

**ADOCIA**

French Société anonyme with a share capital of € 702 062,9  
Headquarters: 115 avenue Lacassagne - 69003 Lyon  
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**ANNUAL COMBINED SHAREHOLDERS MEETING  
ON MAY 20, 2021**

**Annual Shareholders' Meeting Agenda:**

*Reading of the auditors' reports on the annual and consolidated financial statements for the fiscal year closed December 31, 2020 and the agreements specified in Article L. 225-38 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, 2020,*

- First resolution: approval of the annual financial statements for the fiscal year closed December 31, 2020,
- Second resolution: approval of the consolidated financial statements for the fiscal year closed December 31, 2020,
- Third resolution: allocation of income for the fiscal year closed December 31, 2020,
- Fourth resolution: review of the agreements specified in Articles L. 225-38 et seq. of the French Commercial Code,
- Fifth resolution: vote on the information relating to the 2020 compensation of corporate officers (excluding executive corporate officers) mentioned in Article L. 22-10-9 of the French Commercial Code
- Sixth resolution: approval of the main components of the compensation for the fiscal year closed December 31, 2020 due or awarded to Mr. Gérard Soula, as Chief Executive Officer
- Seventh resolution: approval of the main components of the compensation for the fiscal year closed December 31, 2020 due or awarded to Mr. Olivier Soula, Deputy General Manager
- Eighth resolution: approval of the compensation policy for the corporate officers awarded for the 2021 fiscal year
- Ninth resolution: approval of the compensation policy that may be awarded to the Chief Executive Officer, for the 2021 fiscal year
- Tenth resolution: approval of the compensation policy that may be awarded to the Deputy General Manager, for the 2021 fiscal year.
- Eleventh resolution: Nomination of a new Director for the board, Dr. Katherine Bowdish
- Twelfth resolution: Nomination of a new Director for the board, Dr. Claudia Mitchell,
- Thirteenth resolution: Nomination of a new Director for the board, Mr Stephane Boissel,
- Fourteenth resolution: Determination of the global amount of compensation to be allocated to members of the board of directors,
- Fifteenth resolution: authorization to be given to the Board of Directors for the Company to purchase its own shares,

**Extraordinary Shareholders' Meeting Agenda:**

- Sixteenth resolution: 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,
- Seventeenth resolution: delegation of authority to be granted to the Board to increase capital by issuing common shares and/or equity securities without a preemptive subscription right for shareholders and offer to the public (except the offer in paragraph I of the article L. 411-2 of the financial and monetary Code)

- **Eighteenth resolution:** delegation of authority to be granted to the Board to increase capital by issuing common shares and/or equity securities without a preemptive subscription right for shareholders as part of an offering provided in paragraph I of Article L. 411-2 of the French Monetary and Financial Code and offer to the public,
- **Nineteenth resolution:** authorization to be granted to the Board to determine the issue price for up to 10% of stated capital, if shares or any equity securities are issued without a preemptive subscription right for shareholders, as set in the seventeenth and eighteenth resolutions,
- **Twentieth 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 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 or health-strategic or financial partners)
- **Twenty-first:** delegation of authority to be granted to the Board 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,
- **Twenty-second resolution:** delegation of authority granted to the Board of Directors to increase capital by issuing common shares with or without a preemptive subscription right for shareholders as decided in the above-mentioned resolutions,
- **Twenty-third resolution** delegation of authority granted to the Board of Directors to issue common shares and/or equity securities as part of a public offer comprising an exchange component initiated by the company,
- **Twenty-fourth resolution:** delegation of authority granted to the Board of Directors to decide to issue common shares and/or equity securities giving immediate or deferred access by all means, to shares or other equity securities of the Company, for an amount not exceeding 10% of stated capital, to remunerate shares or marketable securities giving rights to the share capital of third-party companies, except in the event of a public exchange offer,
- **Twenty-fifth resolution** aggregate limits on the issues completed pursuant to the delegations mentioned above (except the delegation of the twenty-first resolution),
- **Twenty-sixth resolution:** 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
- **Twenty-seventh resolution:** delegation of authority granted to the Board of Directors to grant options to subscribe for or purchase Company shares,
- **Twenty-eighth resolution** aggregate limits on the amount of issues completed pursuant to the delegations mentioned above,
- **Twenty-ninth resolution:** delegation of authority granted to the Board of Directors to increase the share capital through the capitalization of share premiums, profits or other amounts,
- **Thirtieth resolution:** amendment of article 19 of the bylaws "Shareholders' meetings" (specify voting modalities),
- **Thirty-first:** delegation to be granted to the Board to increase stated capital by issuing shares without a preemptive subscription right for shareholders in favor of the employees who participate in a corporate savings plan.

## RESOLUTIONS

### RESOLUTIONS TO BE SUBMITTED TO THE ORDINARY ANNUAL SHAREHOLDERS' MEETING

#### First resolution

*Approval of the annual financial statements for the fiscal year closed December 31, 2020*

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, 2020, 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, 2020*

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, 2020, 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, 2020*

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 loss for the fiscal year closed December 31, 2020 totaled € 22,392,917.3,

**decide** to allocate said loss 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**

*Approval of the related-party transactions specified in Articles L. 225-38 et seq. 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 et seq. of the French Commercial Code,

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

#### **Fifth resolution**

*Vote on the information relating to the 2020 compensation of corporate officers (excluding executive corporate officers) mentioned in Article L. 22-10-9 of the French Commercial Code*

The general meeting, ruling under the quorum and majority conditions required for ordinary general meetings, after having read 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) 2020, chapter 3 "corporate governance - corporate governance report", section 3.2.4.

#### **Sixth resolution**

*Approval of the components of total compensation and benefits granted to the Chief Executive Officer, Mr. Soula Gérard for the fiscal year 2020.*

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, 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 2020 fiscal year to the Chairman and 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 28 May 2020 in the twelfth resolution and detailed in the 2020 Universal Registration Document (URD), chapter 3 "Corporate Governance", section 3.2.

#### **Seventh resolution**

*Approval of the components of total compensation and benefits granted to the Deputy General Manager, Mr. Olivier Soula for the fiscal year 2020*

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, 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 2020 fiscal year to Deputy General Manager, Mr. Soula Olivier, as determined by the Board of directors in accordance with the principles and criteria approved by the shareholders at the Company Shareholders' meeting of 28 May 2020 in the thirteenth resolution, and detailed in the 2020 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 compensation policy to the corporate officers awarded for the 2021 fiscal year,*

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

**approve** the compensation policy for corporate officers awarded for the 2021 fiscal year as detailed in the 2020 Universal Registration Document (URD), chapter 3 "Corporate Governance", section 3.3, sub-section 3.2.3 "compensation policy of the corporate officers".

#### **Ninth resolution**

*Approval of the compensation policy that may be awarded to the Chief Executive Officer for the 2021 fiscal year,*

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, 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 2021 fiscal year as detailed in the 2020 Universal Registration Document (URD), chapter 3 "Corporate Governance", section 3.3, sub-section 3.2.3 "compensation policy of the corporate officers".

#### **Tenth resolution**

*Approval of the compensation policy that may be awarded to the Deputy General Manager for the 2021 fiscal year,*

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

**approve** the compensation policy that may be awarded to the Deputy General Manager for the 2021 fiscal year as detailed in the 2020 Universal Registration Document (URD), chapter 3 “Corporate Governance”, section 3.3, sub-section 3.2.3 “compensation policy of the corporate officers”.

#### **Eleventh resolution**

Appointment of a new Director for the board, Dr. Katherine Bowdish

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

having familiarized themselves with the report of the Board of Directors,

appoint as new Director to the board Dr. Katherine Bowdish.

**decide** to appoint Dr. Katherine Bowdish for a term of three (3) years, which shall expire following the annual ordinary General meeting of the shareholders held to approve the financial statements for the year ending on December 31, 2023.

Dr. Katherine Bowdish has already agreed to accept the mandate of director which has just been conferred on it and declared that she does not exercise in France, in other companies, a mandate likely to prevent her from accepting said functions.

#### **Twelfth resolution**

Appointment of a new Director for the board Dr. Claudia Mitchell

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

having familiarized themselves with the report of the Board of Directors,

**decide** to appoint Dr. Claudia Mitchell for a term of three (3) years, which shall expire following the annual ordinary General meeting of the shareholders held to approve the financial statements for the year ending on December 31, 2023.

#### **Thirteenth resolution**

Appointment of a new Director for the board Mr. Stephane Boissel

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

having familiarized themselves with the report of the Board of Directors,

**decide** to appoint Mr. Stephane Boissel for a term of three (3) years, which shall expire following the annual ordinary General meeting of the shareholders held to approve the financial statements for the year ending on December 31, 2023.

Mrs. Mr. Stephane Boissel has already agreed to accept the mandate of director, which has just been conferred on it and declared that she does not exercise in France, in other companies, a mandate likely to prevent her from accepting said functions.

#### **Fourteenth resolution**

*Determination of the global amount of compensation to be allocated to members of the board of directors*

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,

**decide** to set at 250,000 euros the amount of the global amount of compensation for the year 2021 as well as for any subsequent fiscal year until new decision of the ordinary general meeting of the shareholders.

#### **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 familiarized themselves with 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 months after the date hereof, to purchase shares in the Company as specified in Articles L. 22-10-62 et seq. 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 shareholders' meeting.**

### **Sixteenth resolution**

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

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

having familiarized themselves with the report of the Board of Directors and the special auditors' report,

subject to the adoption of the fifteenth resolution above,

**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 be granted to the Board to increase capital by issuing common shares and/or equity securities without a preemptive subscription right for shareholders and offer to the public (except the offers in paragraph I of the article L. 411-2 of the French financial and monetary Code)*

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

having familiarized themselves with the report of the Board of Directors and the special auditors' report,

Pursuant to the terms of the articles L. 225-129 and following of the French Commercial Code, and especially, the articles L. 225-129 à L. 225-129-6, L. 225-135, L. 225-135-1, L. 225-136, L. 228-91, L. 228-92 et L. 228-93 and L. 22-10-49,

**delegate** to the Board, with the possibility to delegate or sub-delegate in accordance with applicable law, the authority to decide to issue, except the offers in paragraph I of the article L. 411-2 of the French financial and monetary Code, 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 issue of such securities or allow the issue thereof as intermediate securities,

**decide** to cancel the preemptive subscription right of shareholders for the common shares or securities issued pursuant to this delegation, but, however, allowing the Board the right to grant to shareholders, with respect to some or all of the issues, a priority right to subscribe for them during the period and in accordance with the terms that it determines in accordance with the provisions of Article L. 225-135 of the French Commercial Code; this priority will not result in the creation of negotiable rights, but may be exercised both as an irrevocable and an optional subscription right,

**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 in stated capital that may be completed immediately and/or in the future pursuant to this delegation, may not exceed €137,000 (or the equivalent of said amount in the event of an issue in another currency), provided that:

- the maximum nominal value of any capital increase that may be so complete, immediately and/or in the future, will be included in the aggregate ceiling specified in the twenty-fifth resolution below,
- to which amount will be added, if appropriate, the nominal value of the additional 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 equity securities,

**decide** that the total nominal value of the issues of securities representing receivables granting access to capital that may be so completed may not exceed €50,000,000 (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 par,
- this amount will be included in the aggregate ceiling specified in the twenty-fifth resolution below,
- this ceiling will not apply to the securities that could be issued or authorized by the Board of Directors pursuant to the Article L.228-40, L. 228-36-A and L.228-92 §3 of the French commercial code in the conditions set in the Article L.228-40 of the French commercial code 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.

**decide** that, if the irrevocable and any optional subscription rights do not cover all of said issue, the Board may use, at its convenience, one or the other following options.:

- limit the capital increase to the subscriptions received, provided that they reach at least three quarters of the initially approved issue,
- freely distribute some or all of the non-subscribed securities issued among persons of its choice, and
- offer to the general public, on the French or international markets, some or all of the non-subscribed securities issued,

**decide** that the issue price of the shares and securities that may be issued pursuant to this delegation will be determined by the Board, in accordance with the provisions of Articles L.22-10-52 and R.22-10-32 of the French Commercial Code, for information purpose, at the date of the current shareholder meeting, the issue price has to be no less than the weighted average price during the last three trading days preceding said determination, with the meaning of the EU regulation n° 2017/1129 of June 14, 2017 on the regulated Euronext market in Paris, (less, if appropriate, the discount authorized by law, of up to 10%) and corrected in the event of a difference in effective date, provided, however, that the issue price of equity securities will be equal to the amount immediately received by the Company plus any amount that may be subsequently received when thereby, or, for each share issued as a result of the issue of these securities, no less than the issue price defined above,

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

- 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, with or without a premium,
- determine the amounts to be issued, the effective dates, which may be retroactive, for the shares or equity securities to be issued, the procedures to pay for them, as well as, if appropriate, the procedures to exercise exchange, conversion, repayment or grant rights in any other manner of capital or equity securities,
- make any adjustments required by law or regulation and, if appropriate, applicable contractual provisions, to protect the rights of the holders of equity securities in the Company or any other rights granting access by any means to common shares in the Company and,
- suspend, if appropriate, the exercise of the rights attached to said securities for a maximum of three months,

**decide** that the Board may:

- 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,

- reach any decision to list securities so issued on the regulated Euronext market in Paris and, in general,
- take all steps, conclude any agreements and complete any formalities necessary to successfully complete the proposed issue, as well as to finalize the resulting capital increase, and make the corresponding changes to the articles of incorporation and by-laws.

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

**decide** that the delegation so made to the Board will be valid for a period of twenty-six (26) months after this meeting and will terminate any prior delegation with the same purpose.

#### **Eighteenth resolution**

*delegation of authority to be granted to the Board to increase capital by issuing common shares and/or equity securities without a preemptive subscription right for shareholders as part of an offering provided in paragraph I of Article L. 411-2 of the French Monetary and Financial Code and offer to the public*

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

having familiarized themselves with the report of the Board of Directors and the special auditors' report,

Pursuant to the terms of the articles L. 225-129 and following of the French Commercial Code, and especially, the articles L. 225-129 à L. 225-129-6, L. 225-135, L. 225-135-1, L. 225-136, L. 228-91, L. 228-92 et L. 228-93 and L. 22-10-49,

**delegate** to the Board, with the possibility to delegate or sub-delegate in accordance with applicable law, the authority to decide to issue, by the offer in paragraph I of the article L. 411-2 of the French financial and monetary Code, 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 issue of such securities or allow the issue thereof as intermediate securities,

**decide** to cancel the preemptive subscription right of shareholders for the common shares or securities issued pursuant to this delegation,

**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 in stated capital that may be completed immediately and/or in the future pursuant to this delegation, may not exceed €137,000, neither exceed the limits in any case, of the regulations applicable to the day of the issue (as an indication, on the day of this general meeting, issuance of equity securities by way of an offering as described in article L.411-2 II of the French Monetary and Financial Code is limited up to 20% of the Company's capital per year, the capital being appreciated on the day of the board's decision to use this delegation), to which maximum amount will be added, if appropriate, the amount of the additional 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 equity securities to these common shares,

**decide** besides that the nominal amount of any capital increase will be included in the aggregate ceiling specified in the twenty-fifth resolution below,

**decide** to fix up to €50,000,000 (or the equivalent of said amount in the event of an issue in another currency), the maximum nominal amount of the issues of securities by virtue of the present delegation, provided that:

- this amount will be increased, if appropriate, of any reimbursement of premium above par,
- this amount will be included in the aggregate ceiling specified in the twenty-fifth resolution below,

- this ceiling will not apply to the securities that could be issued or authorized by the Board of Directors pursuant to the Article L.228-40, L. 228-36-A and L.228-92 §3 of the French commercial code in the conditions set in the Article L.228-40 of the French commercial code 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.

**decide** that, if the irrevocable and any optional subscription rights do not cover all of said issue, the Board may use, at its convenience, one or the other following options.:

- limit the capital increase to the subscriptions received, provided that they reach at least three quarters of the initially approved issue,
- freely distribute some or all of the non-subscribed securities issued among persons of its choice, and

**decide** that the issue price of the shares and securities that may be issued pursuant to this delegation will be determined by the Board, in accordance with the provisions of Articles L.22-10-52 and R.22-10-32 of the French Commercial Code, for information purpose, at the date of the current shareholder meeting, the issue price has to be no less than the weighted average price during the last three trading days preceding said determination, with the meaning of the EU regulation n° 2017/1129 of June 14, 2017 on the regulated Euronext market in Paris, (less, if appropriate, the discount authorized by law, of up to 10%) and corrected in the event of a difference in effective date, provided, however, that the issue price of equity securities will be equal to the amount immediately received by the Company plus any amount that may be subsequently received when thereby, or, for each share issued as a result of the issue of these securities, no less than the issue price defined above,

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

- 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, with or without a premium,
- determine the amounts to be issued, the effective dates, which may be retroactive, for the shares or equity securities to be issued, the procedures to pay for them, as well as, if appropriate, the procedures to exercise exchange, conversion, repayment or grant rights in any other manner of capital or equity securities,
- make any adjustments required by law or regulation and, if appropriate, applicable contractual provisions, to protect the rights of the holders of equity securities in the Company or any other rights granting access by any means to common shares in the Company and,
- suspend, if appropriate, the exercise of the rights attached to said securities for a maximum of three months,

**decide** that the Board may:

- 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,
- reach any decision to list securities so issued on the regulated Euronext market in Paris and, in general,
- take all steps, conclude any agreements and complete any formalities necessary to successfully complete the proposed issue, as well as to finalize the resulting capital increase, and make the corresponding changes to the articles of incorporation and by-laws.

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

**decide** that the delegation so made to the Board will be valid for a period of twenty-six (26) months after this meeting and will terminate any prior delegation with the same purpose.

#### **Nineteenth resolution**

*authorization to be granted to the Board to determine the issue price for up to 10% of stated capital, if shares or any equity securities are issued without a preemptive subscription right for shareholders, as set in seventeenth and eighteenth resolutions*

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

having familiarized themselves with the report of the Board of Directors and the special auditors' report,

in accordance with the provisions of Article 22-10-52 of the French commercial code,

**authorize** the Board, in accordance with the provisions of Articles L.225-136-1° of the French commercial code, with a right to further delegate, for each of the issues approved pursuant to the delegations granted under in seventeenth and eighteenth resolutions above and for up to 10% of the Company's stated capital (as of the date of the transaction) per 12-month period, to derogate from the requirements for calculating the price specified in the aforementioned resolutions and determine the issue price of the common shares and/or securities granting access immediately or in the future to issued capital in accordance with the following procedures:

- the issue price of the common shares may not be less than the weighted average price over the last three trading preceding its determination, possibly less a maximum 20% discount, provided, however, that the issue price may not under any circumstances be less than the par value of a share of the Company on the issue date of the shares in question, being precized that, (i) 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) and (ii) that the issue price of equity securities giving access to the capital pursuant to the current resolution will be equal to the amount immediately received by the Company plus any amount that may be subsequently received thereby, or, for each share issued as a result of the issue of these securities, no less than the issue price defined above,
- the issue price of the equity securities must be calculated so that the amount immediately received by the Company, plus any amount that may be subsequently received thereby, is, for each share issued as a result of the issue of these securities, no less than the issue price specified the preceding paragraph,

**decide** that the Board will have all authority to implement this resolution as specified in the resolution pursuant to which the issue is approved,

**decide** that this delegation is given to the Board for twenty-six (26) months after this meeting and will terminate any prior delegation with the same purpose.

#### **Twentieth 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 or health-strategic or financial partners)*

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

having familiarized themselves with 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 et L. 228-91 and L. 22-10-49 and following,

**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:

- i. one or more natural or legal persons (including companies), trusts, and investment funds, or other investment vehicles, irrespective of their form (including, without limitation, any investment fund or investment company; venture capital, in particular any FPCI, FCPI or FIP), under French or foreign law, whether or not shareholders of the Company, investing on a regular basis in the health or biotechnology sector, and/or

ii. one or more strategic or financial partners of the Company located in France or abroad, having concluded or to conclude one or more partnership contracts (development, co-development, distribution, manufacturing, etc.) commercial or financing with the Company (or a subsidiary), directly or through one or more controlled companies or by which they are controlled within the meaning of Article L. 233-3 of the French 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 €137,000 (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-fifth resolution below,

**decide** to set at EUR 50,000,000 (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-fifth 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,

**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 ends any previous delegation of powers for the same purpose.

**acknowledges** that, in the event that the board comes to use the delegation of authority conferred on it in this resolution, the board will report to the next ordinary general meeting, in accordance with law and regulations, the use made of the authorizations conferred in this current 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 giving access to capital or giving access to securities representing receivables granting access to capital, without a preemptive subscription right for shareholders. in favor of a certain category of persons within a specific equity or bond financing program*

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

having familiarized themselves with 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, 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, any investment service providers or member of an investment banking syndicate or any company or investment funds that undertakes to guarantee the completion of any capital increases or any other issue likely to result in a future capital increase that may be carried under this delegation in the context of setting up a line or equity or bond financing,

**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 €137,000 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-fifth resolution below,

**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 (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 par,
- this ceiling is set independently and distinct from the ceiling referred to in the twenty-fifth 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 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-second resolution**

*delegation of authority granted to the Board of Directors to increase capital by issuing common shares with or without a preemptive subscription right for shareholders as decided in the above-mentioned resolutions.*

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

meetings,

having familiarized themselves with 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 without preferential subscription rights that would be decided under the above resolutions, 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-fifth resolution below, to which, if any, the additional amount of shares or securities to be issued in addition to the , 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-third resolution**

*delegation of authority granted to the Board of Directors to issue common shares and/or equity securities as part of a public offer comprising an exchange component initiated by the company,*

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

having familiarized themselves with the report of the Board of Directors and the special auditors' report,

In accordance with the provisions of the articles L. 22-10-49, L. 22-10-54, L. 225-129 à L. 225-129-6, L. 228-91 and L. 228-92 of the French commercial code,

**delegate** to the Board the authority to decide to issue, on one or more occasions, ordinary shares of the Company and/or securities granting access by any means, immediately and/or in the future, to common shares in the Company in remuneration for securities in a public offer with an exchange component initiated by the Company, in France or abroad, according to the rules in force in each country, on securities of another Company admitted to trading on one of the markets referred to in the aforementioned Article L. 22-10-54 with said shares granting the same rights as prior shares, depending on their effective date of entitlement,

**decide** that the securities so issued may consist of debt securities, be associated to the issue of such securities or allow the issue thereof as intermediate securities,

**take due note**, as necessary, that this delegation automatically entails the waiver by the shareholders of their preferential subscription rights to the shares to which these securities will grant access, in favor of the bearers of these securities should they so be issued,

**decide** that the total nominal amount of capital increases that may be carried out immediately and/or at a later date pursuant to this authorization may not exceed €68,000, to which must be added, if necessary, the amount of additional shares to be issued, in accordance with legal or regulatory provisions and, where applicable, relevant contractual provisions, the rights of the bearers of the securities or other rights granting access to capital,

**decide** that the nominal amount of any capital increase likely to be thus carried out shall count towards the aggregate ceiling stipulated in the twenty-fifth resolution below,

**decide** to set at €50,000,000 (or the equivalent of said amount in the event of an issue in another currency) the maximum nominal amount of debt securities that may be issued pursuant to this delegation, on the understanding that:

- this amount shall be increased, if necessary, by any redemption premium above par,
- this amount shall be deducted from the aggregate ceiling stipulated in the twenty-fifth resolution below,
- this limit shall not apply to debt securities mentioned in the Articles L.228-40, L. 228-36-A et L.228-92 paragraph 3 of the French Code, which issuance has been decided or authorized by the Board in accordance with Article L.228-40 of the French Commercial Code 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,

**decide** that the delegation granted to the Board of Directors shall be valid for a period of twenty-six (26) months from the date of this Shareholders' Meeting and terminate any prior delegation with the same object,

**decide** that the Board of Directors shall have full authorities to sub-delegate as provided by law, to implement the current delegation and in particular to:

- determine the list of securities tendered to the exchange as well as the nature and characteristics of the shares or securities convertible into shares to be issued, with or without a premium,
- set the terms of issue, the exchange ratio and, where applicable, the amount of the cash balance to be paid,
- determine the terms of the issue as part of, primarily in the case of a public exchange offer, an alternative bid purchase or exchange, including a public exchange offer or purchase in the alternative,
- duly note the number of shares tendered in the exchange,
- set the dividend entitlement date, which may be applied retroactively, for the shares or securities convertible into shares to be issued, their method of payment and, where appropriate, the terms of exercise of rights in exchange, conversion, redemption or award in any other way of shares or securities granting access to capital,
- assign, under liabilities, to the "share premium" account, on which the rights of all shareholders shall be based, the difference between the issue price of the new ordinary shares and their nominal value,
- make any adjustments required pursuant to legal or regulatory provisions and, where applicable, relevant to contractual provisions to protect the rights of the bearers of the securities and other rights granting access to the Company's capital and,
- suspend, if necessary, 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 costs, rights and fees incurred on capital increases carried out pursuant to the delegation stipulated in this resolution, on the amount of premiums relating to these transactions and deduct from the amount of these premiums the necessary amounts to increase retained earnings to one tenth of the new capital, after each transaction,
- make any decision for the admission of shares and securities so issued to trading on the regulated market of Euronext Paris and, more generally,
- take all measures, enter into any commitment and complete all formalities required for the successful completion of the proposed issue, and for the purposes of rendering definitive the capital increase resulting therefrom, and to duly amend the bylaws,

#### **Twenty-fourth resolution**

*delegation of authority granted to the Board of Directors to decide to issue common shares and/or equity securities giving immediate or deferred access by all means, to shares or other equity securities of the Company, for an amount not exceeding 10% of stated capital, to remunerate shares or marketable securities giving rights to the share capital of third-party companies, except in the event of a public exchange offer,*

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

having familiarized themselves with the report of the Board of Directors and the special auditors' report,

In accordance with the provisions of the 225-147 and the article L. 22-10-53 of the French commercial code,

**delegate** to the Board of Directors the power to decide, on the report of one or more commissioners of contributions, the issuance, in one or more times, in the proportions and times it will appreciate, of common shares of the Company or securities giving access by all means, immediately and/or futures, to common shares of the Company, in

compensation for in-kind contributions made to the Company and consisting of capital securities or securities providing access to capital when the provisions of Article L. 22-10-54 of the Code of Commerce are not applicable, as such shares confer the same rights as the old shares subject to their date of enjoyment,

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

**take note**, as necessary, that this delegation takes full advantage, for the benefit of the holders of the securities so if issued, expressly waiving the shareholders to their preferential right of subscription to the shares to which these securities will be entitled,

**decide** that the total nominal amount of capital increases that can be achieved immediately and/or over time, under this delegation, may not exceed 10% of the Company's capital (as existing as of the date of the transaction), an amount to which, if applicable, the amount of additional shares to be issued in accordance with the legal or regulatory provisions and, if applicable contractual stipulations, the rights of securities holders and other rights giving access to capital, will be added.

**decide** besides that the nominal amount of any increase in social capital that may be achieved in this way will be charged on the overall ceiling set out in the twenty-fifth resolution below,

**decide** to set the maximum nominal amount of debts that can be issued under this delegation at €68,000 (or the equivalent on the issue date of this amount in foreign currency), as:

- this amount will be increased, if applicable, by any repayment premium above par,
- This amount will be charged on the global ceiling set out in the twenty-fifth resolution below,
- This ceiling does not apply to debt securities covered by Sections L. 228-40, L. 228-36-A and L.228-92 paragraph 3 of the Commercial Code, the issuance of which would be decided or authorized by the Board of Directors under the terms of Article L. 228-40 of the Commercial Code, or in other cases, under the conditions determined by the Company in accordance with the provisions of Article L. 228-36-A of the Commercial Code,

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

**take note** that the Board has all authority, with the ability to sub-delegate under the conditions provided by law, in order to approve the assessment of the contributions, to decide and to see the completion of the share capital increase remunerated by the contribution transaction, to charge on the contribution premium, if any, all the costs and duties incurred by the share capital increase, to deduct the premium from the contribution, if it deems it useful, the necessary sums to be allocated to the legal reserve, to make the statutory correlative amendments, to make any decision with regard to the admission of securities and securities thus issued to the negotiations on the regulated Euronext market in Paris and, more generally, to do whatever it is necessary to do.

#### **Twenty-fifth resolution**

*aggregate limits on the issues completed pursuant to the delegations mentioned above (except the delegation of the twenty-first resolution),*

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

having familiarized themselves with 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, eighteenth, twentieth, twenty-second, twenty-third and twenty-fourth resolutions below may not exceed €300,000, 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 (or the equivalent on the issue date of this amount in foreign currency or an accounting unit calculated by reference to multiple currencies) being precised 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-sixth resolution**

*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 or (iii) members of a committee created or to be created by the board*

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

having familiarized themselves with the report of the Board and the special report of the auditor,

**delegate** to the Board of Directors the power to allocate up to 200,000 common share purchase warrants (the "Warrants"), 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-eighth 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,

**authorizes** 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 warrants 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 200,000 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,

**authorizes** the Company to require the holders of the BSA to redeem or refund their rights as provided for in Article L. 208-102 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),

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

- to issue and allot the Warrants and to set the subscription price, the exercise conditions and the final terms of the Warrants in accordance with the provisions of this resolution and within the limits set in this resolution,
- determine the identity of the beneficiaries of the warrants and the number of warrants 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 warrants, 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 Warrants 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-seventh resolution**

*delegation of authority granted to the Board of Directors to grant options to subscribe for or purchase Company shares,*

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

having familiarized themselves with the report of the Board of Directors and the extraordinary auditors' report,

authorizes the Board of Directors, under Articles L. 225-177 to L. 225-185 of the Code of Commerce, to consent, during periods authorized by law, in one or more times, for the benefit of salaried staff and/or social agents (or some of them) of the Company and companies and groups of economic interest related to the Company under the terms defined in Article L. 225-180-I of that Code, options entitled to the subscription or purchase of ordinary shares, being specified as:

- the number of options granted under this authorization will not be eligible for the purchase or subscription of more than 200,000 shares with a face value of 0.10 euro each,
- this number will be attributed to the global ceiling set at the twenty-eighth resolution below, and
- the total number of shares that can be subscribed on the exercise of the options for the subscription of shares assigned and not yet raised can never be greater than one third of the share capital,

**specify** that the board will have to, as long as the Company's shares are admitted to trading on the regulated Euronext market in Paris, in order to be able to allocate options for underwriting or purchase of shares to the company's executives referred to in the fourth paragraph of Article L. 225-185 of the Commercial Code, comply with the provisions of Article L. 22-10-58 of the Commercial Code (to date, the allocation of free options or shares for the benefit of all employees of the Company and at least 90% of all employees of its subsidiaries under Article L. 233-1 of the commercial code and under Article L. 210-3 of that Code or the establishment by the company of an incentive or participation agreement for the benefit of at least 90% of all employees of its subsidiaries within the meaning of Article L. 233-1 of the Commercial Code and under the meaning of Article L. 210-3 of that said code),

**decide** that this authorization, conferred for a period of thirty-eight (38) months as of that day and terminates any previous authorization with the same purpose,

**decide** that this authorization involves, for the benefit of the beneficiaries of the subscription options, expressly waiving the shareholders' preferential right to subscribe to the shares that would be issued as the options are raised, and will be implemented under the terms and conditions of the law and regulations in force on the day of the allocation of the purchase or underwriting options as the case may be,

**decide** that the purchase or subscription price per share will be set by the Board of Directors on the day the option is granted within the statutory limits and this resolution cannot be less than ninety-five per cent (95%) of the average of the prices quoted in the twenty trading sessions prior to the day of the Board's decision to allocate the rounded options to the lower euro, nor, in the case of stock options, to 80% of the average purchase price of the shares self-owned by the Company rounded to the lower euro,

**decide** that the price set for the underwriting or purchase of the shares to which the options are entitled cannot be changed during the duration of the options, but being specified that, should the Company perform one of the transactions covered by Section L. 225-181 of the Commercial Code, it should take the necessary steps to protect the interests of option beneficiaries under the terms of Section L. 228-99 of the Commercial Code,

**decide** that, in the event that it is necessary to make the adjustment under Section L. 228-99 3o of the Commercial Code the adjustment would be made by applying the method provided for in Article R. 228-91 of the Commercial Code, being specified that the value of the preferential subscription right as the value of the share before the subscription right was detached, if necessary, determined by the Board of Directors on the basis of the subscription, exchange or sale price per share retained in the last transaction on the Company's capital (capital increase, stock contribution, sale of shares, etc.) in the six months prior to the meeting of that board, or, failing to carry out such a transaction during that period, based on any other financial parameter that appears relevant to the Board of Directors (and will be validated by the Company's auditors),

**decide** that in the event of the issuance of new capital securities or new securities providing access to capital, as well as in the event of a merger or spin-off of the Company, the Board of Directors may suspend, if necessary, the exercise of the options,

**set** the validity of the options at ten (10) years from their allocation, but it is specified that this period may be reduced by the Board of Directors for beneficiaries' residents in a given country, as long as it is necessary in order to comply with that country's law,

- Determine the identity of the beneficiaries of the stock options and the number of options to be assigned to each of them;
- set the purchase and/or underwriting price of the shares to which the options are entitled within the limits of the above texts, being specified that the subscription price per share must be higher than the amount of the par value of the share;
- Ensure that the number of stock options granted by the Board of Directors is set in such a way that the total number of stock options awarded and not yet raised cannot qualify to subscribe to a number of shares exceeding one third of the share capital;
- to determine the terms of the option plan for the purchase of shares and to set the terms under which the options will be granted, including, among other things, the timetable for the exercise of the agreed options, which may vary according to the holders; It is specified that these conditions may include clauses prohibiting the immediate resale of all or part of the shares issued on the exercise of the options, within the limits set by law;
- to proceed with the acquisitions of shares of the Company if necessary, for the sale of any shares to which the stock options are entitled;
- to carry out, either by himself or by agent, all acts and formalities to the effect of making definitive the capital increases that may be made under the authorization under this delegation;
- to charge, if it deems necessary, the costs of capital increases on the amount of premiums related to these increases and to deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase;
- amend the statutes accordingly and, generally, do whatever is necessary,

**decide** that the Board of Directors will inform the annual general meeting each year of the transactions carried out under this resolution.

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

*aggregate limits on the amount of issues completed pursuant to the delegations mentioned above (resolutions twenty-sixth and twenty-seventh resolutions),*

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

having familiarized themselves with the report of the Board of Directors and the extraordinary auditors' report,

**decide** that that the sum (i) of the shares likely to be issued on the exercise of the stock warrants that would be issued pursuant to the delegations granted in *virtue* of the twenty-sixth resolution mentioned above, and ii) of the shares likely to be issued or acquired on the exercise of the options in *virtue* of the twenty-seventh resolution mentioned above, may not exceed 250,000 shares, provided, however, that the additional amount 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,

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

*delegation of authority granted to the Board of Directors to increase the share capital through the capitalization of share premiums, profits or other amounts,*

The shareholders, voting pursuant to the article L. 225-130, of the French Commercial Code, to the quorum and majority requirements for extraordinary shareholders' meetings,

having familiarized themselves with the report of the Board,

in accordance with, *inter alia*, first, the provisions of Articles L. 225-129, L. 225-129 -2, L. 225-130, of the French Commercial Code,

**delegate** to the Board to sub-delegate as provided by law, and the competence to decide one or numerous capital increase, by incorporating premiums, reserves, benefits or others sums, the capitalization of which will be lawful and

compliant with the Articles of Incorporation, in the form of a new share grant or an increase in the par value of existing shares, or a combination of these two procedures, such shares conferring the same entitlement as the existing ones, subject to their possession date,

**decide** that the total nominal value of the capital increases that may be completed immediately or in the future pursuant to this resolution may not exceed €100,000, to which amount may be added, if necessary, an additional amount of the shares to be created to preserve, pursuant to the laws, and regulations provisions, and if necessary, the applicable laws and contractual provisions, the rights of holders of securities and other rights, conferring entitlement to shares as it being specified that this ceiling is fixed in an autonomous and distinct fashion, as determined in the twenty-fifth resolution above,

**decide** that pursuant to the dispositions of the article L.225-130 of the French commercial code, if the Board use the present delegation, the allocation rights would not be tradable and the corresponding rights would be sold, with the proceeds allocated among the holders of rights within the timeframe provided for by regulations,

**set** at eighteen (26) months the validity of this delegation from the present date and terminates any prior authorization with the same purpose,

### **Thirtieth resolution**

*Amendment of article 19 of the bylaws "Shareholders' meetings" in order to specify the voting modalities*

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

having familiarized themselves with the report of the Board,

**decide** to amend as follows the paragraph six of the article 19 of the by-laws "general shareholders' meetings",

*"The Board of Directors may organize, under the conditions of the law and the regulations in force, the participation and vote of shareholders at meetings by videoconference or by means of telecommunications, including the Internet, allowing their identification. If the Board decides to exercise this faculty for a given meeting, this decision of the board is referred to in the notice of meeting and/or convening. Shareholders participating in meetings by videoconference or any of the other telecommunications means referred to above, depending on the choice of the board of directors, are deemed to be present for the calculation of quorum and majority. Shareholders who use the electronic voting form proposed on the website set up by the centralizer of the meeting are deemed to be present. The entry and signature of the electronic form can be made directly on this site through an identifier code and a password. The power of attorney or vote thus expressed before the meeting by this electronic means, as well as the acknowledgment given to it, will be considered non-revocable and opposable to all. »*

### **Thirty-first resolution**

*Delegation to be granted to the Board to increase stated capital by issuing shares 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 familiarized themselves with 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 et seq. and L. 225-138-1 of the French Commercial Code and, second, of Articles L. 3332-1 et seq. 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, 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 commercial law 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.

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The Board of Directors.