

## ADOCIA

French Société anonyme with a share capital of € 1,808,769  
Headquarters: 115 avenue Lacassagne - 69003 Lyon  
487 647 737 R.C.S. Lyon

### ANNUAL COMBINED SHAREHOLDERS MEETING ON JUNE 11, 2025

## AGENDA

### Annual Shareholders' Meeting Agenda

*Reading of the auditors' reports on the annual and consolidated financial statements including corporate governance for the fiscal year closed December 31, 2024 and the agreements specified in Articles L. 225-38 and following articles of the French Commercial Code,*

*Reading of the management report of the Board of Directors, to which is attached the Chairman's report on the corporate governance – presentation by the Board of the annual and consolidated financial statements for the fiscal year closed December 31, 2024,*

1. Approval of the annual financial statements for the fiscal year closed December 31, 2024,
2. Approval of the consolidated financial statements for the fiscal year closed December 31, 2024,
3. Allocation of income for the fiscal year closed December 31, 2024,
4. Recognition of reconstitution of shareholders' equity,
5. Review of the agreements specified in Articles L. 225-38 and following articles of the French Commercial Code,
6. Vote on the information relating to the 2024 compensation of corporate officers (excluding executive directors) mentioned in Article L. 22-10-9 of the French Commercial Code,
7. Approval of the components of the compensation for the fiscal year closed December 31, 2024 due or awarded to Mr. Gérard Soula as Chairman of the Board of Directors,
8. Approval of the components of the compensation for the fiscal year closed December 31, 2024 due or awarded to Mr. Olivier Soula as Chief Executive Officer,
9. Approval of the compensation policy for the corporate officers (excluding executive directors) awarded for the 2025 fiscal year,
10. Approval of the compensation policy that may be awarded to the Chairman of the Board of Directors, for the 2025 fiscal year,
11. Approval of the compensation policy that may be awarded to the Chief Executive Officer, for the 2025 fiscal year,
12. Ratification of the provisional appointment of Valérie Moundjian as director,
13. Renewal of M. Olivier Soula's term of office as director,
14. Renewal of Ms. Ekaterina Smirnyagina's term of office as director,
15. Authorization to be given to the Board of Directors for the Company to purchase its own shares,

### Extraordinary Shareholders' Meeting Agenda

16. Authorization to be granted to the Board of Directors to reduce stated capital by cancelling shares pursuant to the authorization for the Company to purchase its own shares,
17. Delegation of authority to the Board of Directors to increase the Company's capital, immediately or in the future, by issuing ordinary shares and/or securities, with pre-emptive subscription rights for existing shareholders,
18. Delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or any other securities, with waiver of shareholders' pre-emptive rights and a public offering (other than the offerings referred to in paragraph 1 of Article L. 411-2 of the Monetary and Financial Code),

19. Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares and/or any other securities, without shareholders' pre-emptive subscription rights, in connection with an offer referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code and a public offering,
20. Delegation of authority to the Board of Directors to increase the Company's capital, up to a maximum of 30% of the capital, by issuing ordinary shares and/or any other securities without shareholders' pre-emptive subscription rights, to the benefit of persons designated by name - delegation to the Board of Directors of the power to designate such persons,
21. Delegation of authority to be granted to the Board of Directors to increase capital immediately or in the future by issuing common shares and/or equity securities giving access to capital, without a preemptive subscription right for shareholders, in favor of a category of persons satisfying specified characteristics (investors active in the sector of biotechnologies),
22. Delegation of authority to be granted to the Board of Directors to increase capital immediately or in the future by issuing common shares and/or equity securities giving access to capital, without a preemptive subscription right for shareholders, in favor of a category of persons satisfying specified characteristics (health-strategic or financial partners),
23. 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 preferential subscription rights decided under the terms of the above delegations,
24. Aggregate limits on the issues completed pursuant to the delegations mentioned above,
25. Delegation of authority to be granted to the Board of Directors to increase capital by issuing common shares and/or equity securities, without a preemptive subscription right for shareholders, in favor of a certain category of persons ensuring the underwriting of Company's equity securities within a specific equity or bond financing program,
26. Authorization for the Board of Directors to grant options to subscribe for or purchase shares in the Company, in accordance with the provisions of Articles L. 225-177 et seq. of the French Commercial Code, without a preemptive subscription right for shareholders,
27. Authorization for the Board of Directors to grant existing shares or shares to be issued without consideration, in accordance with the provisions of Articles L. 225-197-1 and following article of the French Commercial Code, with shareholders waiving their pre-emptive subscription rights,
28. Delegation of authority granted to the Board of Directors to issue and attribute warrants for shares, without a preemptive subscription right for shareholders, to the profit of (i) board members and advisors at the grant date of the warrants (ii) persons bound by a contract or by a consulting agreement to the Company or to any of its subsidiaries, (iii) members of a committee created or to be created by the board,
29. Overall limits on the amount of issues carried out pursuant to the twenty-sixth, twenty-seventh and twenty-eighth resolutions above,
30. Delegation to be granted to the Board of Directors to increase stated capital by issuing shares of the Company without a preemptive subscription right for shareholders in favor of the employees who participate in a corporate savings plan,
31. Amendment of Article 12 of the bylaws to bring it into line with new legislative and regulatory provisions.

## RESOLUTIONS

### Resolutions to be submitted to the Ordinary Annual Shareholder's Meeting

#### **First resolution**

*Approval of the annual financial statements for the fiscal year closed December 31, 2024*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings,

having deliberated and reviewed the management report including the report on the Corporate governance of the Board of Directors and the Statutory Auditors' report,

**approve** the annual financial statements for the fiscal year closed December 31, 2023, as they have been presented thereto, as well as the transactions evidenced in said financial statements and summarized in said reports,

**note** that no extraordinary and non-deductible expenses specified in Article 39-4 of said French Tax Code are recorded and approve it.

#### **Second resolution**

*Approval of the consolidated financial statements for the fiscal year closed December 31, 2024*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the management report of the Board of Directors and the Statutory Auditors' report, **approve** the consolidated financial statements for the fiscal year closed December 31, 2024, as they have been presented thereto, as well as the transactions evidenced in said financial statements and summarized in said reports,

#### **Third resolution**

*Allocation of income for the fiscal year closed December 31, 2024*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the management report of the Board of Directors, noting that the profit for the fiscal year closed December 31, 2024 totaled € 8,116,982.94, **decide** to allocate said profit to the accounting items entitled "retained earnings".

Pursuant to the French General Tax Code, the General Shareholders' Meeting acknowledges that no dividend was distributed over the last three fiscal years.

#### **Fourth resolution**

*Recognition of the reconstitution of shareholders' equity*

The shareholders, voting on the quorum and majority conditions for annual shareholders' meetings, having reviewed the report of the Board of Directors, **duly** notes, in view of the capital transactions carried out during the year ended December 31, 2024, that the Company's shareholders' equity has been reconstituted to a value at least equal to half of the share capital as at December 31, 2024.

#### **Fifth resolution**

*Approval of the related-party transactions specified in Articles L. 225-38 and following articles of the French Commercial Code*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, and in Article L.225-38 of the French Commercial Code, having deliberated and reviewed the special Statutory Auditors' report on the related-party transactions referred to in Articles L. 225-38 and following articles of the French Commercial Code,

**note** that no agreement specified in the articles mentioned above was concluded during the fiscal year just ended.

#### **Sixth resolution**

*Vote on the information relating to the 2024 compensation of corporate officers (excluding executive corporate officers) mentioned in Article L. 22-10-9 of the French Commercial Code*

The shareholders, ruling under the quorum and majority conditions required for ordinary general meetings, having deliberated and reviewed the report of the Board of Directors, **approve**, in application of Article L. 22-10-34 of the French Commercial Code, the information mentioned in Article L. 22-10-9 of the French Commercial Code concerning corporate officers (excluding executive corporate officers), such

that they appear in the Universal Registration Document (URD) 2024, chapter 3 "Corporate governance - corporate governance report", section 3.2.4 "Compensation and benefits of non-executive corporate officers".

#### **Seventh resolution**

*Approval of the components of the compensation for the fiscal year closed December 31, 2024 due or awarded to Mr. Gérard Soula as Chairman of the Board of Directors*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the report of the Board of Directors, pursuant to paragraph II of the Article L. 22-10-34 of the French Commercial Code,

**approve** the fixed, variable and extraordinary awarded or to be awarded for the 2024 fiscal year to Mr. Gérard Soula, as Chairman of the Board of Directors, as determined by the Board of directors in accordance with the principles and criteria approved by the shareholders at the Company Shareholders' meeting of June 13, 2024 in the ninth resolution and detailed in the 2024 Universal Registration Document (URD), chapter 3 "Corporate Governance", section 3.2, sub-section 3.2.1 "Compensation paid to the Corporate Officers".

#### **Eighth resolution**

*Approval of the components of the compensation for the fiscal year closed December 31, 2024 due or awarded to Mr. Olivier Soula as Chief Executive Officer*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the report of the Board of Directors, pursuant to paragraph II of the Article L.22-10-34 of the French Commercial Code.

**approve** the fixed, variable and extraordinary awarded or to be awarded for the 2024 fiscal year to Mr. Olivier Soula, as Chief Executive Officer, as determined by the Board of directors in accordance with the principles and criteria approved by the shareholders at the Company Shareholders' meeting of June 13, 2024 in the tenth resolution, and detailed in the 2023 Universal Registration Document (URD), chapter 3 "Corporate Governance", section 3.2, sub-section 3.2.1 "Compensation paid to the Corporate Officers".

#### **Ninth resolution**

*Approval of the compensation policy for the corporate officers (excluding executive directors) awarded for the 2025 fiscal year*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the report of the Board of Directors, pursuant to Article L. 22-10-8 of the French Commercial Code.

**approve** the compensation policy for corporate officers (excluding executive directors) awarded for the 2025 fiscal year as detailed in the 2024 Universal Registration Document (URD), chapter 3 "Corporate Governance", section 3.2, sub-section 3.2.3 "Compensation policy of the corporate officers".

#### **Tenth resolution**

*Approval of the compensation policy that may be awarded to the Chairman of the Board of Directors for the 2025 fiscal year*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the report of the Board of Directors, pursuant to Article L.22-10-8 of the French Commercial Code,

**approve** the compensation policy that may be awarded to the Chairman of the Board of Directors for the 2025 fiscal year as detailed in the 2024 Universal Registration Document (URD), chapter 3 "Corporate Governance", section 3.2, sub-section 3.2.3 "Compensation policy of the corporate officers".

#### **Eleventh resolution**

*Approval of the compensation policy that may be awarded to the Chief Executive Officer for the 2025 fiscal year*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings,

having deliberated and reviewed the report of the Board of Directors,

pursuant to Article L. 22-10-8 of the French Commercial Code,

**approve** the compensation policy that may be awarded to the Chief Executive Officer for the 2025 fiscal year as detailed in the 2024 Universal Registration Document (URD), chapter 3 "Corporate Governance", section 3.2, sub-section 3.2.3 "Compensation policy of the corporate officers".

#### **Twelfth resolution**

*Ratification of the provisional appointment of Valérie Moumdjian as director*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings,

having reviewed the report of the Board of Directors,

having noted that the Board of Directors, at its meeting of September 18, 2024, appointed Valérie Moumdjian as director to replace Katherine Bowdish, who has resigned, for the remainder of the latter's term of office, i.e. until the close of the Annual General Meeting to be called in 2027 to approve the financial statements for the year ending December 31, 2026,

**ratifies**, in accordance with the provisions of article L. 225-24 of the French Commercial Code, the appointment of Mrs. Valérie Moumdjian as director.

#### **Thirteenth resolution**

*Renewal of M. Olivier Soula's term of office as director*

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings,

having reviewed the report of the Board of Directors,

noting that the term of office as director of Mr. Olivier Soula expires at the close of the present Meeting,

**decide** to renew the term of office of Mr. Olivier Soula as director for a period of three (3) years, expiring at the close of the Annual Shareholders' Meeting to be called in 2028 to approve the financial statements for the year ending December 31, 2027.

Mr. Olivier Soula has already accepted the renewal of his term of office.

#### **Fourteenth resolution**

*Renewal of Ms. Ekaterina Smirnyagina's term of office as director*

The shareholders, voting under the quorum and majority conditions required for ordinary meetings,

having reviewed the report of the Board of Directors,

noting that the term of office as director of Ms. Ekaterina Smirnyagina expires at the close of the present Meeting,

**decide** to renew the term of office of Ms. Ekaterina Smirnyagina for a period of three (3) years, expiring at the close of the Annual Shareholders' Meeting to be called in 2028 to approve the financial statements for the year ending December 31, 2027.

Ms. Ekaterina Smirnyagina has already accepted the renewal of her term of office.

### **Fifteenth resolution**

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

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings,

having reviewed the report of the Board of Directors,

**authorize** the Board of Directors, with a right to further delegate as provided for by law, for eighteen (18) months after the date hereof, to purchase shares in the Company as specified in Articles L. 22-10-62 and following articles of the French Commercial Code and according to Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, of the Company's shares,

**decide** that these shares may be purchased, sold or transferred by any means, on one or more occasions, in particular, on a market or over the counter, including by block purchase or sale, public offerings, or using options or derivative mechanisms, as specified by market authorities and in accordance with applicable law,

**decide** that the authorization may be used to:

- ensure the liquidity of the Company's shares pursuant to a liquidity agreement concluded with an investment service provider in accordance with a code of ethics recognized by the French Financial Markets Authority,
- honor obligations related to share purchase option, no-cost share grant, corporate savings and other share allocation programs for employees and officers of the Company or its affiliates,
- provide shares when the rights attached to such equity securities are exercised,
- purchase shares for retention and subsequent provision in exchange or as payment in mergers or acquisitions,
- cancel some or all of the shares so purchased,
- and more generally, for any goal that would be later on approved by laws or for any market practice that would be later on authorized by market Authorities, being specified that, in such an assumption, the Company would inform its shareholders by press release.

**decide** to set the maximum unit purchase price per share (excluding fees and commissions) at €50, with an aggregate ceiling of €2,500,000, provided, however, that this purchase price may be adjusted if necessary, to take capital transactions into consideration (in particular, in the event of the incorporation of reserves, of grant of free shares, or a share split or reverse split) which take place while this authorization is in effect,

**formally acknowledge** that the maximum number of shares that may be purchased pursuant to this resolution may not, at any time, exceed 10% of the total number of shares, provided, however, that when (i) the shares are purchased to enhance the liquidity of the Company's shares, the number of shares taken into consideration to calculate this limit will correspond to the number of shares purchased, after deduction of the number of shares resold throughout the term of the authorization, and (ii) they are purchased be retained and subsequently provided as payment or for an exchange in a merger, spin off or contribution transaction, the number of shares purchased may not exceed 5% of the total number of shares,

**grant** all authority to the Board, with a right to further delegate as provided for by law, to submit any stock exchange orders, sign any sale or transfer instruments, conclude any contracts, liquidity agreements, options contracts, file any statements, and complete any necessary formalities.

**decide** that this delegation cannot be used during a public offering of the shares of the Company.

This authorization terminates any prior authorization with the same purpose.

### **Resolutions to be submitted to the Extraordinary Annual Shareholder's Meeting**

#### **Sixteenth resolution**

*Authorization to be given to the Board of Directors to reduce stated capital by cancelling shares pursuant to the authorization for the Company to purchase its own shares*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

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

**authorize** the Board, in accordance with Article L. 22-10-62 of the French Commercial Code, for a 18 months period after this meeting, to cancel, on one or more occasions, up to a maximum of 10% of stated capital per twenty-four (24) month period, some or all of the shares purchased by the Company and reduce stated capital by the same amount, provided, however, that this limit will apply to stated capital which, if appropriate, will be adjusted to take the transactions which are completed after the date of this meeting into account,

**decide** that any excess purchase price of the shares over their par value will be allocated to the issue, merger and contribution premiums account or to any available reserve account, including the legal reserve (up to 10% of the capital reduction completed),

**grant** all authority to the Board, with a right to further delegate as provided for by law, to complete all actions, formalities, or declarations to finalize the capital reductions which may be completed pursuant to this authorization and correspondingly amend the articles of incorporation and by-laws of the Company,

**decide** that this delegation cannot be used during a public offering of the shares of the Company.

This authorization will terminate any prior authorization with the same purpose.

### **Seventeenth resolution**

*Delegation of authority to the Board of Directors to increase the Company's capital, immediately or in the future, by issuing ordinary shares and/or securities, with pre-emptive subscription rights for existing shareholders*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having reviewed the report of the Board of Directors and the special 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 of the French Commercial Code, and Article L. 22-10-49 of the French Commercial Code,

**delegate** to the Board of Directors, with powers to subdelegate within the law, its authority to decide, in the proportions and at the times it sees fit, on one or more capital increases through the issue, in France or abroad, of ordinary shares in the Company or equity securities giving access to other equity securities or entitling their holders to the allotment of debt securities, and/or securities (including in particular, said securities may be issued in euros, in a foreign currency or in any monetary unit established by reference to several currencies, at the discretion of the Board of Directors, and may be paid up in cash, including by offsetting receivables,

**decide** that the securities thus issued may consist of debt securities, be associated with the issue of such securities or enable their issue as intermediate securities,

**decide** that shareholders will have a pre-emptive right to subscribe for any ordinary shares or other securities issued under this authorization, in proportion to the number of shares they hold,

**grant** the board of directors the authority to grant shareholders the right to subscribe, on a reducible basis, to a greater number of shares or securities than they could subscribe to on an irreducible basis, proportionally to their existing rights and, in any case, within the limit of their request.

**decide** to set the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, under this resolution, at 940,000 euros (or the equivalent of this amount in another currency), it being specified that the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation will be deducted from the overall ceiling provided for in the twenty-fourth resolution below, and that this ceiling will be increased, if applicable, by the nominal value of shares to be issued to preserve, in accordance with the law, and, if applicable, the applicable contractual provisions, the rights of holders of securities and other rights giving access to capital,

**decide** to set at 50,000,000 euros (or the equivalent of this amount in another currency) the maximum nominal amount of debt securities that may be issued under this delegation, it being specified that:

- this amount may be increased, if applicable, by any redemption premium above par,

- this amount will be deducted from the overall ceiling referred to in the twenty-fourth resolution below,
- 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 Commercial Code whose issuance would be decided or authorized by the board of directors under the conditions provided for in article L. 228-40 of the Commercial Code, or in other cases, under conditions determined by the Company in accordance with the provisions of article L. 228-36-A of the Commercial Code,

**decide** that, if subscriptions do not absorb the entirety of such an issuance, the board of directors may, in the order it determines, use either of the following powers:

- limit the issuance to the amount of subscriptions, provided that they reach at least three-quarters of the issuance initially decided,
- freely allocate any or all of the unsubscribed securities among persons of its choice, and
- offer to the public, on the market, French or international, any or all of the unsubscribed securities,

**decide** that issuances of subscription warrants for the Company's shares may be made by way of subscription offer, but also by free allocation to owners of existing shares,

**decide** that in the case of free allocation of subscription warrants, the board of directors shall have the authority to decide that the rights of allocation forming fractions shall not be negotiable and that the corresponding securities shall be sold,

**take** note, if necessary, that this delegation automatically entails, for the benefit of the holders of securities, if any, issued under this delegation, the express waiver by shareholders of their preferential subscription rights to the shares to which these securities entitle them,

**specify** that the delegation thus conferred to the board of directors is valid for a period of twenty-six (26) months from the present meeting and terminates any prior delegation with the same purpose,

**decide** that the board of directors shall have all powers, with the authority to subdelegate under the conditions provided by law, to implement, under the conditions set by law and the articles of association, this delegation, notably for the purpose of:

- determining the dates, conditions, and modalities of any issuance as well as the form and characteristics of the shares or securities giving access to capital to be issued, with or without premium,
- fixing the amounts to be issued, the possibly retroactive enjoyment date of the shares or securities giving access to capital to be issued, their mode of payment as well as, if applicable, the modalities of exercise of rights to exchange, conversion, redemption or allocation in any other manner of capital securities or securities giving access to capital,
- making any adjustments required under legal or regulatory provisions and, if applicable, under the applicable contractual provisions, to protect the rights of holders of securities and other rights giving access to the capital of the Company, and
- suspending, if applicable, the exercise of rights attached to these securities for a maximum period of three months,

**decide** that the board of directors may:

- at its sole discretion and when it deems appropriate, charge the expenses, fees, and fees incurred by the capital increases carried out under the delegation referred to in this resolution to the amount of the premiums relating to these transactions and withdraw, from the amount of these premiums, the sums necessary to bring the legal reserve to one-tenth of the new capital, after each transaction,
- make any decision regarding the admission of the securities and securities thus issued to trading on the regulated market of Euronext in Paris and, more generally,
- take all measures, conclude any commitment and carry out any formalities necessary for the successful completion of the proposed issuance, as well as to make the capital increase resulting therefrom definitive, and make correlative amendments to the articles of association.



### **Eighteenth resolution**

*Delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or any other securities, with waiver of shareholders' pre-emptive rights and a public offering (other than the offerings referred to in paragraph 1 of Article L. 411-2 of the Monetary and Financial Code)*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

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

in accordance with the provisions of Articles L.225-129 and following articles of the French commercial code, and especially, of the L. 225-129 to L. 225-129-6, L. 225-135, L. 225-135-1, L. 225-136, L. 228-91, L. 228-92, L. 228-93, L. 22-10-49 and L. 22-10-51,

**delegate** to the Board of Directors, with powers to delegate or subdelegate as permitted by law, its authority to decide, by means of a public offering excluding the offers referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, to issue, on one or more occasions, in the proportions and at the times it sees fit, in France or abroad, ordinary shares of the Company or equity securities giving access to other equity securities or entitling their holders to the allotment of debt securities, and/or securities (including in particular all debt securities) giving access to equity securities of the Company or of any company that directly or indirectly owns more than half of its capital or of which it directly or indirectly owns more than half of the capital, said securities being issuable in euros, in a foreign currency or in any monetary unit established by reference to several currencies, at the discretion of the Board of Directors, and may be paid up in cash, including by offsetting receivables,

**decide** that the securities thus issued may consist of debt securities, be associated with the issue of such securities or allow their issue as intermediate securities,

**decide** to cancel the shareholders' preferential subscription rights to the ordinary shares or securities issued by virtue of this delegation, while allowing the Board of Directors the option of instituting, in favor of the shareholders, a priority right to subscribe to all or part of the issues during the period and on the terms that it shall determine in accordance with the provisions of Article L. 225-135 of the French Commercial Code, this priority not giving rise to the creation of negotiable rights, but being able to be exercised on an irrevocable or reducible basis,

**note**, as necessary, that this delegation automatically entails the express waiver by the shareholders of their preferential subscription rights to the shares to which these securities will entitle them, in favor of the holders of the securities that may be issued pursuant to this delegation,

**decide** to fix at 360.000 euros (or the equivalent of this amount in the event of issue in another currency) the maximum nominal amount of the capital increases likely to be carried out, immediately and / or in the long term, under this resolution, it being specified 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 shall be deducted from the overall ceiling set forth in the twenty-fourth resolution below,

to these ceilings will be added, if necessary, 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 holders of securities and other rights giving access to capital,

**decide** to fix at 50,000,000 euros (or the equivalent of this amount in the event of issue in another currency) the maximum nominal amount of debt securities that may be issued under this delegation, it being specified that:

- this amount will be increased, where applicable, by any reimbursement premium above par,
- this amount will be included in the aggregate ceiling specified referred to in the twenty-fourth resolution below,
- 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 whose issue would be decided or authorized by the board of administration under the conditions provided for by article L. 228-40 of the French Commercial Code, or in other cases, under the conditions that the Company would determine in accordance with the provisions of article L. 228-36- A of French Commercial Code

**decide** that, if the subscriptions have not absorbed the whole of such an issue, the board of directors may use, in the order it determines, one or the 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 distribute all or part of the unsubscribed securities issued between the persons of its choice, and
- offer to the public, on the French or international market, all or part of the unsubscribed securities issued,

**decide** that the issue price of shares issued under this delegation will be determined by the board of directors and shall be at least equal to the volume-weighted average price of the 3 most recent trading sessions preceding the fixing of the issue price, potentially reduced by a maximum discount of 20%, taking into account, if applicable, their entitlement date; it being recalled that it shall not, in any case, be lower than the nominal value of a share of the Company on the date of issuance of the relevant shares and it being specified that (i) in the event of the issuance of securities giving access to capital, the issue price of the shares that may result from their exercise, conversion, or exchange may, if necessary, be determined, at the discretion of the board of directors, by reference to a calculation formula defined by it and applicable subsequent to the issuance of the said securities (for example, upon their exercise, conversion, or exchange), in which case the aforementioned maximum discount may be assessed, if the board deems it appropriate, on the date of application of the said formula (and not on the date of fixing the issue price), and (ii) the issue price of securities giving access to capital, if issued under this resolution, shall be such that the sum, if any, received immediately by the Company, plus that which may be received by it upon the exercise or conversion of the said securities, is, for each share issued as a result of the issuance of these securities, at least equal to the aforementioned minimum amount,

**decide** that the Board of Directors shall have full powers, with powers to subdelegate as permitted by law, to implement this authorization in accordance with the law and the company's bylaws, and in particular to:

- determine the dates, terms and conditions of any issue, as well as the form and characteristics of the shares or securities giving access to the capital to be issued, with or without premium,
- set the amounts to be issued, the date of entitlement to dividends, which may be retroactive, of the shares or securities giving access to the capital to be issued, their method of payment and, where applicable, the terms of exercise of rights to exchange, convert, redeem or otherwise allocate equity securities or securities giving access to the capital,
- to make all adjustments required by law or regulation and, where applicable, by contractual provisions, to protect the rights of holders of securities or other rights giving access to the Company's capital, and
- to suspend, if necessary, the exercise of the rights attached to these securities for a maximum period of three months,

**decide** that the Board may:

- at its sole discretion and when it deems appropriate, charge the expenses, duties and fees incurred by the capital increases carried out under the delegation referred to in this resolution against the amount of the premiums relating to these operations and deduct from the amount of these premiums the sums necessary to bring the legal reserve up to one tenth of the new capital, after each operation,
- to take any decision with a view to the admission of the securities thus issued to trading on the regulated market of Euronext in Paris, and, more generally,
- take all measures, enter into all commitments and carry out all formalities required for the successful completion of the proposed issue, as well as for the finalization of the resulting capital increase, and make the corresponding amendments to the bylaws.

**decide** that this delegation may not be used during a public offer for the Company's securities.

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

#### **Nineteenth resolution**

*Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares and/or any other securities, without shareholders' pre-emptive subscription rights, in connection with an offer referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code and a public offering*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

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

in accordance with the provisions of Articles L. 225-129 and following articles of the French Commercial Code, and in particular Articles L. 225-129-2, L. 225-135, L. 225-135-1, L. 225-136, L. 228-91, L. 228-92, L. 228-93 and L. 22-10-49,

**delegate** to the Board of Directors, with powers to subdelegate within the law, its authority to decide, by means of an offer as referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, to issue, on one or more occasions, in the proportions and at the times it sees fit, in France or abroad, ordinary shares of the Company or equity securities giving access to other equity securities or entitling their holders to the allotment of debt securities, and/or securities (including in particular all debt securities) giving access to equity securities of the Company or of any company that directly or indirectly owns more than half of its capital or of which it directly or indirectly owns more than half of the capital, which securities may be issued in euros, in a foreign currency or in any monetary unit established by reference to several currencies, at the discretion of the Board of Directors,

**decide** that the securities thus issued may consist of debt securities, be associated with the issue of such securities or allow their issue as intermediate securities,

**decide** to cancel the shareholders' preferential subscription rights to the ordinary shares or securities issued pursuant to this delegation,

**note**, as necessary, that this delegation of authority automatically entails the express waiver by shareholders of their pre-emptive right to subscribe to the shares to which these securities will entitle them, in favor of the holders of the securities thus issued, if any,

**decide** that the total nominal amount of the share capital increases likely to be carried out immediately and/or in the future, by virtue of the present delegation, may not exceed 360,000 euros, nor, in any event, exceed the limits provided for by the regulations applicable on the date of issue (for information, on the date of the present General Meeting, the issue of equity securities carried out by means of an offer referred to in paragraph 1° of Article L. 411-2 II of the French Monetary and Financial Code is limited to 30% of the Company's capital per 12-month period, said capital being assessed on the date of the Board of Directors' decision to use this delegation), to which may be added, where applicable, the additional amount of shares to be issued to preserve, in accordance with legal or regulatory provisions and, where applicable, applicable contractual stipulations, the rights of holders of securities giving access to the shares,

**decide**, moreover, that the nominal amount of any increase in share capital that may be carried out in this way shall be deducted from the overall ceiling provided for in the twenty-fourth resolution below,

**decide** to set at 50,000,000 euros (or the equivalent value of this amount in the event of an issue in another currency) the maximum nominal amount of debt securities that may be issued by virtue of this delegation, it being specified that:

- this amount will be increased, where applicable, by any redemption premium above the par value,
- this amount will be deducted from the overall ceiling referred to in the twenty-fourth resolution below,
- this ceiling does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, the issue of which would be decided or authorized by the Board of Directors under the conditions provided for in Article L. 228-40 of the French Commercial Code, or in the 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,

**decide** 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,

**decide** that the issue price of shares issued under this delegation will be determined by the board of directors and shall be at least equal to the volume-weighted average price of the 3 most recent trading sessions preceding the fixing of the issue price, potentially reduced by a maximum discount of 20%, taking into account, if applicable, their entitlement date; it being recalled that it shall not, in any case, be lower than the nominal value of a share of the Company on the date of issuance of the relevant shares and it being specified that (i) in the event of the issuance of securities giving

access to capital, the issue price of the shares that may result from their exercise, conversion, or exchange may, if necessary, be determined, at the discretion of the board of directors, by reference to a calculation formula defined by it and applicable subsequent to the issuance of the said securities (for example, upon their exercise, conversion, or exchange), in which case the aforementioned maximum discount may be assessed, if the board deems it appropriate, on the date of application of the said formula (and not on the date of fixing the issue price), and (ii) the issue price of securities giving access to capital, if issued under this resolution, shall be such that the sum, if any, received immediately by the Company, plus that which may be received by it upon the exercise or conversion of the said securities, is, for each share issued as a result of the issuance of these securities, at least equal to the aforementioned minimum amount,

**decide** that the Board of Directors shall have full powers, with powers to subdelegate as permitted by law, to implement this authorization in accordance with the law and the company's bylaws, and in particular to:

- determine the dates, terms and conditions of any issue, as well as the form and characteristics of the shares or securities giving access to the capital to be issued, with or without premium,
- set the amounts to be issued, the date of entitlement to dividends, which may be retroactive, of the shares or securities giving access to the capital to be issued, their method of payment and, where applicable, the terms of exercise of rights to exchange, convert, redeem or otherwise allocate equity securities or securities giving access to the capital,
- to make all adjustments required by law or regulation and, where applicable, by the relevant contractual provisions, to protect the rights of holders of securities giving access to the Company's capital, and
- to suspend, if necessary, the exercise of the rights attached to these securities for a maximum period of three months,

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

- at its sole discretion and when it deems appropriate, charge the expenses, duties and fees incurred by the capital increases carried out by virtue of the delegation referred to in this resolution against the amount of the premiums relating to these operations and deduct from the amount of these premiums the sums necessary to bring the legal reserve up to one tenth of the new capital, after each operation,
- to take any decision with a view to the admission of the securities thus issued to trading on the regulated market of Euronext in Paris, and, more generally,
- take all measures, enter into all commitments and carry out all formalities required for the successful completion of the proposed issue, as well as for the finalization of the resulting capital increase, and make the corresponding amendments to the bylaws,

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

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

#### **Twentieth resolution**

*Delegation of authority to the Board of Directors to increase the Company's capital, up to a maximum of 30% of the capital, by issuing ordinary shares and/or any other securities without shareholders' pre-emptive subscription rights, to the benefit of persons designated by name - delegation to the Board of Directors of the power to designate such persons,*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

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

in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and in particular Articles L. 225-129-2, L. 22-10-52, L. 225-135, L-225-138 and L. 228-91 et seq. of the French Commercial Code, and Article L. 22-10-49 of the French Commercial Code,

**delegates** to the Board of Directors, with powers to subdelegate within the law, its authority to decide, in the proportions and at the times it sees fit, on one or more capital increases through the issue, in France or abroad, of ordinary shares in the Company or equity securities giving access to other equity securities or entitling their holders to the allotment of debt securities, and/or securities (including, in particular, all debt securities) giving access to equity securities of the Company, which securities may be issued in euros, in a foreign currency or in any monetary units established by reference to several currencies, at the discretion of the Board of Directors, and which may be paid up in cash, including by offsetting receivables,

**decides** that the securities thus issued may consist of debt securities, be associated with the issue of such securities or enable the issue thereof as intermediate securities,

**resolves** that the total nominal amount of share capital increases that may be carried out immediately and/or in the

future under this authorization may not exceed 540.000 (or the equivalent of this amount in the event of an issue in another currency), nor, in any event, exceed the limits provided for by the regulations applicable on the date of issue (for information purposes, as at the date of this Meeting, the issue of equity securities carried out by virtue of the present delegation is limited to 30% of the Company's share capital per 12-month period, said capital being assessed on the date of the Board's decision to use this authorization) to which may be added, as the case may be, the additional amount of shares to be issued to preserve, in accordance with the provisions of the law and, as the case may be, applicable contractual stipulations, the rights of holders of securities giving access to the capital and other rights giving access to the capital,

**resolves** that the nominal amount of any increase in the share capital that may be effected in this way will be deducted from the overall ceiling provided for in the twenty-fourth resolution below,

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

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

**resolves** to waive shareholders' pre-emptive rights to subscribe for ordinary shares or securities to be issued under this authorization in favor of one or more persons designated by the Board of Directors, and delegates to the Board of Directors the power to designate such persons,

**resolves** that the issue price of the shares issued under this authorization will be determined by the Board of Directors and will be set in accordance with the legal and regulatory provisions in force on the date on which the Board makes use of this authorization, it being specified that, where permitted by law, the price will be at least equal to the volume-weighted average of the prices quoted for the shares over the three trading days preceding the date on which the issue price is set, less a discount of up to 20% where appropriate, taking into account the date from which the shares carry dividend rights; it being specified that the issue price may not in any event be less than the par value of a Company share on the issue date of the shares concerned, and it being specified that (i) in the event of the issue of securities giving access to the capital, the issue price of the shares likely to result from their exercise, conversion or exchange may be set, at the discretion of the Board of Directors, by reference to a calculation formula defined by the Board and applicable subsequent to the issue of said securities (for example, on their exercise, conversion or exchange), in which case the maximum discount referred to above may be appreciated, if the Board deems this appropriate, (ii) the issue price of the securities giving access to the capital will be such that the amount received immediately by the Company, plus any amount that may subsequently be received by the Company on the exercise or conversion of said securities, is, for each share issued as a result of the issue of these securities, at least equal to the aforementioned minimum amount.

**notes**, where necessary, that this authorization automatically entails the express waiver by shareholders of their pre-emptive right to subscribe for the shares to which these securities entitle them, in favor of the holders of the securities thus issued, where applicable,

**resolves** that the Board of Directors will have full powers, which it may further delegate in accordance with the law, to implement this authorization in accordance with the law and the Company's bylaws, and in particular to:

- decide on the amount of the capital increase, the issue price (it being specified that this will be determined in accordance with the conditions set out above) and the amount of any premium that may be requested on issue;
- set the dates, terms and conditions of any issues, as well as the form and characteristics of the shares or securities giving access to the capital to be issued;
- set the dividend entitlement date, which may be retroactive, for the shares or securities giving access to the capital to be issued, and the method of payment;

- at its sole discretion and whenever it deems it appropriate, to deduct the expenses, duties and fees incurred by the capital increases carried out under the delegation referred to in this resolution from the amount of the premiums relating to these operations, and to deduct from the amount of these premiums the sums necessary to raise the legal reserve to one-tenth of the new capital, after each operation;
- record the completion of each capital increase and amend the bylaws accordingly;
- generally, enter into any and all agreements, in particular to successfully complete the proposed issues, take any and all measures and carry out any and all formalities required for the issue, listing and financial servicing of the securities issued under this authorization and for the exercise of the rights attached thereto;
- take any and all decisions with a view to the admission of the shares and securities thus issued to any market on which the Company's shares may be admitted to trading,

**remind** that the Board of Directors may not, without the prior authorization of the Annual Shareholders' Meeting, make use of this delegation of authority from the time of the filing by a third party of a public tender offer for the Company's shares, until the end of the offer period.

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

**notes** that, should the Board decide to make use of the authorization granted in this resolution, it will report to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations, on the use made of the authorizations granted in this resolution.

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

*Delegation of authority to be granted to the Board to increase capital immediately or in the future by issuing common shares and/or equity securities, without a preemptive subscription right for shareholders, for the benefit of a category of persons that satisfy specified characteristics (investors active in the sector of biotechnologies)*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

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

in accordance with the provisions of Articles L. 225-129 and following articles of the French Commercial Code, and in particular Articles L. 225-129-2, L. 225-135, L. 225-138 and L. 228-91 and following articles of the French Commercial Code, and of Article L. 22-10-49 of the French Commercial Code,

**delegate** to the Board, with the possibility to delegate or sub-delegate in accordance with applicable law, the authority to decide to issue, in the proportions and at the times that it determines, one or several capital increases, in France or abroad, common shares in the Company and/or any securities (including any debt security) which grant access by any means to common shares in the Company or in any Company that would own directly or indirectly more than half of its capital, or in which the Company would own directly or indirectly more than half of its capital, such securities being issued in euros, in foreign currencies or in any monetary unit whatsoever calculated by reference to multiple currencies as per the decision of the board, and which liberation could be realized in cash, including receivables compensation,

**decide** that the securities so issued may consist of debt securities, be associated with the issuance of such securities or allow the issuance of intermediate securities,

**decide** to cancel the preemptive subscription right of shareholders on the ordinary shares and/or securities and/or all debt securities of the Company to be issued to the following category of people, whether shareholder or not of the Company:

- one or more natural or legal persons (including companies), trusts, investment funds, or other investment vehicles, regardless of their form (including, without limitation, any investment funds or venture capital companies, notably any FPCI, FCPI, or FIP), whether French or foreign, shareholders or not of the Company, regularly investing in the healthcare and/or biotechnology sector, and/or
- any credit institution, any investment service provider, or member of an underwriting syndicate, French or foreign, undertaking to guarantee the realization of the capital increase or any issuance likely to result in a capital increase in the future that could be carried out under this delegation and placed with the persons referred to in (i) above, and, within this framework, to subscribe to the securities issued.

**formally acknowledge**, to the extent necessary, that this delegation constitutes, by operation of law, an express waiver by the shareholders of their preemptive subscription right for shares to which these securities grant a right in favor of the holders of any securities issued pursuant to this delegation,

**decide** that the total nominal value of the increases of stated capital that may be completed immediately and/or in the future pursuant to this delegation may not exceed 540,000 euros (or the equivalent of said amount in the event of an issue in another currency), maximum amount to which may be added, if any, the additional amount of the shares to be issued to preserve, in accordance with legal or regulatory provisions and, as the case may be, with the applicable contractual provisions, the rights of the holders of securities and other rights giving access to shares,

**decide** that the total nominal value of any increase in social capital that could be achieved in this way will be attributed to the overall ceiling planned in the twenty-fourth resolution below,

**decide** to set at 50,000,000 euros (or the equivalent of this amount in case of issue in another currency) the maximum nominal amount of the debt securities that may be issued pursuant to this delegation:

- this amount will be increased, if appropriate, of any reimbursement of premium above par,
- this amount will be included in the aggregate ceiling set in the twenty-fourth resolution below,
- this ceiling will not apply to the securities mentioned in the Articles L.228-40, L. 228-36-A et L.228-92 paragraph 3 of the French commercial code, which issuance would have been issued or authorized by the Board of Directors pursuant to the Article L.228-40 of the French commercial code, or in other situations, under the conditions that the Company would have determined pursuant to article L. 228-36- A of the French commercial code.

**decide** that the issue price of the shares and securities that may be issued pursuant to this delegation shall be determined by the board and will be no less than the weighted average price during the last three trading days preceding said determination, less, if appropriate, a discount maximum of 20%, corrected in the event of a difference in effective date, provided, however, (i) that, in case of an issuance of securities giving access to the capital, the issue price of equity securities that should result from their exercise, their conversion or their exchange, will be, if appropriate, determined at the discretion of the Board, with a reference to a formula that he would have defined and that will apply after the issuance of the said securities (for example when exercised, converted or exchanged), in which case the maximal said discount could be appreciated, if required by the Board, to the date of the application of the said formula (and not at the date of the determination of the issue price) (ii) the issue price of securities given access to the capital, if appropriate, issued as a result of the current resolution, will be such that, the total if appropriate received immediately by the Company, to which amount will be added the amount received when such securities would be exercised or converted, that is to say each share issued as a result of the issuance of these securities, would be at least equal to the amount defined above,

**decide** that the Board will have all authority, with a right to further delegate as provided for by law, in order to implement this delegation, as provided for by law and the articles of incorporation and by-laws, to:

- determine the amounts of the capital increase, the issue price (provided that it will be determined as detailed above) as well as the amount of the premium that could be, if appropriate, asked at the issuance,
- determine the dates, conditions and procedures for any issue, as well as the form and characteristics of the shares or equity securities to be issued,
- to fix the effective dates, which may be retroactive, for the shares or equity securities to be issued, the procedures to pay for them,
- determine the list of the beneficiaries within the above-mentioned category of people and the number of securities to be attributed to each of them,
- at its own initiative and when it so deems appropriate, allocate the expenses, duties and fees incurred for the capital increases completed pursuant to the delegation in this resolution to the premiums related to these transactions and deduct from these premiums the amounts necessary to bring the legal reserve to one tenth of the new capital after each transaction,
- notice the realization of each capital increase and proceed to the correlative changes of the by-laws,
- in general, take any agreement, in particular to finalize the envisaged issuances, reach any decision and take any measures necessary to the issuance, to the listing and financial services for the securities so issued as well as the exercise of the rights attached,

- take any decision to list shares and securities so issued on any market on which the shares would be admitted for transactions,

**remind** that the board of directors may not, without prior authorization from the general meeting, use this delegation of authority from the date a third-party files a draft of a public offer targeting the Company's securities until the end of the offer period.

**specify** that the delegation conferred to the board of directors under this resolution is valid for a period of eighteen (18) months from the present meeting and terminates any prior delegation with the same purpose.

**take** note that, in the event the board decides to utilize the delegated authority granted under this resolution, the board will report to the next ordinary general meeting, in accordance with the law and regulations, on the use made of the authorizations granted in this resolution.

### **Twenty-second resolution**

*Delegation of authority to be granted to the Board to increase capital immediately or in the future by issuing common shares and/or equity securities, without a preemptive subscription right for shareholders, for the benefit of a category of persons that satisfy specified characteristics (health-strategic or financial partners)*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

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

in accordance with the provisions of Articles L.225-129 and following articles of the French Commercial Code, and especially, of the articles L. 225-129-2, L. 225-135, L-225-138 and L. 228-91 and following, and L. 22-10-49 and following articles of the French Commercial Code,

**delegate** to the Board, with the possibility to delegate or sub-delegate in accordance with applicable law, the authority to decide to issue, in the proportions and at the times that it determines, one or several capital increases, in France or abroad, common shares in the Company and/or any securities (including any debt security) which grant access by any means to common shares in the Company or in any Company that would own directly or indirectly more than half of its capital, or in which the Company would own directly or indirectly more than half of its capital, such securities being issued in euros, in foreign currencies or in any monetary unit whatsoever calculated by reference to multiple currencies as per the decision of the board, and which liberation could be realized in cash, including receivables compensation,

**decide** that the securities so issued may consist of debt securities, be associated with the issuance of such securities or allow the issuance of intermediate securities,

**decide** to cancel the preemptive subscription right of shareholders on the ordinary shares and/or securities and/or all debt securities of the Company to be issued to the following category of people, whether shareholder or not of the Company:

- one or more strategic or financial partners of the Company, whether or not a shareholder of the Company, located in France or abroad, who has entered into or is expected to enter into one or more commercial or financing partnership agreements (development, co-development, distribution, manufacturing, etc.) with the Company (or a subsidiary), directly or through one or more companies controlled by these partners, which control these partners or are controlled by the same person or persons who control these partners, directly or indirectly, within the meaning of Article L. 233-3 of the Commercial Code,

**formally acknowledge**, to the extent necessary, that this delegation constitutes, by operation of law, an express waiver by the shareholders of their preemptive subscription right for shares to which these securities grant a right in favor of the holders of any securities issued pursuant to this delegation,

**decide** that the total nominal value of the increases of stated capital that may be completed immediately and/or in the future pursuant to this delegation may not exceed 540,000 euros (or the equivalent of said amount in the event of an issue in another currency), maximum amount to which may be added, if any, the additional amount of the shares to be issued to preserve, in accordance with legal or regulatory provisions and, as the case may be, with the applicable contractual provisions, the rights of the holders of securities and other rights giving access to shares,

**decide** that the total nominal value of any increase in social capital that could be achieved in this way will be attributed to the overall ceiling planned in the twenty-fourth resolution below,



**decide** to set at 50,000,000 euros (or the equivalent of this amount in case of issue in another currency) the maximum nominal amount of the debt securities that may be issued pursuant to this delegation:

- this amount will be increased, if appropriate, of any reimbursement of premium above par,
- this amount will be included in the aggregate ceiling set in the twenty-fourth resolution below,
- this ceiling will not apply to the securities mentioned in the Articles L.228-40, L. 228-36-A et L.228-92 paragraph 3 of the French Commercial Code, which issuance would have been issued or authorized by the Board of Directors pursuant to the Article L.228-40 of the French Commercial Code, or in other situations, under the conditions that the Company would have determined pursuant to article L. 228-36- A of the French Commercial Code.

**decide** that the issue price of the shares and securities that may be issued pursuant to this delegation shall be determined by the board and will be no less than the weighted average price during the last three trading days preceding said determination, less, if appropriate, a discount maximum of 20%, corrected in the event of a difference in effective date, provided, however, (i) that, in case of an issuance of securities giving access to the capital, the issue price of equity securities that should result from their exercise, their conversion or their exchange, will be, if appropriate, determined at the discretion of the Board, with a reference to a formula that he would have defined and that will apply after the issuance of the said securities (for example when exercised, converted or exchanged), in which case the maximal said discount could be appreciated, if required by the Board, to the date of the application of the said formula (and not at the date of the determination of the issue price) (ii) the issue price of securities given access to the capital, if appropriate, issued as a result of the current resolution, will be such that, the total if appropriate received immediately by the Company, to which amount will be added the amount received when such securities would be exercised or converted, that is to say each share issued as a result of the issuance of these securities, would be at least equal to the amount defined above,

**decide** that the Board will have all authority, with a right to further delegate as provided for by law, in order to implement this delegation, as provided for by law and the articles of incorporation and by-laws, to:

- determine the amounts of the capital increase, the issue price (provided that it will be determined as detailed above) as well as the amount of the premium that could be, if appropriate, asked at the issuance,
- determine the dates, conditions and procedures for any issue, as well as the form and characteristics of the shares or equity securities to be issued,
- to fix the effective dates, which may be retroactive, for the shares or equity securities to be issued, the procedures to pay for them,
- determine the list of the beneficiaries within the above-mentioned category of people and the number of securities to be attributed to each of them,
- at its own initiative and when it so deems appropriate, allocate the expenses, duties and fees incurred for the capital increases completed pursuant to the delegation in this resolution to the premiums related to these transactions and deduct from these premiums the amounts necessary to bring the legal reserve to one tenth of the new capital after each transaction,
- notice the realization of each capital increase and proceed to the correlative changes of the by-laws,
- in general, take any agreement, in particular to finalize the envisaged issuances, reach any decision and take any measures necessary to the issuance, to the listing and financial services for the securities so issued as well as the exercise of the rights attached,
- take any decision to list shares and securities so issued on any market on which the shares would be admitted for transactions,

**remind** that the board of directors may not, without prior authorization from the general meeting, make use of this delegation of authority from the date a third-party files a draft of a public offer targeting the Company's securities until the end of the offer period.

**specify** that the delegation conferred to the board of directors under this resolution is valid for a period of eighteen (18) months from the present meeting and terminates any prior delegation with the same purpose.

**take** note that, in the event the board decides to utilize the delegated authority granted under this resolution, the board will report to the next ordinary general meeting, in accordance with the law and regulations, on the use made of the authorizations granted in this resolution.

### **Twenty-third 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 preferential subscription rights decided under the terms of the above delegations.*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

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

In accordance with the provisions of the articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-135-1 and following, L. 228-91 and L. 228-92 of the French Commercial Code,

**delegate** to the Board the jurisdiction to increase the number of shares or securities to be issued in the event of an over-subscription application in connection with capital increases of the Company with or without preferential subscription rights that would be decided under the seventeenth to the twenty-second resolutions above, under the terms of Section L. 225-135-1 and R. 225-118 of the French Commercial Code (i.e., to date, within thirty days of the closing of the subscription, at the same price as the original issue and within the limit of 15% of the initial issue), those shares confer the same rights as the old shares subject to their date of enjoyment,

**specify** that the nominal amount of any increase in social capital decided under this delegation in connection with capital increases of the Company without preferential subscription rights decided under this resolution will be charged on the overall ceiling under the twenty-fourth resolution below, to which, if any, the additional amount of shares or securities to be issued in order to preserve, in accordance with the law and, where applicable contractual stipulations, the rights of holders of securities providing access to capital and other rights giving access to capital,

**acknowledge** that, should the Board of Directors use the delegation of jurisdiction conferred on it in this resolution, it will report back to the next ordinary general meeting, in accordance with the law and regulations,

**decide** that this delegation is given to the Board of Directors for a period of twenty-six (26) months from this meeting and terminates any previous delegation with the same purpose.

### **Twenty-fourth resolution**

*Aggregate limits on the issues completed pursuant to the delegations mentioned above*

The shareholders, voting pursuant to the quorum and majority requirements for special shareholders' meetings,

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

**decide** that:

- the maximum aggregate nominal value of the capital increases that may be completed pursuant to the delegations granted in the seventeenth to the twenty-third resolutions above may not exceed 940,000 euros, provided, however, that the additional value of the shares to be issued to preserve, in accordance with legal or regulatory provisions and, if appropriate, applicable contractual provisions, the rights of the holders of securities granting access to the shares will be added to this ceiling,
- the maximum aggregate par value of debt securities that may be issued pursuant to the delegations granted under the resolutions mentioned above is set at 50,000,000 euros (or the equivalent on the issue date of this amount in foreign currency or an accounting unit calculated by reference to multiple currencies) being specified that this ceiling will not apply to the securities mentioned in the Articles L.228-40, or for the other cases, under conditions that the Company would determine pursuant to the article L.228-36-A of the French Commercial Code.

### **Twenty-fifth resolution**

*Delegation of authority to be granted to the board of directors for the purpose of increasing the capital immediately or in the future by issuing ordinary shares and/or securities, with waiver of the preemptive subscription rights of shareholders in favor of a category of individuals meeting specific criteria within the framework of an equity or bond financing line*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

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

in accordance with the provisions of Articles L.225-129 and following articles of the French Commercial Code, and

especially, of the articles L. 225-129-2, L. 225-135, L-225-138 and L. 228-91 and following, and article L. 22-10-49 of the French Commercial Code,

**delegate** to the Board of Directors, with the possibility to delegate or sub-delegate in accordance with applicable law, the authority to decide to issue, in the proportions and at the times that it determines, one or several capital increases, in France or abroad, common shares of the Company and/or any securities (including any debt security) which grant access by any means to common shares in the Company or in any Company that would own directly or indirectly more than half of its capital, or in which the Company would own directly or indirectly more than half of its capital, such securities being issued in euros, in foreign currencies or in any monetary unit whatsoever calculated by reference to multiple currencies as per the decision of the board, and which liberation could be realized in cash, including receivables compensation,

**decide** that the securities so issued may consist of debt securities, be associated with the issuance of such securities (warrants for shares attached to bonds, including bonds) or allow the issuance of intermediate securities,

**decide** to cancel the preemptive subscription right of shareholders on the ordinary shares and/or securities and/or all debt securities of the Company to be issued to the following category of people:

- any credit institution, investment service provider, member of an underwriting syndicate, any company or investment fund undertaking to subscribe or guarantee the implementation of any issuance of shares or securities likely to result in a capital increase in the future that could be carried out under this delegation within the framework of establishing an equity financing line (equity line, PACEO or equivalent, notably through the issuance of warrants or bonds),

**formally acknowledge**, to the extent necessary, that this delegation constitutes, by operation of law, an express waiver by the shareholders of their preemptive subscription right for shares to which these securities grant a right in favor of the holders of any securities issued pursuant to this delegation,

**decide** that the total nominal value of the increases of stated capital that may be completed immediately and/or in the future pursuant to this delegation may not exceed 360,000 euros or, in any event, exceed the limits specified by applicable law as of the issue date, to which will be added any additional value of shares to be issued to preserve, in accordance with legal or regulatory provisions and any applicable contractual provisions, the rights of the holders of securities granting access to said shares, it is specified that this ceiling is set independently and distinct from the ceiling referred to in the twenty-fourth resolution above,

**decide** that the total nominal value of the issues of securities representing receivables granting access to capital which might be so completed may not exceed 50,000,000 euros (or the equivalent of said amount in the event of an issue in another currency) provided that:

- this amount will be increased, if appropriate, of any reimbursement of premium above the par value,
- this ceiling is set independently and distinct from the ceiling referred to in the twenty-fourth resolution below,
- this ceiling will not apply to the securities mentioned in the Articles L.228-40, L. 228-36-A et L.228-92 paragraph 3 of the French commercial code, which issuance would have been issued or authorized by the Board of Directors pursuant to the Article L.228-40 of the French commercial code, or in other situations, under the conditions that the Company would have determined pursuant to article L. 228-36- A of the French Commercial Code,

**decide** that the issue price of the shares and securities that may be issued pursuant to this delegation shall be determined by the board and will be no less than the weighted average price during the last three trading days preceding said determination, less, if appropriate, a discount maximum of 20%, corrected in the event of a difference in effective date, provided, however, (i) that, in case of an issuance of securities giving access to the capital, the issue price of equity securities that should result from their exercise, their conversion or their exchange, will be, if appropriate, determined at the discretion of the Board, with a reference to a formula that he would have defined and that will apply after the issuance of the said securities (for example when exercised, converted or exchanged), in which case the maximal said discount could be appreciated, if required by the Board, to the date of the application of the said formula (and not at the date of the determination of the issue price) (ii) the issue price of securities given access to the capital, if appropriate, issued as a result of the current resolution, will be such that, the total if appropriate received immediately by the Company, to which amount will be added the amount received when such securities would be exercised or converted, that is to say each share issued as a result of the issuance of these securities, would be at least equal to the amount defined above,

**delegate** to the Board of Directors the power to increase the number of shares or securities to be issued in the event of oversubscription in the context of the capital increases of the Company that would be decided on by virtue of the

present resolution, under the conditions provided for in Articles L. 225-135-1 and R. 225-118 of the French Commercial Code (i.e., to date, within thirty days of the close of the subscription period, at the same price as that used for the initial issue and up to a limit of 15% of the initial issue), said shares conferring the same rights as the existing shares subject to their date of entitlement to dividends,

**decide** that the Board will have all authority, with a right to further delegate as provided for by law, in order to implement this delegation, as provided for by law and the articles of incorporation and by-laws, to:

- determine the amounts of the capital increase, the issue price (provided that it will be determined as detailed above) as well as the amount of the premium that could be, if appropriate, asked at the issuance,
- determine the dates, conditions and procedures for any issue, as well as the form and characteristics of the shares or equity securities to be issued,
- to fix the effective dates, which may be retroactive, for the shares or equity securities to be issued, the procedures to pay for them,
- determine the list of the beneficiaries within the above-mentioned category of people and the number of securities to be attributed to each of them,
- at its own initiative and when it so deems appropriate, allocate the expenses, duties and fees incurred for the capital increases completed pursuant to the delegation in this resolution to the premiums related to these transactions and deduct from these premiums the amounts necessary to allocate one tenth of the new capital to the legal reserve after each transaction,
- notice the realization of each capital increase and proceed to the correlative changes of the by-laws,
- in general, take any agreement, in particular to finalize the envisaged issuances, reach any decision and take any measures necessary to the issuance, to the listing and financial services for the securities so issued as well as the exercise of the rights attached,
- take any decision to list shares and securities so issued on any market on which the shares would be admitted for transactions,

**decide** that this delegation cannot be used in during the public offer period of the company's shares.

**specify** that the delegation so granted to the Board will be valid for eighteen (18) months after this meeting and will terminate any prior delegation with the same purpose,

**acknowledge** that, in the event this authorization is used by the Board, the Board will report to the next ordinary general meeting in accordance with the law and regulation, of the use made of this authorization in the current resolution.

#### **Twenty-sixth resolution**

*Authorization to be granted to the board of directors to grant subscription or purchase options for shares of the Company, in accordance with the provisions of Articles L. 225-177 et seq. of the French Commercial Code, entailing waiver by shareholders of their pre-emptive subscription rights*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having reviewed the report of the Board and the special report of the auditor,

**authorize**, in accordance with Articles L. 225-177 to L. 225-185 of the French Commercial Code, to grant, during periods authorized by law, once or several times, to the benefit of employees and/or corporate officers (or some of them) of the Company and companies and economic interest groupings linked to the Company under the conditions defined in Article L. 225-180-I of the aforementioned code, options to subscribe or purchase ordinary shares, with the following specifications:

- the number of options granted under this authorization shall not entitle to the purchase or subscription of more than 325,000 shares with a nominal value of 0.10 euros each,
- this number shall be deducted from the overall ceiling provided in the twenty-ninth resolution below, and
- the total number of shares that may be subscribed upon exercise of subscription options granted and not yet exercised shall never exceed one-third of the share capital.

**specify** that the board must, for as long as the Company's shares are traded on the regulated market of Euronext Paris, to be able to grant subscription or purchase options to the Company's executives referred to in the fourth paragraph of Article L. 225-185 of the French Commercial Code, comply with the provisions of Article L. 22-10-58 of the French Commercial Code (currently, granting of options or free shares for the benefit of all employees of the Company and at least 90% of the employees of its subsidiaries within the meaning of Article L. 233-1 of the French Commercial Code and falling within the scope of Article L. 210-3 of the same code or implementation by the company of a profit-sharing or employee share ownership plan for at least 90% of the employees of its subsidiaries within the meaning of Article L. 233-1 of the French Commercial Code and falling within the scope of Article L. 210-3 of the same code).

**decide** that this authorization, granted for a period of thirty-eight (38) months from this date, terminates any previous authorization with the same purpose.

**decide** that this authorization includes, for the benefit of the recipients of the subscription options, a express waiver by the shareholders of their preferential subscription right to the shares that would be issued as options are exercised, and shall be implemented under the conditions and according to the modalities provided by law and current regulations on the date of grant of the subscription or purchase options, as applicable.

**decide** that the purchase or subscription price per share shall be determined by the board of directors on the day the option is granted within the limits provided by law and this resolution without being lower than ninety-five percent (95%) of the average of the quoted prices over the twenty trading sessions preceding the day of the board's decision to grant the options rounded down to the nearest euro, or, for share purchase options, eighty percent (80%) of the average purchase price of shares held by the Company rounded down to the nearest euro.

**decide** that the price set for the subscription or purchase of shares underlying the options shall not be modified during the term of the options; however, if the Company were to carry out one of the operations referred to in Article L. 225-181 of the French Commercial Code, it shall take the necessary measures to protect the interests of the option beneficiaries in accordance with Article L. 228-99 of the French Commercial Code.

**decide** that, in the event of issuance of new capital securities or new securities giving access to the capital as well as in the event of merger or split of the Company, the board of directors may suspend, if necessary, the exercise of the options.

**set** at ten (10) years from their grant the validity period of the options, however, it is specified that this period may be shortened by the board of directors for beneficiaries resident in a given country to the extent necessary to comply with the law of that country.

**empower** the board of directors within the limits set above to:

- determine the identity of the beneficiaries of the share subscription or purchase options and the number of options to be granted to each of them;
- fix the purchase and/or subscription price of the shares to which the options entitle within the limits of the above-mentioned texts, specifying that the subscription price per share must be higher than the nominal value of the share;
- ensure that the number of share subscription options granted by the board of directors is set so that the total number of share subscription options granted and not yet exercised may not entitle to subscribe to a number of shares exceeding one-third of the share capital;
- determine the terms of the share subscription or purchase options plan and set the conditions under which the options shall be granted, including, in particular, the exercise schedule of the options granted, which may vary according to the holders, specifying that these conditions may include clauses prohibiting immediate resale of all or part of the shares issued upon exercise of the options, within the limits set by law;
- carry out, either by itself or by proxy, all acts and formalities to make the capital increases, which may be made under the authorization covered by this delegation, final;
- charge, if deemed necessary, the costs of capital increases to the amount of the premiums related to these increases and withdraw from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase;
- modify the bylaws accordingly and, generally, do whatever is necessary;

**decide** that the board of directors shall inform the annual general meeting each year of the operations carried out under this resolution.

#### **Twenty-seventh resolution**

*Authorization for the Board of Directors to grant existing shares or shares to be issued without consideration, in accordance with the provisions of Articles L. 225-197-1 and following article of the French Commercial Code, with shareholders waiving*

*their pre-emptive subscription rights*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having reviewed the report of the board and the auditors' report, in accordance with the provisions of Articles L. 225-197-1 and following of the Commercial Code.

**authorize** the board of directors to proceed, once or several times, with the free allocation of existing or to-be-issued shares by the Company, for the benefit of the employees of the Company, or certain categories of them, and/or its corporate officers who meet the conditions set forth in Article L. 225-197-1, II of the Commercial Code, as well as for the benefit of the employees of companies or economic interest groups of which the Company directly or indirectly holds at least 10% of the capital or voting rights on the date of allocation of the shares concerned.

**specify** that the board of directors, as long as the Company's shares are admitted to trading on the regulated market of Euronext Paris, must, in order to be able to proceed with the free allocation of shares to corporate officers who meet the conditions set forth in Article L. 225-197-1, II of the Commercial Code, comply with the provisions of Article L. 22-10-60 of the Commercial Code (as of this day, allocation of options or free shares for the benefit of all employees of the Company and at least 90% of all employees of its subsidiaries within the meaning of Article L. 233-1 of the Commercial Code and falling under Article L. 210-3 of said code or establishment by the company of a profit-sharing or participation agreement for at least 90% of all employees of its subsidiaries within the meaning of Article L. 233-1 of the Commercial Code and falling under Article L. 210-3 of said code).

**decide** that the maximum number of ordinary shares with a nominal value of 0.10 euros each that can be issued under this authorization shall not exceed a number of existing or new ordinary shares greater than 500,000, it being specified that this number (a) does not take into account any adjustments made to preserve the rights of beneficiaries of ordinary shares, in accordance with legal and regulatory provisions and, where applicable, applicable contractual provisions, (b) shall be deducted from the overall ceiling set out in the twenty-ninth resolution below, and (c) shall in no event exceed the percentage of the share capital on the date of the allocation considered fixed in Article L. 225-197-1 of the Commercial Code.

**decide** that the allocation of shares to their beneficiaries shall be definitive, subject to fulfilling the conditions or criteria possibly set by the board, at the end of a period of at least 1 year (the "Acquisition Period") and that the beneficiaries of these shares shall, if necessary, retain them for a period determined by the board of directors (the "Retention Period") which, when combined with the Acquisition Period, shall not be less than 2 years.

**decide**, notwithstanding the foregoing, that the shares shall be definitively allocated before the end of the Acquisition Period in the event of the beneficiary's invalidity corresponding to the classification in the second and third categories provided for in Article L. 341-4 of the Social Security Code.

**decide** that the allocated shares shall be freely transferable in the event of a request for allocation made by the heirs of a deceased beneficiary or in the event of invalidity of the beneficiary corresponding to their classification in the abovementioned categories of the Social Security Code.

**decide** that the durations of the Acquisition Period and the Retention Period shall be determined by the board of directors within the aforementioned limits.

**take note** that, in accordance with the provisions of Article L. 225-197-1 of the Commercial Code, when the allocation concerns shares to be issued, this authorization shall automatically result, for the benefit of the beneficiaries of the shares allocated free of charge, in shareholders waiving their preferential subscription right to the new shares issued, the corresponding capital increase being definitively realized solely by the definitive allocation of the shares to the beneficiaries.

**take note** that this decision shall, as necessary, result in shareholders waiving, in favor of the beneficiaries of free shares, the portion of reserves, profits, or premiums which, if applicable, will be used in the event of the issuance of new shares at the end of the Acquisition Period, for the realization of which all powers are delegated to the board of directors.

**delegate** to the board of directors all powers for the purpose of:

- confirming the existence of sufficient reserves and transferring, at each allocation, to an unavailable reserve account, the sums necessary for the release of the new shares to be allocated,

- determining the identity of the beneficiaries of the allocations as well as the number of shares that may be allocated free of charge to each of them,
- setting the conditions and, if necessary, the criteria for the allocation of these shares,

where appropriate:

- deciding, when the time comes, the increase(s) in capital correlated to the issuance of any new shares allocated free of charge,
- carrying out acquisitions of shares, if necessary, necessary for the delivery of any existing shares allocated free of charge,
- taking all necessary measures to ensure compliance with the obligation of retention required of the beneficiaries,
- and, generally, doing, within the framework of the legislation in force, everything that the implementation of this authorization will require.

**set** the duration of validity of this authorization at thirty-eight (38) months from this day,

**specify** that this authorization terminates the authorization granted to allocate free shares of the Company under the thirty-first resolution of the mixed general meeting of June 13, 2024.

#### **Twenty-eighth resolution**

*Delegation of authority to grant to the board of directors the power to issue and allocate share subscription warrants (BSAs) with the waiver of the preferential subscription right of shareholders in favor of (i) members and censors of the board of directors of the Company in office on the date of allocation of the warrants, (ii) persons bound by a service or consulting contract with the Company or one of its subsidiaries or (iii) members of any committee set up by the board of directors or that the board of directors may set up who do not have the status of employees or executives of the Company or one of its subsidiaries*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having reviewed the report of the Board and the special report of the auditor,

**delegate** to the Board of Directors the power to allocate up to 325,000 common share purchase warrants (the "**BSA**"), each entitling the holder to subscribe for one common share of the Company with a par value of € 0.10, being specified that the number of shares that may be issued upon the exercise of the warrants issued pursuant to this delegation will be deducted from the global ceiling provided in the twenty-ninth resolution mentioned above

**decide** that the issue price of a warrant will be determined by the Board on the day of issue of the said warrant based on the characteristics of the warrant and will be at least equal to 15% of the average weighted average price per share. the volumes of the last five (5) trading days on the regulated market of Euronext Paris preceding the date of allocation of said warrants by the Board,

**decide** to cancel, for these warrants, the shareholders' preemptive subscription right, said Warrants can only be attributed to the following category of beneficiaries: (i) members and censors of the Board of the Company in office at the date of allotment of warrants or (ii) persons who are bound by a service or consultant contract to the Company or to any other its subsidiaries or (iii) members of any committee set up by the board of directors or that the board of directors may put in place that does not have the status of employees or officers of the Company or the Company. one of its subsidiaries (the "**Beneficiaries**"),

**decide**, pursuant to the provisions of Article L. 225-138-I of the French Commercial Code, to delegate to the board the task of drawing up the list of Beneficiaries and the portion of the BSA allocated to each beneficiary thus designated,

**authorize** therefore the board, within the limits of the foregoing, to issue and allot the warrants, on one or more occasions for each beneficiary,

**decide** to delegate to the Board of Directors for each Beneficiary, the terms and conditions of exercise of the BSA and, in particular, the issue price of the BSA, the subscription price (issue premium included) of the share to which each

BSA will be entitled (the "Exercise Price") as determined by the Board of Directors under the conditions specified below, and the timetable for the exercise of the BSA, it being specified that these will have to be exercised at later in the ten (10) years of their issue and that the BSA which would not have been exercised at the end of this period of ten (10) years will be automatically canceled,

**decide**, each BSA will be used to subscribe, on the terms hereinafter defined, one ordinary share with a par value of €0.10 at a subscription price determined by the board on the date of the allocation of the BSA, as follows:

as long as the shares of the Company are admitted to trading on a regulated market, the subscription price of one ordinary share of the Company on the exercise of a BSA, which will be determined by the board at the time of the allocation of the BSA, must be at least equal to the higher of the following two values:

- (a) the sale price of a closing share on this regulated market on the day preceding the decision of the board to allocate the BSA; and
- (b) the weighted average of the prices quoted during the twenty trading days preceding the day of the board's decision to award the BSA;

it being specified that, in order to determine the subscription price of a common share on exercise of a warrant, the board will not take into account the capital increases resulting from the exercise of warrants of companies, share subscription warrants or share subscription options, as well as the allocation of bonus shares,

**decide** 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 with liquid and payable debts,

**decide** that the new shares delivered to the beneficiary upon the exercise of its BSA will be subject to all the provisions of the bylaws and will take legal effect on the first day of the financial year in progress in which they are issued,

**decide** that the BSA will be tradable. They will be issued in registered form and will be registered in an account,

**decide** to issue 325,000 ordinary shares with a nominal value of up to € 0.10 to the exercise of the issued BSAs,

**specify** pursuant to the provisions of Articles L. 228-91 and L. 225-132 of the French Commercial Code, this decision entails the waiver by the shareholders of their preemptive subscription rights for the ordinary shares to which the BSA give rights,

**recall** that pursuant to Article L. 228-98 of the French Commercial Code:

- in the event of a share capital reduction motivated by losses by reducing the number of shares, the rights of the holders of the warrants as to the number of shares to be received upon exercise of the warrants will be reduced accordingly as if said holders had been shareholders as of the date of issue of the BSA,
- in the event of a share capital reduction motivated by losses by way of a reduction in the nominal value of the shares, the subscription price of the shares to which the BSAs entitle them will remain unchanged, the share premium being increased by the amount of the decrease in the share capital. nominal value,

**further decide** that:

- in the event of a capital reduction not motivated by losses by reducing the par value of the shares, the subscription price of the shares to which the BSA give entitlement will be reduced accordingly,
- in case of capital reduction not motivated by losses by reducing the number of shares, holders of the BSA, if they exercise their BSA, may request the redemption of their shares under the same conditions as if they had been shareholders at the time of the repurchase by the Company of its own shares,

**decide**, as provided by Article L. 228-98 of the French Commercial Code, that the Company is authorized, without having to seek the authorization of the holders of the BSA to modify its corporate form and purpose,

**decide** pursuant to the provisions of Article L. 228-98 of the French Commercial Code, the Company is authorized to modify the rules for distributing its profits, amortize its capital and create preference shares resulting in such a modification or such amortization subject to taking the necessary measures to maintain the rights of the holders of securities giving access to the capital under the conditions defined in Article L. 228-99 of the French Commercial Code; under these same reservations it can however create actions of preference,

**authorize** the Company to require the holders of the BSA to redeem or refund their rights as provided for in Article L. 228-102 of the French Commercial Code,



**decide** that, in the event that it is necessary to make the adjustment provided for in Article L. 228-99 3 ° of the Commercial Code, the adjustment would be made by applying the method set out in Article R. 228 -91 of the French Commercial Code, it being specified that the value of the pre-emptive subscription right and the value of the share prior to secondment of the subscription right would, if need be, be determined by the Board of Directors according to the subscription price, exchange or sale per share used in the last transaction on the Company's share capital (capital increase, share transfer, sale of shares, etc.) during the six (6) months preceding the meeting of said advising, or failing such a transaction during this period, on the basis of any other financial parameters that will appear relevant to the Board of Directors (and which will be validated by the statutory auditors of the Company),

**decide** to give full powers to the Board to implement this delegation, and to the effect of:

- to issue and allot the BSA and to set the subscription price, the exercise conditions and the final terms of the BSA in accordance with the provisions of this resolution and within the limits set in this resolution,
- determine the identity of the beneficiaries of the BSA and the number of BSA to be allocated to each of them,
- to fix the price of the share that may be subscribed during the exercise of a BSA under the above-mentioned conditions,
- to record the number of ordinary shares issued as a result of the exercise of the BSA, to complete the formalities resulting from the corresponding capital increases and to amend the Articles of Association accordingly,
- take all necessary measures to protect the holders of BSA in the event of a financial transaction involving the Company, in accordance with the legal and regulatory provisions in force,
- in general, to take any measure and carry out any formality useful to this issue,

**set** at eighteen (18) months the validity of this delegation from the present date and terminates any prior authorization with the same purpose.

#### **Twenty-ninth resolution**

*Overall limits on the amount of issues carried out pursuant to the twenty-sixth, twenty-seventh and twenty-eighth resolutions above*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having reviewed the report of the board and the auditors' report,

**decide** that the sum (i) of shares that may be issued or acquired upon exercise of options granted under the twenty-sixth resolution above, (ii) of shares that may be granted free of charge under the twenty-seventh resolution above, and (iii) of shares that may be issued upon exercise of warrants that may be issued under the twenty-eighth resolution above, shall not exceed 900,000 shares, with the additional amount of shares to be issued to preserve, in accordance with applicable contractual provisions, the rights of holders of securities and other rights granting access to shares being added to this ceiling.

#### **Thirtieth resolution**

*Delegation of authority to the Board of Directors to increase capital by capitalizing premiums, reserves, profits or other items*

The Annual General Meeting, voting on the quorum and majority conditions stipulated in article L. 225-130 of the French Commercial Code,

having reviewed the report of the Board of Directors,

in accordance 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 powers to subdelegate within the law, the authority to increase the Company's capital on one or more occasions by capitalizing additional paid-in capital, reserves, profits or other items that may be capitalized in accordance with the law and the Company's bylaws, by issuing bonus shares, by increasing the par value of existing shares, or by a combination of these two methods, with said shares carrying the same rights as existing shares, subject to their dividend entitlement date,

**resolves** that the aggregate par value of shares issued under this authorization, immediately and/or in the future, may

not exceed 100,000 euros, to which may be added, where applicable, the additional amount of shares to be issued to preserve the rights of holders of securities and other rights giving access to shares, in accordance with applicable laws and regulations and, where applicable, contractual provisions, it being specified that this ceiling is set independently and separately from the ceiling referred to in the twenty-fourth resolution above,

**resolves**, in accordance with the provisions of Article L. 225-130 of the French Commercial Code, that in the event the Board makes use of this authorization, fractional rights will not be negotiable and the corresponding shares will be sold, with the proceeds of the sale being allocated to the holders of the rights within the period provided for by the regulations,

**resolves** that this authorization is granted for a period of twenty-six (26) months from the date of this Annual Shareholders' Meeting, and supersedes any previous authorization for the same purpose.

### **Thirty-first resolution**

*Delegation to be granted to the Board of Directors to increase stated capital by issuing shares of the Company without a preemptive subscription right for shareholders in favor of the employees who participate in a corporate savings plan*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having reviewed the report of the Board and the special report of the auditor,

in accordance with, inter alia, first, the provisions of Articles L. 225-129 and following articles and L. 225-138-1 of the French Commercial Code and, second, of Articles L. 3332-1 and following articles of the French Labor Code,

**delegate** to the Board the authority to decide to issue, on one or more occasions, in the proportions and at the times that it determines, common shares in the Company reserved for participants in the corporate savings plan of the Company or, if appropriate, of the French or foreign companies which are affiliated with it as defined in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code (the "Adocia Group"),

**decide** that the total nominal value of the capital increases that may be completed pursuant to this resolution may not exceed 20,000 euros, which maximum value will be added, if appropriate, the additional value of the shares to be issued to preserve the rights of the holders of securities granting access to the shares in accordance with legal or regulatory provisions and any applicable contractual provisions,

**set** at eighteen (18) months the validity of this delegation from the present date and terminates any prior authorization with the same purpose,

**decide that** the exercise price of the shares or securities giving access to the capital will be determined by the board of directors in the conditions planned in the article L. 3332-19 of the French Commercial Code and cannot be neither above the average of the twenty average trading days preceding the day of the decision of the board of directors to set the opening date of the subscription, nor below 20 % of this average or 30 % when the duration of unavailability planned by the plan in application of articles L. 3332-25 and L. 3332-26 of the French Commercial Code is superior or equal to ten years,

**decide** to cancel the preemptive subscription right of shareholders for shares or securities granting access by any means, immediately and/or in the future, to the common shares to be issued in favor of participants in a corporate saving plan,

**decide** that the Board will have all authority to implement this delegation, with a right to further delegate as provided for by law and under the conditions specified above, to, in particular:

- decide that the subscriptions may be completed directly or through a corporate mutual fund (*fonds communs de placement d'entreprise*) or any other structure or entity allowed under applicable law or regulation,
- determine the dates, conditions and procedures for the issues which will be completed pursuant to this resolution, and, in particular, determine the subscription opening and closing dates, the effective dates, procedures to pay for the shares and other equity securities in the Company, and grant extensions for payment for the shares and, if appropriate, other equity securities in the Company,
- request that the securities created be listed on a stock exchange, formally acknowledge completion of the capital increases up to the value of the shares which are actually subscribed for and correspondingly amend the articles of incorporation and by-laws, complete, either itself or through an agent, all actions and

formalities to finalize the capital increases, allocate, if appropriate, the expenses for capital increases to the premiums related to these increases and deduct from said amount the amounts necessary to increase the legal reserve to one tenth of the new stated capital after each increase.

### **Thirty-second resolution**

*Amendment of Article 12 of the bylaws to bring it into line with new legislative and regulatory provisions*

The shareholders, voting pursuant to the quorum and majority requirements for extraordinary shareholders' meetings,

having reviewed the report of the Board,

resolves to amend article 12 of the bylaws to bring it into line with the legislative and regulatory provisions as amended by law no. 2024-537 of June 13, 2024, known as the "attractiveness law":

(i) Article 12.4. is amended as follows:

*" 12.4. For the purposes of calculating quorum and majority, directors who take part in the meeting by a means of telecommunication enabling them to be identified and guaranteeing their effective participation in accordance with the regulations in force are deemed to be present. The Board of Directors' internal rules may stipulate that certain decisions may not be taken at a meeting held under these conditions."*

(ii) an article 12.7. is added, worded as follows, allowing written consultation of the directors for all decisions of the Board of Directors:

*" 12.7. Decisions of the Board of Directors may also be taken by written consultation of the directors, it being specified that any director may object to the use of this method of consultation. Directors wishing to exercise their right to object must notify the convening body in writing (including electronically), no later than two (2) working days following receipt of the text of the proposed resolutions and the ballot paper. The Board of Directors may then be reconvened in accordance with the provisions of article 12.2 of these Articles of Association."*

*In the event of written consultation, the text of the proposed resolutions, together with a ballot paper, is sent by the Chairman to each member of the Board of Directors by electronic means (with acknowledgement of receipt).*

*Directors have a period of three (3) working days following receipt of the text of the proposed resolutions and the voting form in which to complete and return to the Chairman by electronic means (with acknowledgement of receipt) the voting form, dated and signed, ticking for each resolution a single box corresponding to the meaning of their vote.*

*If none or more than one box has been ticked for the same resolution, the vote will be null and void and will not be taken into account when calculating the majority for that resolution.*

*Any director who fails to reply within the above deadline will be considered absent, and his or her vote will therefore not be taken into account when calculating quorum and majority.*

*During the response period, any director may request further explanations from the initiator of the consultation.*

*Within five (5) working days of receipt of the last ballot, the Chairman will draw up and date the minutes of the deliberations, to which the ballots will be appended, and which will be signed by the Chairman of the Board of Directors and a director who took part in the written consultation."*

(iii) a new Article 12.8. is added, worded as follows to give Directors the option of voting by mail in accordance with the new provisions of Article L. 225-37 of the French Commercial Code

*" 12.8. Directors may vote by correspondence at meetings of the Board of Directors.*

*A voting form complying with the provisions of article R. 225-21 of the French Commercial Code is sent to each director who requests it by electronic means (with acknowledgement of receipt), together with the text of the proposed resolutions and any other documents required for information purposes.*

*Directors wishing to vote by correspondence must complete and send their electronic voting form (with acknowledgement of receipt) to the Chairman of the Board before the deadline indicated on the form. Votes cast by*

*post on any medium other than the voting form, or after the expiry of the specified deadline, will not be taken into account in calculating quorum and majority.*

*The form must be dated and signed, and for each resolution the director must tick a single box corresponding to the meaning of his or her vote. If none or more than one box is ticked for the same resolution, the vote will be null and void and will not be taken into account when calculating the majority for that resolution. Directors may express their position in the space provided on the form.*

*Any director present at the meeting may validly confirm or modify the meaning of a vote previously cast by correspondence.*

*Postal votes are communicated at the Board meeting and taken into account in the deliberations.*

*Voting forms received are appended to the minutes drawn up at the end of the meeting".*

Article formerly numbered 12.7. becomes article 12.9.

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The Board of Directors.