



## ABIVAX

A French *Société anonyme* (corporation) with share capital of €223,131.85  
Registered office: 7-11, boulevard Haussmann  
75009 Paris (France)  
Paris Trade and Companies Registry no. 799 363 718  
(the « **Company** »)

<p style="text-align: center;"><b>TEXT OF RESOLUTIONS SUBMITTED TO THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS’ MEETING ON 9 NOVEMBER 2022</b></p>
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### AGENDA

#### ***Resolutions submitted to the Ordinary General Shareholders’ Meeting:***

- Ratification of the transfer of the registered office (1<sup>st</sup> resolution),

#### ***Resolutions submitted to the Extraordinary General Shareholders’ Meeting:***

- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares, equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities and/or securities conferring access to equity securities, maintaining preferred subscription rights (2<sup>nd</sup> resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares, equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities and/or securities conferring access to equity securities, cancelling preferred subscription rights, by making a public offering and option conferring a priority right (3<sup>rd</sup> resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares, equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities and/or securities conferring access to equity securities, cancelling preferred subscription rights in favor of a specific category of persons (4<sup>th</sup> resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase, within the limit of 20% of the share capital per year, by issuing shares, equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities and/or securities conferring access to equity securities, cancelling preferred subscription rights, by making an offer to qualified investors or a restricted group of investors, within the meaning of Article L. 411-2 of the French Monetary and Financial Code (*Code monétaire et financier*) (5<sup>th</sup> resolution),
- Authorization to be granted to the Board of Directors in accordance with Articles L. 22-10-52 paragraph 2 and R. 22-10-32 of the French Commercial Code to set the issue price of the shares, equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities and/or securities conferring access to equity securities, cancelling preferred subscription rights, under the delegation of authority that is the subject of the 3<sup>rd</sup> and 5<sup>th</sup> resolutions (6<sup>th</sup> resolution),
- Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferred subscription rights (7<sup>th</sup> resolution),

- Delegation granted to the Board of Directors to issue shares and securities leading to a capital increase in consideration of non-cash contributions (8<sup>th</sup> resolution),
- Delegation of authority to the Board of Directors to issue shares and securities entailing a capital increase in the event of a public exchange offer initiated by the Company (9<sup>th</sup> resolution),
- Setting of the overall limits on the amount of the issues carried out pursuant to the delegations of authority granted (10<sup>th</sup> resolution),
- Authorization to the Board of Directors to grant share subscription and/or purchase options (“**Options**”), cancelling shareholders’ preferred subscription rights in favor of a specific category of persons (11<sup>th</sup> resolution),
- Delegation of authority to the Board of Directors to issue and allot common share warrants (“**Warrants**”), cancelling shareholders’ preferred subscription rights in favor of a specific category of persons (12<sup>th</sup> resolution),
- Authorization to the Board of Directors to allot free shares, whether existing or to be issued (“**Free Shares**”), cancelling shareholders’ preferred subscription rights in favor of a specific category of persons (13<sup>th</sup> resolution),
- Setting of the overall limits on the amount of the issues carried out pursuant to the authorizations to grant Options and Free Shares and delegations of authority in order to issue Warrants (14<sup>th</sup> resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares or securities conferring access to the Company’s capital restricted to members of a company savings plan, cancelling preferred subscription rights in favor thereof (15<sup>th</sup> resolution),
- Powers for formalities (16<sup>th</sup> resolution).

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<i>Resolutions submitted to the Ordinary General Shareholders’ Meeting</i>
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**FIRST RESOLUTION**

RATIFICATION OF THE TRANSFER OF THE REGISTERED OFFICE

The General Shareholders’ Meeting,

Voting in accordance with the quorum and majority requirements for ordinary general shareholders’ meetings,

**Ratifies** the decision to transfer the Company's registered office dated July 5, 2022 and the correlative amendment to the bylaws.

**SECOND RESOLUTION**

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO CARRY OUT A CAPITAL INCREASE BY ISSUING SHARES, EQUITY SECURITIES CONFERRING ACCESS TO OTHER EQUITY SECURITIES OR CONFERRING THE RIGHT TO AN ALLOTMENT OF DEBT SECURITIES AND/OR SECURITIES CONFERRING ACCESS TO EQUITY SECURITIES, MAINTAINING PREFERRED SUBSCRIPTION RIGHTS

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed (i) the Board of Directors' report and (ii) the statutory auditor's report,

In accordance with Articles L. 225-129 to L. 225-129-6, L. 225-132, L. 225-133, L. 225-134, L. 228-91 *et seq.* of the French Commercial Code,

**Delegates** its authority to the Board of Directors, with the right to sub-delegate its authority in accordance with statutory and regulatory requirements, to decide to carry out a capital increase, on one or more occasions, in France or abroad, in the amounts and at the times it considers appropriate, in euros, foreign currencies or units of account established with reference to several currencies, by issuing shares of the Company, or equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities and/or securities (including, in particular, any debt securities) conferring access to equity securities of the Company, the amount of which may be paid up in cash, including by a set-off of receivables;

**Specifies**, for all necessary purposes, that issues of preference shares and of securities conferring access to preference shares are expressly excluded from this delegation of authority;

**Delegates** to the Board of Directors its authority to decide to issue securities conferring access to capital of companies in which the Company directly or indirectly owns more than half of the capital;

**Resolves** that the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority shall be €200,000 (or the equivalent value of that amount in the event of an issue in another currency), it being specified that:

- the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority shall be applied against the overall limit provided for in the 10<sup>th</sup> resolution;
- the nominal value of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of the holders of securities and other rights conferring access to capital will be added to such overall limit, where applicable;

**Resolves** that the maximum nominal amount of debt securities that may be issued pursuant to this delegation of authority is set at €200,000 (or the equivalent value of that amount in the event of an issue in another currency), it being specified that:

- this amount shall be applied against the overall limit provided for in the 10<sup>th</sup> resolution;
- this amount shall be increased, if applicable, by any redemption premium above par; and
- this overall limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code that the Board of Directors decides to issue or of which it authorizes the issue, in accordance with Article L. 228-40 of the French Commercial Code or, in the other cases, under the conditions that the Company may determine in accordance with the provisions of Article L. 228-36-A of the French Commercial Code;

**Resolves**, in the event that the Board of Directors uses this delegation of authority, that:

- the issue(s) shall be first restricted to shareholders who may subscribe by way of right in proportion to the number of shares they own at the time;
- the Board of Directors may, in accordance with Article 225-133 of the French Commercial Code, allot any excess equity securities not subscribed by shareholders pursuant to their preferred subscription rights to shareholders who have subscribed for a higher number of shares than that which they were entitled to subscribe pursuant to their preferred subscription right, in proportion to the subscription rights they hold and within the limit of their requests;
- in accordance with Article L. 225-134 of the French Commercial Code, if the capital increase has not been fully subscribed through subscriptions for shares to which the shareholders are entitled pursuant to their preferred subscription rights and, if applicable, for any excess shares, the Board of Directors shall be entitled to use the various rights provided by law, in any order in its discretion, including offering shares to the public in France and/or abroad;

**Resolves** that the issues of warrants for subscription of the Company's shares may be carried out by an offer of subscription but also by a free allotment to the holders of existing shares;

**Resolves** that, in case of a free allotment of share warrants, the Board of Directors will have the possibility to decide that the fractional allotment rights will not be negotiable and the corresponding securities will be sold;

**Acknowledges** that this delegation of authority automatically entails waiver by the shareholders of their preferred subscription right to the common shares of the Company to which the securities that would be issued on the basis of this delegation grant entitlement;

**Resolves** that the transactions covered by this resolution may be carried out at any time, including during the period of a tender offer for the Company's shares;

**Resolves** that the Board of Directors shall have full powers to implement this delegation of authority, with the right to sub-delegate its authority to the Chief Executive Officer, within the limits and subject to the conditions specified above and, in particular, to:

- set the amount of the issue(s) to be made pursuant to this delegation of authority and, in particular, to determine the issue price, dates, period and terms and conditions for the subscription, paying up, delivery and effective date of the securities, within the statutory and regulatory limits in force;
- determine, if applicable, the terms and conditions for exercising the rights attached to the shares or securities conferring access to capital to be issued, and set the terms and conditions for exercising, if applicable, conversion, exchange and redemption rights in particular, including by delivering assets of the Company, such as securities already issued by the Company;
- collect the subscriptions and the corresponding payments, and certify the completion of the capital increases for the number of shares that will be subscribed and make the corresponding amendment to the articles of incorporation;
- in its sole discretion, set off the expenses of the capital increase(s) against the amount of the issue premium(s) associated therewith, and deduct from such amount the sums necessary to increase the legal reserve fund to one-tenth of the new amount of share capital after each capital increase;
- enter into any agreement, in particular with a view to successful completion of any issue, to make the above-mentioned issues, on one or more occasions, in the amounts and at the times it considers appropriate, in France and/or, where applicable, abroad;
- decide and make all adjustments to take into account the impact of transactions on the Company's capital, in particular changes to the par value of the share, capital increases by capitalizing reserves, allotments of bonus shares, stock splits or reverse stock splits, distribution of reserves or any other assets, redemptions of capital or any other transaction impacting equity, and set the terms and conditions pursuant to which, if applicable, the rights of the holders of securities conferring access to capital will be protected; and

- in general, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, as well the exercise of the rights attached thereto;

**Resolves** that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this general meeting;

**Resolves** that this delegation of authority supersedes, to the extent of the unused portion where applicable, any previous delegation of authority for the same purpose.

### THIRD RESOLUTION

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO CARRY OUT A CAPITAL INCREASE BY ISSUING SHARES, EQUITY SECURITIES CONFERRING ACCESS TO OTHER EQUITY SECURITIES OR CONFERRING THE RIGHT TO AN ALLOTMENT OF DEBT SECURITIES AND/OR SECURITIES CONFERRING ACCESS TO EQUITY SECURITIES, CANCELLING PREFERRED SUBSCRIPTION RIGHTS, BY MAKING A PUBLIC OFFERING AND OPTION CONFERRING A PRIORITY RIGHT

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed (i) the Board of Directors' report and (ii) the statutory auditor's report,

And after acknowledging that the share capital is fully paid in,

In accordance with Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-135-1, L. 225-136, L. 22-10-49 *et seq.* and L. 228-91 of the French Commercial Code,

**Delegates** to the Board of Directors the authority to decide to issue, by making a public offering (with the exception of the public offering referred to in Article L. 411-2 of the French Monetary and Financial Code), on one or more occasions, in the amounts and at the times it considers appropriate, both in France and abroad, on the French and/or international market, in euros, foreign currencies or units of account established with reference to several currencies:

- ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),
- and/or ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts) to which are attached securities giving the right to the allocation of other ordinary shares (where applicable, represented by American Depositary Shares or American Depositary Receipts) or debt securities,
- and/or securities giving access to ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),

which may be paid up in cash, including by offsetting receivables, with cancellation of the preferential subscription right and the option of granting a priority right;

**Specifies**, for all necessary purposes, that issues of preference shares and of securities conferring access to preference shares are expressly excluded from this delegation of authority;

**Resolves** that the securities conferring access to the Company's common shares issued in this manner may, in particular, consist of debt securities or be associated with the issue of such securities, or permit the issue thereof as intermediate securities. In particular, they may take the form of subordinated or unsubordinated securities (and in such case, the Board of Directors shall set their subordination rank), with or without a fixed term, and which may be issued in euros or foreign currencies or in any monetary units established with reference to several currencies;

**Resolves** that the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority shall be €200,000 (or the equivalent value of that amount in the event of an issue in another currency), it being specified that:

- the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority shall be applied against the overall limit provided for in the 10<sup>th</sup> resolution;
- the nominal amount of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of holders of securities and other rights conferring access to capital in the future will be added to such overall limit, where applicable;

**Resolves** that the maximum nominal amount of debt securities that may be issued immediately or in the future pursuant to this delegation of authority is set at €150,000,000 (or the equivalent value of that amount in the event of an issue in another currency), it being specified that:

- this amount shall be applied against the overall limit provided for in the 10<sup>th</sup> resolution;
- this amount shall be increased, if applicable, by any redemption premium above par; and
- this overall limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, that the Board of Directors decides to issue or of which it authorizes the issue, in accordance with Article L. 228-40 of the French Commercial Code or, in the other cases, under the conditions that the Company may determine in accordance with the provisions of Article L. 228-36-A of the French Commercial Code;

**Resolves** to cancel shareholders' preferred subscription rights to the securities that may be issued pursuant to this delegation of authority, without indication of beneficiaries, it being specified however that the Board of Directors may grant the shareholders, for some or all of the securities issued pursuant to this delegation of authority, a priority period for which it shall set the exercise terms and conditions, within the limits of the statutes and regulations in force. This subscription priority shall be exercised in proportion to the number of shares held by each shareholder and may not create negotiable rights;

**Acknowledges** that this delegation of authority automatically entails a waiver by shareholders of their preferred subscription rights to common shares of the Company to which the securities that may be issued on the basis of this delegation of authority entitle them;

**Resolves** that, if any such issue is not fully subscribed, the Board may use, in any order in its discretion, any of the following rights:

- limiting the issue to the amount of the subscriptions, provided that this amount is at least three-quarters of the amount of the issue initially decided,
- allocating, in its own discretion, some or all of the securities issued but not subscribed to the persons of its choice; and
- offering to the public, on the French or international market, some or all of the securities issued but not subscribed;

**Resolves** that the issue price of the securities that may be issued pursuant to this delegation of authority shall be determined by the Board of Directors in accordance with the following terms and conditions: the sum that the Company receives or should receive for each share issued or created by subscription, conversion, exchange, redemption, exercise of warrants or otherwise shall be at least equal to an amount determined in accordance with the regulations applicable on the issue date (as of this date, the weighted average by the volumes of the share prices over the last three trading days prior to the start of the public offering according to the meaning of regulation (EU) no. 2017/1129 of June 14, 2017, less a possible discount of no more than 10%, in accordance with Article R. 22-10-32 of the French Commercial Code), subject to the exception set out in the 6<sup>th</sup> resolution;

**Resolves** that the transactions covered by this resolution may be carried out at any time, including during the period of a tender offer for the Company's shares;

**Resolves** that the public offerings, decided in virtue of this resolution, may be associated, in the framework of a same issue or several issues carried out at the same time, with one or several offerings referred to in Article L. 411-2 of the French Monetary and Financial Code, resolved in accordance with the 5<sup>th</sup> resolution;

**Resolves** that the Board of Directors shall have full powers to implement this delegation of authority, with the right to sub-delegate its authority to the Chief Executive Officer, within the limits and subject to the conditions specified above and, in particular, to:

- determine the dates and terms of the issue as well as the nature, form and characteristics of the securities to be created, which may take the form of subordinated or unsubordinated securities, with or without a fixed term, as the case may be;
- set the amount of the issue(s) to be carried out pursuant to this delegation of authority, and to determine in particular the issue price, the timing, terms and conditions of subscription, payment, delivery and dividend entitlement of the securities, within the legal or regulatory limits in force;
- determine, if applicable, the terms and conditions for exercising the rights attached to the shares or securities conferring access to capital to be issued and set the terms and conditions for exercising, if applicable, conversion, exchange and redemption rights in particular, including by delivering assets of the Company, such as securities already issued by the Company;
- collect the subscriptions and the corresponding payments, and certify the completion of the capital increases for the number of shares that will be subscribed and make the corresponding amendment to the articles of incorporation;
- at its sole initiative, set off the expenses of the capital increase(s) against the amount of the issue premium(s) associated therewith, and deduct from such amount the sums necessary to increase the legal reserve to one-tenth of the new amount of share capital after each capital increase;
- enter into any agreement, in particular with a view to successful completion of any issue, to make the above-mentioned issues, on one or more occasions, in the amounts and at the times it considers appropriate, in France and/or, where applicable, abroad;
- decide and make all adjustments to take into account the impact of transactions on the Company's capital, in particular changes to the par value of the share, capital increases by capitalizing reserves, allotments of bonus shares, stock splits or reverse stock splits, distribution of reserves or any other assets, redemptions of capital or any other transaction impacting equity, and set the terms and conditions pursuant to which, if applicable, the rights of the holders of securities conferring access to capital will be protected; and
- in general, take all measures and carry out all formalities required for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority and for the exercise of the rights attached thereto;

**Resolves** that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this general meeting.

**Resolves** that this delegation of authority supersedes, to the extent of the unused portion where applicable, any previous delegation of authority for the same purpose.

#### **FOURTH RESOLUTION**

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO CARRY OUT A CAPITAL INCREASE BY ISSUING SHARES, EQUITY SECURITIES CONFERRING ACCESS TO OTHER EQUITY SECURITIES OR CONFERRING THE RIGHT TO AN ALLOTMENT OF DEBT SECURITIES AND/OR SECURITIES CONFERRING ACCESS TO EQUITY SECURITIES, CANCELLING PREFERRED SUBSCRIPTION RIGHTS IN FAVOR OF A SPECIFIC CATEGORY OF PERSONS

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed (i) the Board of Directors' report and (ii) the statutory auditor's report,

In accordance with Articles L. 225-129 *et seq.*, L. 225-138, L. 228-91 *et seq.* and L. 22-10-49 *et seq.* of the French Commercial Code,

**Delegates** to the Board of Directors its authority to carry out share capital increase, on one or more occasions, both in France and abroad, in the amounts and at the times it considers appropriate, on the French and/or international market, in euros, foreign currencies, or units of account established with reference to several currencies, by issues with cancellation of preferential subscription rights of:

- ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),
- and/or ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts) to which are attached securities giving entitlement to the allocation of other ordinary shares (where applicable, represented by American Depositary Shares or American Depositary Receipts) or debt securities,
- and/or securities (including, in particular, any debt securities) giving access to equity securities, ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),

whose payment may be made in cash, in particular by offsetting debts and in full at the time of subscription;

**Resolves** that the maximum nominal amount of the capital increases that may be carried out, immediately or in the future, pursuant to this delegation of authority is set at €200,000 (or the equivalent value of that amount in the event of an issue in another currency), it being specified that:

- the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority shall be applied against the overall limit provided for in the 10<sup>th</sup> resolution;
- the nominal value of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of holders of securities and other rights conferring access to capital will be added to such overall limit, where applicable;

**Resolves** that the maximum nominal amount of debt securities that may be issued immediately or in the future pursuant to this delegation of authority is set at €150,000,000 (or the equivalent value of that amount in the event of an issue in another currency), it being specified that:

- this amount shall be applied against the overall limit provided for in the 10<sup>th</sup> resolution;
- this amount shall be increased, if applicable, by any redemption premium above par; and

- this overall limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code that the Board of Directors decides to issue or of which it authorizes the issue, in accordance with Article L. 228-40 of the French Commercial Code or, in the other cases, under the conditions that the Company may determine in accordance with the provisions of Article L. 228-36-A of the French Commercial Code;

**Resolves** to cancel shareholders' preferred subscription rights for shares that may be issued pursuant to this authorization and to restrict the shares to be issued pursuant to this resolution:

- (i) to French or foreign individuals, legal entities, including companies, trusts or investment funds or other investment vehicles of any kind, investing, as a main activity, or having invested more than one million euros during the 24 months preceding the considered capital increase (a) in the pharmaceutical sector; and/or (b) in a growth stock listed on a regulated market or a multilateral negotiation system (type Euronext Growth) considered as "*community small and medium-sized companies*" in the meaning of annex I to the Regulation (CE) no. 651/2014 of the European Commission of June 17, 2014; and/or
- (ii) to one or more strategic partners of the Company, located in France or abroad, who has (have) entered into or will enter into one or more partnership agreements (development, co-development, distribution, manufacturing agreements, etc.) or commercial agreements with the Company (or a subsidiary) and/or companies they control, that control them or are controlled by the same person(s), directly or indirectly, within the meaning of Article L. 233-3 of the French Commercial Code; and/or
- (iii) to any French or foreign investment service or any foreign institution having an equivalent status, likely to guarantee the realization of an issue intended to be placed with the persons referred to in (i) and/or (ii) above and, in this context, to subscribe for the securities issued;

**Acknowledges** that this delegation of authority automatically entails in favor of the holders of securities conferring access to the Company's capital and that may be issued pursuant to this resolution an express waiver by the shareholders of their preferred subscription right to the shares to which the securities entitle them;

**Resolves** that the issue price of the securities issued pursuant to this delegation of authority shall be set by the Board of Directors using a multi-criteria method, provided the share subscription price is not less than 85% of the weighted average by the volumes of the share prices over the fifteen (15) trading days preceding the date the issue price is set, and the issue price of securities conferring access to equity securities will be such that the sum immediately received by the Company at the time of this issue, plus, if applicable, any sum that it may subsequently receive for each share issued as a result of the issue of such securities is not less than 85% of the weighted average by the volumes of the share prices over the fifteen (15) trading days preceding the date the issue price is set;

**Resolves** that, if any issue is not fully subscribed, the Board of Directors may use one or other of the following options, in such order as it shall determine:

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

**Resolves** that the transactions referred to in this resolution may be carried out at any time, including in the period of a tender offer for the Company's shares;

**Resolves** that the Board of Directors shall have full powers to implement this delegation of authority, with the right to sub-delegate its authority to the Chief Executive Officer, within the limits and subject to the conditions specified above and, in particular, to:

- draw up within the category defined above, the list of beneficiaries entitled to subscribe for the securities issued and the number of securities to be allotted to each of them, within the limits specified above;
- determine the dates and terms of the issue as well as the nature, form and characteristics of the securities to be created, which may take the form of subordinated or unsubordinated securities, with or without a fixed term, if applicable,
- set the amount of the issue(s) to be made pursuant to this delegation of authority and, in particular, determine the issue price (in accordance with the conditions set out above for setting the price), period and terms and conditions for the subscription, delivery and effective date of the securities, within the statutory and regulatory limits in force;
- determine, if applicable, the terms and conditions for exercising the rights attached to the shares or securities conferring access to capital to be issued and set the terms and conditions for exercising, if applicable, conversion, exchange and redemption rights in particular, including by delivering assets of the Company, such as securities already issued by the Company;
- collect the subscriptions and the corresponding payments, and certify the completion of the capital increases for the number of shares that will be subscribed and make the corresponding amendment to the articles of incorporation;
- in its sole discretion, set off the expenses of the capital increase(s) against the amount of the issue premium(s) associated therewith, and deduct from such amount the sums necessary to increase the legal reserve fund to one-tenth of the new amount of share capital after each capital increase;
- decide and make all adjustments intended to take into account the impact of transactions on the Company's capital, in particular changes to the par value of the share, capital increases by capitalizing reserves, allotments of bonus shares, stock splits or reverse stock splits, distribution of reserves or any other assets, redemptions of capital or any other transaction impacting equity, and set the terms and conditions pursuant to which, if applicable, the rights of holders of securities conferring access to capital will be protected; and
- in general, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, as well as to exercise the rights attached thereto.

**Resolves** that this delegation of authority shall be valid for a period of eighteen (18) months from the date of this general meeting;

**Resolves** that this delegation of authority supersedes, to the extent of the unused portion where applicable, any previous authorization for the same purpose.

#### **FIFTH RESOLUTION**

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO CARRY OUT A CAPITAL INCREASE, WITHIN THE LIMIT OF 20% OF THE SHARE CAPITAL PER YEAR, BY ISSUING SHARES, EQUITY SECURITIES CONFERRING ACCESS TO OTHER EQUITY SECURITIES OR CONFERRING THE RIGHT TO AN ALLOTMENT OF DEBT SECURITIES AND/OR SECURITIES CONFERRING ACCESS TO EQUITY SECURITIES, CANCELLING PREFERRED SUBSCRIPTION RIGHTS, BY MAKING AN OFFER TO QUALIFIED INVESTORS OR A RESTRICTED GROUP OF INVESTORS, WITHIN THE MEANING OF ARTICLE L. 411-2 OF THE FRENCH MONETARY AND FINANCIAL CODE

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed (i) the Board of Directors' report and (ii) the statutory auditor's report,

In accordance with Articles L. 225-129, L. 225-135, L. 225-136 and L. 228-91 *et seq.* L. 22-10-51 et L. 22-10-52 of the French Commercial Code, and L. 411-2 1° of the the French Monetary and Financial Code,

**Delegates** to the Board of Directors its authority to decide to issue, by way of an offer as provided for in Article L. 411-2 1° of the French Monetary and Financial Code, on one or more occasions, in the proportions and at the times it sees fit, both in France and abroad, on the French and/or international market, in euros, foreign currencies or units of account set by reference to several currencies:

- ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),
- and/or ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts) to which are attached securities giving entitlement to the allotment of other ordinary shares (where applicable, represented by American Depositary Shares or American Depositary Receipts) or debt securities,
- and/or securities giving access to ordinary shares (including, where applicable, represented by American Depositary Shares or American Depositary Receipts),

whose payment may be made in cash, including by offsetting debts;

**Resolves** that the securities giving access to the Company's ordinary shares issued in this way may, in particular, consist of debt securities or be associated with the issue of such securities, or allow their issue as intermediate securities. They may take the form of subordinated or unsubordinated securities (in which case the Board of Directors shall determine their subordination rank), with or without a fixed term, and may be issued either in euros, in foreign currencies, or in any monetary unit established by reference to several currencies;

**Decides** that the maximum nominal amount of the capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation is set at 44,626 euros, that in any event, the issues of equity securities carried out pursuant to this delegation by way of an offer referred to in Article L. 411-2 1° of the French Monetary and Financial Code may not exceed the limits provided for by the regulations applicable on the date of issue, it being specified that this limit will be assessed on the date of the Board of Directors' decision to use this delegation; it being specified that to this maximum nominal amount above shall be added, where applicable, the nominal value of the shares to be issued to preserve, in accordance with the law and, where applicable, with the applicable contractual stipulations, the rights of the holders of securities and other rights giving access to the share capital ;

**Resolves** further that the nominal amount of the capital increases that may be carried out pursuant to this delegation shall be deducted from the overall ceiling provided for in the 10<sup>th</sup> resolution;

**Decides** that the maximum nominal amount of debt securities that may be issued, immediately or in the future, pursuant to this delegation is set at 150,000,000 euros (or the equivalent of this amount in the event of an issue in another currency), it being specified that :

- this amount will be deducted from the overall ceiling provided for in the 10<sup>th</sup> resolution;
- this amount shall be increased, where applicable, by any redemption premium above par; and
- this ceiling does not apply to debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, the issue of which would be decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code or in other cases, under the conditions determined by the Company in accordance with the provisions of Article L. 228-36-A of the French Commercial Code;

**Decides** to cancel the shareholders' preferential subscription rights to the securities that may be issued pursuant to this delegation;

**Acknowledges** that this delegation of authority automatically entails the waiver by shareholders of their pre-emptive right to subscribe for the ordinary shares of the Company to which the securities issued pursuant to this delegation of authority entitle them;

**Resolves** that the issue price of the shares and securities that may be issued under this delegation of authority shall be set by the Board of Directors, provided that the amount to be received or receivable by the Company for each share issued or created by subscription, conversion, exchange, redemption, exercise of warrants or otherwise must be at least equal to an amount determined in accordance with the regulations applicable on the date of issue (to date the volume-weighted average of the prices for the last three trading sessions preceding the start of the public offering within the meaning of Regulation (EU) No. 2017/1129 of June 14, 2017, possibly reduced by a maximum discount of 10%, in accordance with Article R. 22-10-32 of the French Commercial Code) subject to the exception referred to in the 6<sup>th</sup> resolution;

**Decides** that the transactions referred to in this resolution may be carried out at any time, including during a public offering of the Company's securities;

**Resolves** that, if subscriptions do not absorb the entirety of such an issue, the Board may use, in the order it shall determine, one or other of the following options:

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

**Decides** that the public offering(s) decided upon under this resolution may be combined, in the context of a single issue or several issues carried out simultaneously, with a public offering(s) decided upon under 3<sup>rd</sup> resolution;

**Resolves** that the Board of Directors shall have full powers to implement this delegation, with the option to sub-delegate such powers to the Chief Executive Officer, within the limits and under the conditions specified above, in particular in order to:

- determine the dates and terms of the issue as well as the nature, form and characteristics of the securities to be created, which may take the form of subordinated or unsubordinated securities, with or without a fixed term, as the case may be;
- set the amount of the issue(s) to be carried out under the present delegation, and to determine in particular the issue price, the time period, the terms and conditions of subscription, delivery and dividend entitlement of the securities, within the legal or regulatory limits in force;
- determine, if applicable, the terms and conditions for the exercise of the rights attached to the shares or securities giving access to the capital to be issued, to determine the terms and conditions for the exercise of the rights, if applicable, in particular for conversion, exchange, redemption, including by delivery of assets of the Company such as securities already issued by the Company;
- collect the subscriptions and corresponding payments and record the completion of the capital increases up to the amount of the shares that will be subscribed and amend the bylaws accordingly;
- at its sole initiative, charge the costs of the capital increase(s) against the amount of the related issue premium(s) and deduct from this amount the sums necessary to bring the legal reserve up to one-tenth of the new capital after each capital increase;
- determine and make all adjustments to take account of the impact of transactions affecting the Company's capital, in particular changes in the par value of shares, capital increases by incorporation of reserves, bonus share issues, stock splits or reverse splits, distribution of reserves or any other assets, redemption of capital, or any other transaction affecting shareholders' equity, and set the terms and conditions under which the rights of holders of securities giving access to the capital will be preserved, if applicable; and

- in general, to take all measures and carry out all formalities required for the issue, listing and financial servicing of the securities issued pursuant to this delegation and for the exercise of the rights attached thereto;

**Resolves** that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this meeting;

**Resolves** that this delegation of authority shall supersede any unused portion of any previous delegation of authority having the same purpose.

#### **SIXTH RESOLUTION**

AUTHORIZATION TO BE GRANTED TO THE BOARD OF DIRECTORS IN ACCORDANCE WITH ARTICLES L. 22-10-52 PARAGRAPH 2 AND R. 22-10-32 OF THE FRENCH COMMERCIAL CODE TO SET THE ISSUE PRICE OF THE SHARES, EQUITY SECURITIES CONFERRING ACCESS TO OTHER EQUITY SECURITIES OR CONFERRING THE RIGHT TO AN ALLOTMENT OF DEBT SECURITIES AND/OR SECURITIES CONFERRING ACCESS TO EQUITY SECURITIES, CANCELLING PREFERRED SUBSCRIPTION RIGHTS, UNDER THE DELEGATION OF AUTHORITY THAT IS THE SUBJECT OF THE 3<sup>RD</sup> AND 5<sup>TH</sup> RESOLUTIONS

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed (i) the Board of Directors' report and (ii) the statutory auditors' report,

In accordance with Articles L. 22-10-52 paragraph 2 and R. 22-10-32 of the French Commercial Code,

**Authorizes** the Board of Directors, with the right to sub-delegate its authority under the conditions provided for by law, to set the issue price of the shares, the equity securities conferring access to other equity securities or conferring the right to allotment of debt securities, and/or the securities conferring access to equity securities, issued pursuant to the delegations of authority that are the subject of the 3<sup>rd</sup> and 5<sup>th</sup> resolutions and up to the limit of 10% of the share capital per year as determined on the date of the Board of Directors' decision, as adjusted based on transactions that may subsequently affect it, at the price it shall determine based on a multi-criteria method, provided the subscription price of the shares is not less than 80% of the weighted average by the volumes of the share prices over the last twenty (20) trading days preceding the date on which the issue price is set, and that the issue price of securities conferring access to equity securities will be such that the sum received immediately by the Company at the time of such issue, plus, if applicable, any sum it may subsequently receive for each share issued as a result of issuing such securities, is not less than 80% of the weighted average by the volumes of the share prices over the last twenty (20) trading days preceding the date on which the issue price is set;

**Resolves** that the Board of Directors shall have full powers to implement this resolution in accordance with the terms set out in the resolution pursuant to which the issue is decided;

**Resolves** that this authorization shall be valid for a period of twenty-six (26) months from the date of this general meeting;

**Resolves** that, as from its date of implementation, this authorization supersedes any previous authorization for the same purpose.

## SEVENTH RESOLUTION

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE NUMBER OF SHARES TO BE ISSUED IN THE EVENT OF A CAPITAL INCREASE WITH OR WITHOUT PREFERRED SUBSCRIPTION RIGHTS

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed (i) the Board of Directors' report and (ii) the statutory auditor's report,

In accordance with the provisions of Articles L. 225-135-1 and R. 225-118 of the French Commercial Code,

**Delegates** to the Board of Directors its authority, with the right to sub-delegate its authority to the Chief Executive Officer, to increase the number of shares to be issued in the event of an increase in the Company's share capital with or without preferred subscription rights, at the same price as that set for the original issue, within the time periods and limits prescribed by the regulations applicable on the date of issue (as of this date, within thirty days from the end of the subscription period, up to the limit of 15% of the original issue and at the same price as that set for the original issue), in particular in order to grant an over-subscription option in accordance with market practice;

**Resolves** that this authorization, granted to the Board of Directors, must be implemented within thirty (30) days of the closing of the subscription for the related initial issue; if the Board of Directors has not made use of such authorization within this 30-day period, it will be considered null and void in respect of the related issue;

**Resolves** that the nominal amount of capital increases decided by this resolution shall be applied against the overall limit specified for the issues provided for in the 10<sup>th</sup> resolution of this general meeting;

**Resolves** that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this general meeting;

**Resolves** that this delegation of authority supersedes, to the extent of the unused portion where applicable, any previous delegation of authority for the same purpose.

## EIGHTH RESOLUTION

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARES AND SECURITIES LEADING TO A CAPITAL INCREASE IN CONSIDERATION OF NON-CASH CONTRIBUTIONS

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed (i) the Board of Directors' report and (ii) the statutory auditor's report,

In accordance with the provisions of Article L. 225-129 *et seq.* and, in particular, Articles L. 225-147, L. 22-10-53 and Articles L. 228-91 *et seq.* of the French Commercial Code,

**Delegates** to the Board of Directors the powers, with the right to sub-delegate its authority in accordance with the requirements prescribed by the law and the articles of incorporation, to carry out one or more capital increases by issuing in France and/or abroad, immediately and/or in the future (i) common shares or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraph 3, and L. 228-94 paragraph 2 of the French Commercial Code (a) conferring access, immediately or in the future, by subscription, conversion, exchange, redemption, presentation of a warrant or in any other manner, to shares of the Company or another company or (b) conferring the right to an allotment of debt securities, up to a maximum nominal amount representing less than 10% of the share capital (as it exists on the date of the transaction), in consideration of non-cash contributions made to the Company, and consisting of equity securities or securities conferring access to capital, where the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable; it being specified that the nominal value of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of holders of securities and other rights conferring access to capital will be added to such maximum nominal amount, where applicable;

**Acknowledges** that, in accordance with the law, shareholders will not have preferred subscription rights for the shares or securities issued pursuant to this delegation of authority;

**Acknowledges** that this delegation of authority automatically entails waiver by the shareholders of their preferred subscription right to the shares to which the securities that would be issued on the basis of this delegation of authority would entitle them;

**Specifies**, for all necessary purposes, that issues of preference shares are expressly excluded from this delegation of authority;

**Resolves** that the maximum nominal amount of capital increases carried out pursuant to this delegation of authority shall not exceed 10% of the Company's capital (as existing on the date of the transaction). If applicable, this amount shall be increased by the number of additional shares to be issued to protect, in accordance with the legal or regulatory or contractual provisions, the rights of holders of securities and other rights conferring access to capital;

**Resolves** that the nominal amount of capital increases decided by this resolution shall be applied against the overall limit provided for in the 10<sup>th</sup> resolution;

**Resolves** that the nominal amount of debt securities that may be issued pursuant to this delegation of authority shall not exceed €150,000,000 (or the equivalent value of this amount in the event of an issue in another currency);

**Resolves** that the nominal amount of any issue of debt securities decided by this resolution shall be applied against the overall limit provided for in the 10<sup>th</sup> resolution;

**Resolves** that the Board of Directors shall have full powers to implement this delegation of authority, with the right to sub-delegate its authority to the Chief Executive Officer, within the limits and subject to the conditions specified above and, in particular, to:

- decide the capital increase(s) to be carried out in consideration of the contributions and determine the shares and/or securities to be issued;
- draw up the list of securities contributed and assess the value of the contributions,
- set the conditions of the issue of shares and/or securities in consideration of the contributions and, if applicable the amount of any adjustment balance to be paid, approve the granting of special benefits, and reduce, if the contributors agree, the value of the contributions or the consideration for the special benefits;
- determine the features of the shares and/or securities to be issued in consideration of the contributions, decide and make all adjustments to take into account the impact of transactions on the Company's capital or equity and set any other terms and conditions that make it possible to ensure that, and set the terms and conditions pursuant to which, if applicable, the rights of holders of securities conferring access to capital or beneficiaries of share subscription or purchase options or of allotments of bonus shares will be protected, where applicable;

- in its sole discretion, set off the expenses of the capital increases against the amount of premiums associated therewith, and deduct from such amount the sums necessary to fund the legal reserve; and
- set the issue terms and conditions, certify the completion of the capital increases, make the corresponding amendment to the articles of incorporation, carry out the required formalities and, in general, take all necessary actions.

**Resolves** that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this general meeting;

**Resolves** that this delegation of authority supersedes, to the extent of the unused portion where applicable, any previous delegation of authority for the same purpose.

### NINETH RESOLUTION

#### DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARES AND SECURITIES ENTAILING A CAPITAL INCREASE IN THE EVENT OF A PUBLIC EXCHANGE OFFER INITIATED BY THE COMPANY

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed (i) the Board of Directors' report and (ii) the statutory auditor's report,

In accordance with Articles L. 225-129 *et seq.*, L. 22-10-54 and L. 228-91 *et seq.* of the French Commercial Code,

**Delegates** to the Board of Directors its authority to carry out capital increases, on one or more occasions, by issuing shares and/or securities conferring access by any means, immediately and/or in the future, to the Company's capital, in consideration for securities tendered to a public exchange offer initiated by the Company in France or abroad, in accordance with local rules, for securities of another company admitted to trading on any of the regulated markets referred to in Article L. 225-10-54 of the French Commercial Code;

**Acknowledges** that, in accordance with the law, shareholders shall not have preferred subscription rights for the securities issued pursuant to this delegation of authority;

**Specifies**, for all necessary purposes, that issues of preference shares are expressly excluded from this delegation of authority;

**Resolves** that the maximum nominal amount of capital increases carried out pursuant to this delegation of authority shall not exceed €200,000 (or the equivalent value of that amount in the event of an issue in another currency) increased, where applicable, by the nominal value of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of holders of securities and other rights conferring access to capital;

**Resolves** that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation of authority shall be applied against the overall limit provided for in the 10<sup>th</sup> resolution;

**Resolves** that the maximum nominal amount of debt securities that may be issued pursuant to this delegation of authority is set at €150,000,000 (or the equivalent value of that amount in the event of an issue in another currency), it being specified that:

- this amount shall be applied against the overall limit provided for in the 10<sup>th</sup> resolution,
- this amount shall be increased, if applicable, by any redemption premium above par,

- this overall limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, that the Board of Directors decides to issue or of which it authorizes the issue, in accordance with Article L. 228-40 of the French Commercial Code or, in the other cases, under the conditions that the Company may determine in accordance with the provisions of Article L. 228-36-A of the French Commercial Code,

**Acknowledges** that this delegation of authority automatically entails waiver by the shareholders of their preferred subscription right to the common shares of the Company to which the securities that would be issued on the basis of this delegation entitle them;

**Resolves** that the Board of Directors shall have full powers to implement this delegation of authority, with the right to sub-delegate its authority to the Chief Executive Officer, within the limits and subject to the conditions specified above and, in particular, to:

- draw up the list of securities tendered for exchange, as well as the form and features of the shares or securities conferring access to capital to be issued, with or without a premium,
- set the conditions of the issue, the exchange ratio and, if applicable, the amount of any adjustment balance to be paid in cash,
- determine the issue terms and conditions in connection with, in particular, a public exchange offer or an alternative tender or exchange offer, in the main, together with a public exchange or tender offer, on a secondary basis,
- certify the number of securities tendered for exchange,
- set the effective date, retroactively if applicable, of the shares or securities conferring access to capital to be issued, the payment method therefore and, if applicable, the terms and conditions for exercising the rights to exchange, conversion, redemption or allotment in any other manner of equity securities or securities conferring access to capital,
- recognize the difference between the issue price of the new common shares and their par value as a liability on the balance sheet, under the additional paid-in capital (“contribution premium”) item, to which all shareholders shall have rights,
- make any adjustments required in application of the laws or regulations and, where appropriate, applicable contractual provisions, to protect the rights of holders of securities conferring access to the Company’s capital,
- if necessary, suspend the exercise of the rights attached to these securities for a maximum period of three months,
- in its sole discretion, set off the expenses of the capital increases against the amount of premiums associated therewith, and deduct from such amount the sums necessary to fund the legal reserve,
- set the conditions of the issue, certify the completion of the capital increases, make the corresponding amendment to the articles of incorporation, carry out the required formalities and, in general, take all necessary actions,

**Resolves** that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this general meeting,

**Resolves** that this delegation of authority supersedes, to the extent of the unused portion where applicable, any previous delegation of authority for the same purpose.

## TENTH RESOLUTION

### SETTING OF THE OVERALL LIMITS ON THE AMOUNT OF THE ISSUES CARRIED OUT PURSUANT TO THE DELEGATIONS OF AUTHORITY GRANTED

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed the Board of Directors' report,

**Resolves** that:

- the total maximum nominal amount of the capital increases that may be carried out pursuant to the delegations of authority granted under the 2<sup>nd</sup> to 5<sup>th</sup>, 8<sup>th</sup> and 9<sup>th</sup> resolutions above is set at €200,000 (or the equivalent value of that amount in the event of an issue in another currency) it being specified that this overall limit will be increased in all cases by the additional amount of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of holders of securities and other rights conferring access to capital;
- the total maximum nominal amount of the debt securities that may be issued pursuant to the delegations granted under the 2<sup>nd</sup> to 5<sup>th</sup>, 8<sup>th</sup> and 9<sup>th</sup> resolutions above is set at €150,000,000 (or the equivalent value of that amount in the event of an issue in another currency).

## ELEVENTH RESOLUTION

### AUTHORIZATION TO THE BOARD OF DIRECTORS TO GRANT SHARE SUBSCRIPTION AND/OR PURCHASE OPTIONS (“**OPTIONS**”), CANCELLING SHAREHOLDERS' PREFERRED SUBSCRIPTION RIGHTS IN FAVOR OF A SPECIFIC CATEGORY OF PERSONS

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed (i) the Board of Directors' report and (ii) the statutory auditor's report,

In accordance with Articles L. 225-177 *et seq.*, L. 22-10-56 *et seq.* and L. 225-129 *et seq.* of the French Commercial Code,

**Authorizes** the Board of Directors to grant, on one or more occasions, during the periods authorized by law, to the employees and/or corporate officers (or some of them) of the Company or of companies or groups affiliated with it in accordance with the conditions set out in Article L. 225-180, paragraph I of the French Commercial Code (“**Beneficiaries**”), options conferring the right to subscribe for new shares to be issued by the Company as a capital increase or to purchase existing shares of the Company resulting from share buybacks in accordance with the legal requirements (“**Options**”), under the following conditions:

- the authorization concerns a maximum number of Options, each confers the right to subscribe for and/or purchase one share, it being specified that the maximum nominal amount of the capital increases that may be carried out immediately or in the future by virtue of this authorization may not exceed 5% of the share capital on a fully diluted basis as of the date of this General Meeting; this maximum amount will be increased by the nominal amount of the securities to be issued to protect, in accordance with the law, the rights of the holders of securities and other rights conferring access to capital; and, in any event, the total number of shares that may be subscribed by exercising Options granted and not yet exercised shall never exceed one-third of the share capital;
- the total number of shares that may be allotted, subscribed or purchased in respect of the Options issued pursuant to this authorization will be applied against the overall limit provided for in the 14<sup>th</sup> resolution;
- the subscription or purchase price of shares resulting from exercising the Options shall be determined by the Board of Directors on the date that the Options will be granted, as follows:
  - o in the case of options to subscribe for new shares, the price shall not be less than 95% of the average weighted by the volumes of the share prices of the twenty (20) trading days preceding the date on which the Option is granted;
  - o in the case of options to purchase existing shares, the price shall not be less than 95% of the average weighted by the volumes of the share prices of the last twenty (20) trading days preceding the date on which the Option is granted, nor of the average purchase price of shares held by the Company in accordance with Article L. 22-10-62 of the French Commercial Code;
- the period during which the Options may be exercised shall be 10 years from the date they are granted the Board of Directors;
- in accordance with the law, no Options may be granted to employees or senior management executives who, on the date of the Board of Directors' decision, hold more than 10% of the share capital;
- the exercise of the Options must be subject to the fulfillment of financial and non-financial conditions set by the Board of Directors at the time of granting, based on several criteria such as, in particular, the level of the Company's share market price or the achievement of significant operational progress for the Company's business, and must be spread out, if necessary in tranches, over a total period of at least four (4) years;

**Resolves** that the Board of Directors shall have full powers to implement this authorization, with the right to sub-delegate its authority to the Chief Executive Officer and, in particular, to:

- draw up the list of Beneficiaries and the number of Options to be granted to each of them,
- set the terms and conditions applicable to the Options and draw up the plan regulations, including *inter alia* the requirements concerning performance and/or continued employment with the Company or any of its subsidiaries, (ii) the schedule(s) for exercising the Options, it being understood that the Board of Directors may move up the dates or periods for exercising the Options, maintain the exercisable nature of the options or change the dates or periods during which the shares obtained by exercising the Options are non-transferable and/or may not be converted to bearer shares, and (iii) if applicable, provisions prohibiting the resale of some or all of the shares,
- decide the terms and conditions pursuant to which the price and the number of shares may be adjusted to take into account the financial transactions referred to in Article L. 225-181 of the French Commercial Code,
- if applicable, limit, suspend, restrict or prohibit the exercise of Options or the sale or conversion into bearer shares of shares obtained by exercising Options during certain periods or as of certain events, which decision may apply to some or all of the shares,
- certify the completion of the capital increases for the amount of the shares that will be actually subscribed by exercising subscription Options, amend the articles of incorporation accordingly, and carry out the formalities in consequence thereof,

- in its sole discretion, if it deems appropriate, set off the expenses of the capital increases against the amount of premiums associated therewith, and deduct from such amount the sums necessary to increase the legal reserve to one-tenth of the new amount of share capital after each capital increase,
- in general, take all measures and carry out all formalities required for listing the new shares thus issued.

**Resolves** to set the duration of this authorization at thirty-eight (38) months from the date of this general meeting;

**Resolves** that this delegation of authority supersedes, to the extent of the unused portion where applicable, any previous authorization for the same purpose;

**Acknowledges** that this authorization automatically entails an express waiver by the shareholders, in favor of the Beneficiaries of the Options, of their preferred subscription right for the shares that will be issued as said Options are exercised;

**Acknowledges** that the capital increase as a result of the Options exercised shall be definitively completed merely by the declaration that the Option is being exercised, accompanied by the subscription form and the payments for the shares, which may be made in cash or by a setoff against receivables held against the Company.

#### **TWELTH RESOLUTION**

##### DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE AND ALLOT COMMON SHARE WARRANTS (“**WARRANTS**”), CANCELLING SHAREHOLDERS’ PREFERRED SUBSCRIPTION RIGHTS IN FAVOR OF A SPECIFIC CATEGORY OF PERSONS

The General Shareholders’ Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders’ meetings,

After having reviewed (i) the Board of Directors’ report and (ii) the statutory auditor’s report,

In accordance with Articles L. 225-129 *et seq.*, L. 22-10-52, L. 225-135, L. 225-138 and L. 228-92 *et seq.* of the French Commercial Code,

**Delegates** its authority to the Board of Directors to issue, on one or more occasions, common share warrants (“**Warrants**”), cancelling preferred subscription rights in favor of a specific category of persons;

**Resolves** that the maximum nominal amount of the capital increases that may be carried out, immediately or in the future, pursuant to this delegation may not exceed 5% of the share capital on a fully diluted basis as of the date of this Shareholders' Meeting; it being specified that this maximum amount will be increased by the nominal value of the securities to be issued to protect, in accordance with the law, the rights of holders of securities and other rights conferring access to capital; and it being specified that the number of Warrants that may be issued pursuant to this delegation of authority will be applied against the overall limit provided for in the 14<sup>th</sup> resolution;

**Resolves** that each Warrant shall confer the right to subscribe for one (1) new common share;

**Resolves** that the exercise of the Warrants shall be subject to the fulfillment of conditions of both a financial and non-financial nature, set by the Board of Directors at the time of their allocation, based on several criteria such as, in particular, the level of the Company's share market price or the achievement of significant operational progress for the Company's business, and shall be spread out, if necessary in tranches, over a total period of at least four (4) years.;

**Resolves** to cancel the shareholders’ preferred subscription right in favor of:

- (i) any individual or legal entity who are strategic partners of the Company, industrial or commercial entities in the pharmaceutical sector, or persons who have entered into a service or consulting agreement with the Company or any of its subsidiaries;
- (ii) the shareholders, senior management executives or employees of such entities in the case of legal entities;
- (iii) the senior management executives, corporate officers or employees of the Company or its subsidiaries;

**Resolves** that the Warrants must be exercised at the latest within ten (10) years of their issue and that any Warrants that may have not been exercised upon the expiration of this period of ten (10) years will automatically lapse;

**Resolves** that, as long as the Company's shares will be admitted to trading on a regulated market, the subscription price of a common share of the Company upon the exercise of a Warrant, that will be determined by the Board of Directors at the time of allotment of the Warrants, shall at least be equal to the volume-weighted average of the trading prices for the twenty (20) trading days preceding the date of the Board's decision to allot the Warrants, as reduced, where applicable, by a maximum discount of 10%;

**Authorizes** the Company to impose on the holders of the Warrants the redemption or reimbursement of their rights as provided for in Article L. 228-102 of the French Commercial Code;

**Acknowledges** that this decision entails, in favor of the beneficiaries, an express waiver of the shareholders to their preferred subscription rights to the common shares to which the Warrants entitle;

**Resolves** that the Board of Directors shall have full powers to implement this delegation of authority, with the right to sub-delegate its authority to the Chief Executive Officer, within the limits and subject to the conditions specified above and, in particular, to:

- issue the Warrants and set their specific characteristics, including the performance conditions,
- decide the subscription price of the Warrants and the exercise price of the Warrants,
- draw up the list of beneficiaries and determine the number of Warrants that can be subscribed by each of them,
- set the special terms and conditions of the Warrants that may be subscribed by each of them,
- determine the mechanisms for protecting the rights of the Warrant holders,
- ensure compliance with the conditions for the validity of the Warrants and for exercising them,
- receive notices that the Warrants are being exercised, certify the resulting capital increases and amend the articles of incorporation accordingly,
- take all measures necessary to protect the Warrant holders, and
- in general, take all measures and carry out all formalities necessary for this issue,

**Resolves** that this delegation of authority shall be valid for a for a period of eighteen (18) months from the date of this general meeting;

**Resolves** that this delegation of authority supersedes, to the extent of the unused portion, any previous delegation of authority for the same purpose.

### THIRTEENTH RESOLUTION

AUTHORIZATION TO THE BOARD OF DIRECTORS TO ALLOT FREE SHARES, WHETHER EXISTING OR TO BE ISSUED (“**FREE SHARES**”), CANCELLING SHAREHOLDERS’ PREFERRED SUBSCRIPTION RIGHTS IN FAVOR OF A SPECIFIC CATEGORY OF PERSONS

The General Shareholders’ Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders’ meetings,

After having reviewed (i) the Board of Directors’ report and (ii) the statutory auditor’s report,

In accordance with Articles L. 225-197-1 *et seq.* and L. 22-10-59 *et seq.* of the French Commercial Code,

**Authorizes** the Board of Directors, with the right to sub-delegate its authority to the extent permitted by law, to make, on one or more occasions, free allotments of existing shares or shares to be issued of the Company;

**Resolves** that the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this authorization may not exceed 5% of the share capital on a fully diluted basis as of the date of this Shareholders' Meeting; it being specified that this maximum amount will be increased by the nominal value of the securities to be issued to protect, in accordance with the law, the rights of holders of securities and other rights conferring access to capital; and provided, in any event, that the maximum number of shares that may be allotted free of charge under this authorization shall not exceed 10% of the number of shares comprising the share capital on the date the Board of Directors decides to implement this authorization;

**Resolves** that the number of bonus shares that may be allotted pursuant to this authorization shall be applied against the overall limit provided for in the 14<sup>th</sup> resolution;

**Resolves** that the beneficiaries of the allotments may be employees, or certain categories of them, of the Company and/or entities directly or indirectly affiliated with it within the meaning of Article L. 225-197-2 of the French Commercial Code, as well as corporate officers of the aforementioned companies or entities, as determined by the Board of Directors in accordance with the provisions of Article L. 225-197-1 *et seq.* and L. 22-10-59 *et seq.* of the French Commercial Code, or some of them, and who, in addition, meet the conditions and, if applicable, the allotment criteria that will have been set by the Board of Directors;

**Resolves** that the exact number of shares definitively acquired, if necessary in tranches, by each beneficiary of the grant, shall be subject by the Board of Directors to the achievement of, over a total period of at least four (4) years:

- performance conditions of both a financial and non-financial nature, set by the Board of Directors at the time of grant, based on several criteria such as, in particular, the level of the Company's share market price or the achievement of significant operational advances for the Company's business; and
- a condition of presence in the Company's workforce;

**Resolves** that, if the allotments are made to the corporate officers referred to in Article L. 22-10-59 of the French Commercial Code, they may only be made under the conditions of Article L. 22-10-60 of the French Commercial Code;

**Resolves** that the allotment of shares to their beneficiaries shall become final after a minimum deferral period of one year;

**Resolves**, notwithstanding the foregoing, that the shares may be definitively granted before the end of the deferral period in the event of the beneficiary's disability within the second or third category set out in Article L. 341-4 of the French Social Security Code (*Code de la sécurité sociale*), as of the date such disability is certified, and that the shares may be freely transferable by the above beneficiary independently of the aforementioned lock-up period;

**Acknowledges** that in the event of a free allotment of new shares, this decision will entail, as said shares are definitively granted, a capital increase by capitalizing reserves, profits or issue premiums for the benefit of the beneficiaries of said shares and a corresponding waiver by shareholders in favor of the beneficiaries of said shares of their preferred subscription rights to said shares;

**Grants** full powers to the Board of Directors to implement this resolution, with the right to sub-delegate its authority within the limits and subject to the conditions specified above and, in particular, to:

- determine whether the shares granted are shares to be issued and/or existing shares, and to change its choice before the final award;
- determine the categories of beneficiaries of the grant(s);
- freely determine the identities of the beneficiaries, the number of shares granted to each of them, set the conditions, and any criteria for granting the shares and any performance criteria;
- decide the amount of the grant(s), the dates and terms and conditions of each of them, and the date, which may be retroactive, as of which the securities issued will carry dividend rights;
- determine the definitive durations of the deferral period and the lock-up period for the shares, within the limits set by the law and above by the general shareholders' meeting;
- enter the Free Shares granted in a registered account in the names of their holders, stating that they are unavailable and the duration of such unavailability;
- fund a restricted reserve, earmarked to cover the beneficiaries' rights, with a sum equal to the total amount of the par value of the shares that may be issued pursuant to a capital increase, by withdrawing the necessary sums from any reserves to which the Company has unrestricted access;
- make the necessary withdrawals from this restricted reserve in order to pay the par value of the shares to be issued in favor of the beneficiaries thereof and accordingly increase the share capital by the par value of the shares granted;
- in the event of a capital increase, amend the articles of incorporation accordingly and carry out the formalities in consequence thereof;
- in the event that any of the financial transactions referred to in Article L. 228-99 paragraph 1, of the French Commercial Code are carried out during the deferral period, take, if it deems appropriate, all measures to protect and adjust the rights of the grantees of shares in accordance with the terms and conditions prescribed by said article;

**Resolves** that this authorization shall be valid for a period of thirty-eight (38) months from the date of this general meeting;

**Resolves** that, as from its date of implementation, this authorization supersedes any previous authorization for the same purpose.

#### **FOURTEETH RESOLUTION**

SETTING OF THE OVERALL LIMITS ON THE AMOUNT OF THE ISSUES CARRIED OUT PURSUANT TO THE AUTHORIZATIONS TO GRANT OPTIONS AND FREE SHARES AND DELEGATIONS OF AUTHORITY TO ISSUE WARRANTS

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed (i) the Board of Directors' report and (ii) the statutory auditor's report,

**Resolves** that the sum (i) of the shares that may be issued or allotted upon exercise of the Options that may be granted pursuant to the 11<sup>th</sup> resolution above, (ii) the shares that may be issued upon exercise of the Warrants that may be allotted pursuant to the 12<sup>th</sup> resolution above and (iii) the shares that may be issued in virtue of the shares allotted for free pursuant to the 13<sup>th</sup> resolution above, may not exceed 5% of the share capital on a fully diluted basis recorded as of the date of this General Meeting, it being specified that the number of additional amount of the shares to be issued to protect, in accordance with the legal provisions and, where appropriate, the applicable contractual provisions, the rights of holders of securities or other rights conferring access to shares.

#### **FIFTEETH RESOLUTION**

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO CARRY OUT A CAPITAL INCREASE BY ISSUING SHARES OR SECURITIES CONFERRING ACCESS TO THE COMPANY'S CAPITAL RESTRICTED TO MEMBERS OF A COMPANY SAVINGS PLAN, CANCELLING PREFERRED SUBSCRIPTION RIGHTS IN FAVOR THEREOF

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings,

After having reviewed (i) the Board of Directors' report and (ii) the statutory auditor's report,

**Acknowledging** the provisions of Article L. 3332-18 to L. 3332-24 of the French Labor Code (*Code du travail*), and voting in accordance with the provisions of Articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code;

**Delegates** to the Board of Directors its authority, with the right to sub-delegate its authority to the Chief Executive Officer, to decide to increase the share capital, on one or more occasions, at the time and in the manner in its discretion, by a maximum amount of €2,231 by issuing common shares or financial securities conferring access to the Company's capital restricted to members of a company savings plan (or any other plan for whose members Article L. 3332-1 *et seq.* of the French Labor Code, or any similar law or regulation, permits restricting a capital increase under equivalent conditions) established or to be established within the Company; it being specified that the above maximum nominal amount above shall be increased by securities issued to protect the rights of holders of securities conferring access to capital in accordance with the provisions of the French Commercial Code;

**Resolves** that the subscription price of the shares shall be set in accordance with the provisions of Article L. 3332-19 of the French Labor Code;

**Resolves** that this delegation of authority entails cancellation of shareholders' preferred subscription rights to the new shares or securities to be issued in favor of the aforementioned beneficiaries, in the event the capital increase provided for in the foregoing paragraph is carried out;

**Resolves** that the Board of Directors may grant bonus shares or financial securities conferring access to the Company's capital, in accordance with the terms prescribed by Article L. 3332-21 of the French Labor Code;

**Resolves** that each capital increase shall be carried out only up to the amount of the common shares actually subscribed by the above beneficiaries;

**Resolves** that the features of the issues of financial securities conferring access to the Company's capital shall be decided by the Board of Directors in accordance with requirements prescribed by law;

**Grants** full powers to the Board of Directors to implement this delegation of authority and, in particular, to:

- decide and set the terms and conditions for issuing and allotting shares or financial securities conferring access to capital pursuant to this delegation of authority and, in particular, to set the subscription price in compliance with the rules stipulated above, the opening and closing dates for subscriptions, the effective dates (which may be retroactive), the time periods for paying up the shares and, if applicable, the financial securities conferring access to capital, all in accordance with the limits prescribed by law;
- certify the completion of the capital increase(s) for the amount of the shares or securities actually subscribed and make the corresponding amendments to the articles of incorporation;
- carry out all operations and formalities, directly or through an authorized agent; and
- in general, to take all actions that may be of use or necessary to definitively complete the successive capital increase(s),

**Resolves** that this delegation of authority shall be valid for a period of eighteen (18) months as from the date of this general meeting;

**Resolves** that this delegation of authority supersedes, to the extent of the unused portion where applicable, any previous delegation of authority for the same purpose.

#### **SIXTEENTH RESOLUTION**

##### POWERS TO CARRY OUT FORMALITIES

The General Shareholders' Meeting,

Voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings,

**Grants** full powers to the bearer of an original, a copy, or an excerpt of these minutes for the purpose of carrying out all necessary legal publication and other formalities.