease to be met,

**resolves** that each BSPCE shall, under the conditions laid down in Article 163 bis G III of the French General Tax Code and the conditions defined hereunder, provide a right to subscribe to one ordinary share of a nominal value of €0.05, at an exercise price determined by the Board at the time of the award of the BSPCEs, at least equal to the higher of the following two amounts:

- the weighted average share price over the 20 trading sessions preceding the date of allocation of said BSPCE by the Board;
- should one or more capital increase(s) be carried out less than six months before the Board decision to award the BSPCEs in question, the subscription price per ordinary Company share used in the most recent such capital increase appraised on the date of allocation of each BSPCE,

with the understanding that, to determine the subscription price of an ordinary share upon the exercise of a BSPCE, the Board shall not take account of capital increases resulting from the exercise of BSPCEs, share subscription warrants, share subscription options or free share allocations,

**resolves** that the ordinary shares thus subscribed shall be fully paid up at the time of their subscription by payment in cash, including by offsetting against certain, liquid and payable claims,

**resolves** that the new shares allocated to each Beneficiary on exercising of his or her BSPCEs shall be subject to all statutory provisions and bear rights on the first day of the fiscal year during which they are issued,

**resolves** that in conformance with article 163 bis G-II of the General Tax Code, BSPCEs will be non-transferable, will be issued in nominative form and will be registered in an account,

**resolves** to issue a maximum of 1,000,000 shares of a nominal value of €0.05 each in respect of the exercise of the BSPCEs issued,

**specifies** that pursuant to the provisions of Articles L. 228-91 and L. 225-132 of the French Commercial Code, the present decision shall entail, to the benefit of bearers of BSPCEs, the express waiver by shareholders of their preferential subscription rights for ordinary shares to which BSPCEs give entitlement,

**reiterates** that pursuant to article L. 228-98 of the French Commercial Code:

- in the event of a reduction in capital justified by losses and performed by a reduction in the number of shares, the rights of bearers of BSPCEs as to the number of shares to be received in the exercising of BSPCEs shall be reduced accordingly, as if the said bearers had been shareholders at the date of issue of BSPCEs;
- in the event of a reduction in capital justified by losses and performed by decreasing the face value of shares, the subscription price of shares to which BSPCEs give entitlement shall remain unchanged, with the issue premium being increased by the amount of the reduction in face value,

**resolves** additionally that:

- in the event of a reduction in capital not justified by losses by a reduction in the face value of shares, the subscription for shares to which BSPCEs give entitlement shall be reduced proportionally;
- in the event of a reduction in capital not justified by losses by a reduction in the number of shares, the bearers of BSPCEs, if they exercise their BSPCEs, can request the redemption of their shares under the same conditions as if they had been shareholders at the time when the Company purchased its own shares,

**resolves**, as provided for under article L. 228-98 of the French Commercial Code, that the Company is authorized to change its form and corporate purpose without seeking authorization to do so from bearers of BSPCEs,

**reiterates** that pursuant to the provisions of article L. 228-98 of the French Commercial Code, the Company may neither change the rules of its profit sharing nor amortize its capital nor create preferential shares leading to any such change or any such amortization unless authorized to do so by the contract of issue or under the conditions specified by article L. 228-103 of the French Commercial Code, and subject to taking the necessary provisions to uphold the rights of the bearers of negotiable securities giving access to capital under the conditions specified by article L. 228-99 of the French Commercial Code,

**authorizes** the Company to impose upon the bearers of BSPCEs the buy-back or the reimbursement of their rights as provided for under article L. 228-102 of the French Commercial Code,

**resolves**, should it be necessary to proceed with the adjustment provided for by article L. 228-99 3° of the French Commercial Code, that the said adjustment would be carried out by applying the method stated under article R. 228-91 of the French Commercial Code, it being specified that the value of the preferential subscription right and the share value prior to the detachment of the subscription right would, if need be, be set by the Board of Directors in accordance with the subscription, exchange or selling price per share used at the last transaction made on the Company's capital (increase in capital, transfer of securities, sale of shares, etc.) during the course of the six (6) months preceding the meeting of said Board of Directors, or if such a transaction did not take place over the course of such period, according to any other financial parameter which would appear relevant to the Board of Directors (and which will be validated by the Company's statutory auditors),

**resolves** to give all powers to the Board of Directors to implement the present resolution, and specifically in order to:

- issue and allocate BSCPEs and draw up the conditions of exercising and the definitive terms and conditions of BSCPEs, including the time-frame for the same in conformance with the provisions of the present resolution and within the limits set thereby;
- record the number of ordinary shares issued further to the exercising of BSPCEs, proceed with the formalities further to corresponding increases in capital and make the correlative changes to bylaws;
- take any step to ensure the protection of bearers of BSPCEs in the event of a financial transaction of concern to the Company, in conformance with applicable legal and regulatory provisions;
- and, in general, take any measure and proceed with any formality of use to the present issuance.

This delegation puts an end to any earlier delegation made in order to issue BSPCEs.

### **Twentieth resolution**

*Delegation of authority to be granted to the Board of Directors in order to issue and allocate share subscription warrants for the benefit of (i) members and observers of the Board of Directors of the Company holding their position as at the date of allocation of the warrants, who are not salaried personnel or executives of the Company or of any one of its subsidiaries, (ii) persons linked to the Company by a services or counseling agreement, or (iii) members of any committee that the Board of Directors has or may wish to set up and who are not salaried personnel or executives of the Company or any one of its subsidiaries.*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

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

**delegates** to the Board the authority to allocate a maximum of 500,000 share subscription warrants (BSAs), each such BSA entitling its holder to subscribe to one ordinary share,

**resolves**, as a result, to cap the number of shares that may be subscribed upon exercise of the BSAs to 500,000 shares of a nominal value of €0.05 each, with the understanding that this number shall be deducted from the overall ceiling set out in the Twenty-first resolution hereunder,



**resolves** that the BSA issue price shall be determined by the Board of Directors on the date of issue of said BSA according to its characteristics, and shall be at least equal to 5% of the weighted average share price over the last five (5) trading sessions on the Euronext Growth market in Paris preceding the date of allocation of said BSA by the Board,

**resolves** to cancel, for such BSAs, the preferential subscription right of shareholders, as said BSAs may only be allocated to the following category of beneficiaries: (i) members and non-voting members of the Company's Board of Directors in office on the BSA allocation date, who are not employees or executives of the Company or one of its subsidiaries, (ii) persons who have entered into a services or consultancy agreement with the Company, or (iii) members of any committee that might be set up by the Board of Directors, who are not employees or executives of the Company or any of its subsidiaries (the "Beneficiaries"),

**resolves**, in conformance with the provisions of Article L. 225-138-I of the French Commercial Code, to delegate to the Board of Directors the duty of fixing the list of Beneficiaries and the quota of BSA warrants allocated to each Beneficiary thus assigned,

**authorizes** accordingly the Board of Directors, within the foregoing limit, to proceed with the issuance and allocation of BSA warrants in one or more installments for each Beneficiary,

**resolves** to delegate to the Board of Directors for each Beneficiary the conditions and terms for the exercising of BSA warrants and, in particular, the issue price of these warrants, the subscription price (including issue premium) of the share that the BSA warrants shall confer a right to (the "Exercise Price") as set by the Board of Directors under the conditions specified below, and the time-frame to exercise these BSA warrants, it being specified that the said BSA warrants must be exercised within ten (10) years at the latest of their issuance and that any BSA warrants not exercised upon the expiry of the said period of ten (10) years will be duly deemed lapsed,

**resolves** that each BSA warrant will, under the conditions specified hereinunder, enable the holder to subscribe to an ordinary share with a nominal value of €0.05 at an exercise price set by the Board of Directors at the time of allocation of the BSA warrants, which shall be at least equal to the weighted average of prices recorded over the last 20 stock market sessions preceding the date of the Board of Directors' decision to allocate BSA warrants,

**resolves** that the ordinary shares thus subscribed shall be fully paid up at the time of their subscription either by payment in cash, or by offsetting against liquid and payable claims,

**resolves** that the new shares given to each Beneficiary on exercising his or her BSA warrants shall be subject to all statutory provisions and bear rights on the first day of the fiscal year during which they are issued,

**resolves** that warrants shall be transferable. They will be issued in nominative form and be registered in an account,

**resolves** to issue a maximum of 500,000 shares of a nominal value of €0.05 each in respect of the exercise of the BSAs issued,

**specifies** that, pursuant to the provisions of Articles L. 228-91 and L. 225-132 of the French Commercial Code, this decision entails, in favor of BSA holders, the shareholders' waiver of their preferential subscription right to the ordinary shares to which the BSAs carry entitlement,

**reiterates** that pursuant to article L. 228-98 of the French Commercial Code:

- in the event of a reduction in capital justified by losses and performed by reducing the number of shares, the rights of bearers of BSA warrants as to the number of shares to be received when exercising of the same shall be reduced accordingly, as if the said bearers had been shareholders at the date of issue of the BSA warrants;
- in the event of a reduction in capital justified by losses and performed by decreasing the face value of shares, the subscription price of shares to which BSA warrants give entitlement shall remain unchanged, with the issue premium being increased by the amount of the reduction in face value,
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**resolves** additionally that:

- in the event of a reduction in capital not justified by losses by a reduction in the face value of shares, the subscription for shares to which BSA warrants give entitlement shall be reduced proportionally;
- in the event of a reduction in capital not justified by losses by a reduction in the number of shares, the bearers of BSA warrants, if exercising the said warrants, may request the redemption of their shares under the same conditions as if they had been shareholders at the time when the Company purchased its own shares,

**resolves**, as provided for under Article L. 228-98 of the French Commercial Code, that the Company is authorized to change its form and corporate purpose without seeking authorization to do so from bearers of BSA warrants,

**reiterates** that pursuant to the provisions of article L. 228-98 of the French Commercial Code, the Company may neither change the rules of its profit sharing nor amortize its capital nor create preferential shares leading to any such change or any such amortization unless authorized to do so by the contract of issue or under the conditions specified by article L. 228-103 of the French Commercial Code, and subject to taking the necessary provisions to uphold the rights of the bearers of negotiable securities giving access to capital under the conditions specified by article L. 228-99 of the French Commercial Code,

**authorizes** the Company to impose upon BSA holders the repurchase or redemption of their rights as laid down in Article L. 228-102 of the French Commercial Code,

**resolves** that, in the event of the necessity of an adjustment as stipulated in Article L. 228-99 3° of the French Commercial Code, the adjustment would be made using the method laid down in Article R. 228-91 of the French Commercial Code, with the understanding that the value of the preferential subscription right, as well as the value of the share before detachment of the subscription right would, if required, be determined by the Board according to the share subscription/exchange/sale price defined for the last transaction involving the Company's share capital (capital increase, tendering of shares, sale of shares, etc.) during the six (6) months preceding said Board meeting, or, if no such transaction has taken place over that period, according to any other financial criterion deemed relevant by the Board (and subsequently validated by the Company's Statutory Auditors),

**resolves** to give all powers to the Board of Directors to implement the present delegation in order to:

- issue and allocate BSA warrants and establish the subscription price, the conditions of exercise and the definitive terms and conditions of BSA warrants in conformance with the provisions of the present resolution and within the limits fixed herein;
- ascertain the identity of the Beneficiaries of BSA warrants together with the number of BSA warrants to be allocated to each person;
- fix the price of the share that may be subscribed in the exercising of a BSA warrant under the above-mentioned conditions;
- state the number of ordinary shares issued further to the exercising of BSA warrants, proceed with the formalities further to corresponding increases in capital and make the corresponding changes to the bylaws;
- take any step to ensure the protection of bearers of BSA warrants in the event of a financial transaction of concern to the Company, in compliance with applicable legal and regulatory provisions;
- and, in general, take any measure and proceed with any formality of use to the present issuance,

**resolves** that the present delegation has been granted for a period of eighteen (18) months as from today and cancels any earlier delegation of the same purpose.

#### **Twenty-first resolution**

*Overall limitation of the amount of the issues carried out under the Eighteenth to Twentieth resolutions above*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

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

**resolves** that the sum of (i) the shares that may be issued or purchased upon exercise of the share subscription or purchase options that may be awarded under the Eighteenth resolution above, (ii) the founders' warrants that may be awarded under the Nineteenth resolution above and (iii) the shares that may be issued upon exercise of the share subscription warrants that may be awarded under the Twentieth resolution above may not exceed 1,000,000 shares of a nominal value of €0.05, to which will be added the number of shares to be issued to preserve the rights of holders of negotiable securities and other rights giving access to shares.

**Twenty-second resolution**

*Delegation to be granted to the Board of Directors to increase company capital through the issuance of shares and marketable securities giving access to the Company's share capital for the benefit of a corporate savings scheme*

The General Shareholders' Meeting, ruling upon the quorum and majority conditions required for Extraordinary General Shareholders' Meetings,

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

in accordance, in particular, on the one hand with the provisions of Articles L. 225-129 et seq. and L. 225-138-1 of the French Commercial Code, and on the other hand, with the provisions of Articles L. 3332-1 et seq. of the French Labor Code,

**delegates** to the Board of Directors the power to decide to issue, in one or more issuances, in the proportions and at the times which it deems fit, ordinary shares or negotiable securities giving access by any means, immediately and/or at a future date, to ordinary shares of the Company reserved for subscribers to the Company's savings plan and, if applicable, a savings plan of French and foreign companies, bound to it under the conditions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code (the "Group"),

**resolves** that the total nominal amount of capital increases liable to be carried out pursuant to this resolution may not be greater than €41,900.20, the maximum amount to which shall be added, if applicable, the additional amount of shares to be issued in order to protect, in conformance with legal or regulatory provisions, and, if relevant, applicable contractual terms, the rights of the bearers of the negotiable securities giving access to shares,

**resolves**, in addition, that the nominal amount of any share capital increase that may be carried out in this way shall be deducted from the overall ceiling set out in the Sixteenth resolution hereunder,

**resolves** that the total nominal amount of the issues of negotiable debt securities giving access to equity capital that may be carried out shall not exceed €1,000,000 (or its counter-value in the event of an issue in another currency), with the understanding that this amount shall be deducted from the overall ceiling set out in the Sixteenth resolution hereunder,

**resolves** that, the issue price of the shares or new negotiable securities giving access to the capital shall be determined by the Board of Directors under the conditions set forth in Article L. 3332-19 of the French Labor Code and may not be greater than the average of the listed prices at the twenty stock market sessions preceding the day of the decision of the Board of Directors setting the opening subscription date nor lower by more than 20% of this average or 30% when the duration of unavailability set forth lock-in period under the application of Articles L. 3332-25 and L. 3332-26 of the French Commercial Code is greater than or equal to ten years,

**resolves** to cancel, in favor of subscribers to a company savings plan, the preferential subscription right for shareholders to shares or negotiable securities giving access by any means, immediately and/or at a future date, to ordinary shares, to be issued,

**resolves** that the Board of Directors shall have all powers to implement this delegation of power, with an option of sub-delegation under the conditions set forth by law and under the aforementioned conditions, specifically in order to:

- resolve that subscriptions may be made directly or through company investment funds or other structures or entities so permitted by the applicable legal or regulatory provisions;
- set the dates, conditions and terms of the issuances carried out by virtue of this resolution and, in particular, to set the opening and closing subscription dates, the dividend eligibility dates, the terms for paying up the shares and other negotiable securities giving access to the Company's capital, to grant the time frames for paying up shares and, if applicable, other negotiable securities giving access to the Company's capital;
- request the admission on a stock exchange of the securities created, to record the capital increases up to the amount of the shares which will be actually subscribed and to make all corresponding modifications to the bylaws, to accomplish, directly or by proxy, all operations and formalities associated with increases in the share capital and to charge, if applicable, the costs of corporate capital increases on the amount of the related premiums and deduct from such amount the amounts necessary to bring the legal reserve up to one-tenth of the new share capital after each increase,

**sets** at eighteen (18) months, from the date of this General Shareholders' Meeting, the validity period for the delegation of power that is the purpose of this resolution.

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