

CELLNOVO GROUP

Joint stock company (*société anonyme*) with a share capital of €10,788,528

Registered office: 13 rue de Londres

75009 Paris

Paris Trade and Companies Registry no. 808 426 662

**TEXT OF THE DRAFT RESOLUTIONS
SUBMITTED TO THE ORDINARY ANNUAL AND EXTRAORDINARY GENERAL
SHAREHOLDERS' MEETING
ON JUNE 24, 2016**

AGENDA

Resolutions to be resolved upon by the ordinary general shareholders' meeting:

- Board of Directors' reports,
- Statutory auditors' reports,
- Approval of the Company's financial statements for the financial year ended December 31, 2015 (1st resolution),
- Allocation of the loss for the financial year ended December 31, 2015 (2nd resolution),
- Approval of the consolidated financial statements for the financial year ended December 31, 2015 (3rd resolution),
- Approval of the agreements listed in Articles L. 225-38 *et seq.* of the French Commercial Code (4th resolution),
- Ratification of the temporary appointment of Ms. Sophie Baratte as Director (5th resolution),
- Ratification of the temporary appointment of Mr. John Brooks as Director, (6th resolution)
- Ratification of the transfer of the registered office (7th resolution),
- Setting of attendance fees (8th resolution),
- Authorization to the Board of Directors to trade in the Company's shares (9th resolution),

Resolutions to be resolved upon by the extraordinary general shareholders' meeting:

- Authorization to the Board of Directors to reduce share capital by cancelling treasury shares (10th resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares and/or securities conferring access to the Company's capital and/or to issue securities conferring the right to an allotment of debt securities, maintaining preferred subscription rights (11th resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares and/or securities conferring access to the Company's capital and/or to issue securities conferring the right to an allotment of debt securities, cancelling preferred subscription rights, by making a public offering (12th resolution),

- Delegation of authority to the Board of Directors to carry out a capital increase, within the limit of 20% of the share capital per year, by issuing shares and/or securities conferring access to the Company's capital and/or to issue securities conferring the right to an allotment of debt securities, cancelling preferred subscription rights, by making an offering to qualified investors or a restricted group of investors, within the meaning of Article L. 411-2, paragraph II, of the French Monetary and Financial Code (*Code monétaire et financier*) (private placement) (13th resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares and/or securities conferring access to the Company's capital and/or to issue securities conferring the right to an allotment of debt securities, cancelling preferred subscription rights in favor of a category of persons (14th resolution),
- Delegation of authority to the Board of Directors to issue shares and/or securities carrying out a capital increase in consideration for non-cash contributions (15th resolution),
- Authorization to be granted to the Board of Directors pursuant to the provisions of Article L. 225-136 1°, paragraph 2, and R. 225-119 of the French Commercial Code to set the issue price of securities to be issued, cancelling preferred subscription rights, under the delegations of authority that are the subject of the 12th and 13th resolutions (16th resolution),
- Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferred subscription rights (17th resolution),
- Delegation of authority to the Board of Directors to increase the share capital by capitalizing premiums, reserves, profits or other items (18th resolution),
- Delegation of authority to the Board of Directors to issue shares and securities leading to a capital increase in the event of a public exchange offer initiated by the Company (19th resolution),
- Setting of the overall amount of the delegations granted (20th resolution),
- Authorization to the Board of Directors to grant share subscription and/or purchase options ("**Options**"), cancelling shareholders' preferred subscription rights in favor of a category of persons (21st resolution),
- Delegation of authority to the Board of Directors to issue and allot ordinary share warrants ("**Warrants**"), cancelling preferred subscription rights in favor of a category of persons (22nd resolution),
- Authorization to the Board of Directors to allot free shares, whether existing or to be issued ("**Free Shares**"), cancelling preferred subscription rights in favor of a specific category of persons (23rd resolution),
- Delegation of authority to the Board of Directors to issue redeemable share subscription and/or share purchase warrants ("redeemable share warrants" or "**BSAAR**") for the benefit of employees and executive officers of the Company and its subsidiaries, cancelling shareholders' preferred subscription rights (24th resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares or securities conferring access to the capital restricted to members of a company savings plan, cancelling preferred subscription rights in favor thereof (25th resolution),
- Powers for formalities (26th resolution).

Resolutions submitted to the ordinary general shareholders' meeting

First resolution (*Approval of the Company's financial statements for the financial year ended December 31, 2015*) – The general shareholders' meeting,

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

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

Approves the financial statements, i.e. the balance sheet, income statement and notes to the financial statements for the year ended 31 December 2015, as presented to it, as well as the transactions set forth in these financial statements and summarized in these reports,

Notes that none of the expenses referred to in Article 39-4 of the French Tax Code, were recorded in the financial statements for the year,

Consequently, gives discharge to the Board of Directors and the Chief Executive Officer for the performance of their functions for the year ended 31 December 2015.

Second resolution (*Allocation of the loss for the financial year ended December 31, 2015*) – The general shareholders' meeting,

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

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

Approves the proposal of the Board of Directors and after acknowledging that the accounts show a loss of €2,705,693, decides to allocate this amount in the following manner:

- Loss for the year euros (2,705,693)

In full to the "Retained earnings" account,

Notes that no dividend distribution has been carried out since the Company was incorporated.

Third resolution (*Approval of the consolidated financial statements for the financial year ended December 31, 2015*) – The general shareholders' meeting,

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

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

Approves the consolidated financial statements, i.e. the balance sheet, income statement and notes to the financial statements for the year ended December 31, 2015, as well as the transactions set forth in these financial statements and summarized in these reports and reflecting a loss of €14,464,246.

Fourth resolution (*Approval of the agreements listed in Article L. 225-3 et seq. of the French Commercial Code*) – The general shareholders’ meeting,

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

After having reviewed the statutory auditors’ special report on the agreements listed in Articles L. 225-38 et seq. of the French Commercial Code, and ruling on this report,

Approves the terms of this report and each of the agreements referred to therein.

Fifth resolution (*Ratification of the temporary appointment of Ms. Sophie Baratte as Director*) – The general shareholders’ meeting,

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

After noting that the Board of Directors, at its meeting of December 3, 2015, appointed Ms. Sophie Baratte temporarily as Director to replace Omnes Capital, which was resigning, for the remainder of Omnes Capital’s term of office,

Ratifies, in accordance with the provisions of Article L. 225-24 of the French Commercial Code, the appointment of Ms. Sophie Baratte as Director under the above conditions.

Sixth resolution (*Ratification of the temporary appointment of Mr. John Brooks as Director*) – The general shareholders’ meeting,

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

After noting that the Board of Directors, at its meeting of April 26, 2016, appointed Mr. John Brooks temporarily as Director to replace Mr. Eric Beard, who was resigning, for the remainder of Mr. Eric Beard’s term of office,

Ratifies, in accordance with the provisions of Article L. 225-24 of the French Commercial Code, the appointment of Mr. John Brooks as Director under the above conditions.

Seventh resolution (*Ratification of the transfer of registered office*) – The general shareholders’ meeting,

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

After having reviewed the Board of Directors’ report,

Expressly ratifies the decision made by the Board of Directors on December 3, 2015, to transfer the registered office to the following address: 13 rue de Londres, 75009 Paris.

Eighth resolution (*Setting of attendance fees*) – The general shareholders’ meeting,

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

After having reviewed the Board of Directors’ report,

Resolves to set at €110,000 the total amount of attendance fees allocated to the Directors for financial year 2016, as well as for each subsequent financial year until a new decision is made by the ordinary general shareholders’ meeting.

Ninth resolution (*Authorization to the Board of Directors to trade in the Company's shares*) – The general shareholders' meeting,

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

After having reviewed the Board of Directors' report,

In accordance with Article L. 225-209 *et seq.* of the French Commercial Code,

Delegates its authority to the Board of Directors, with powers to sub-delegate to the Chief Executive Officer, in order to carry out (or have carried out) the acquisition of a number of shares of the Company, that may not exceed 10% of the total number of shares making up the share capital as at the date of repurchase by the Company, provided that for the calculation of the 10% limit, account will be taken of the number of shares sold during the period of the delegation, and the acquisitions made by the Company can, under no circumstances, increase the Company's holding, whether directly or indirectly, to more than 10% of its share capital;

Resolves that the acquisition of these shares may be carried out by any means, including on the stock exchange or over the counter, by blocks of shares or by means of derivative or optional financial instruments and at any time the Board of Directors deems necessary, and that shares acquired may be sold or transferred by any means in accordance with the legal provisions;

Resolves that the maximum purchase price per share (excluding fees and commission) may not exceed € 20, subject to adjustments to take into account the impact of new transactions in the capital of the Company, in particular a change in the par value of the share, increase in share capital by capitalization of reserves, issue of free shares, stock split or reverse stock split, distribution of reserves or of any other assets, redemption of capital, or any other transaction affecting shareholders' equity, subject to a total maximum amount that could be paid by the Company under this authorization equal to €10,000,000;

Resolves that the authorization to trade in the Company's shares can be used to:

- stimulate the market and ensure the liquidity of the Company's shares through the intermediary of an investment service provider acting independently under a market liquidity agreement in compliance with the code of ethics recognized by the French Financial Market Authorities; and/or
- meet its obligations relating to stock option programs, issues of free shares, employee savings or other allocations of shares to employees and officers of the Company or the companies that are related to it; and/or
- deliver shares upon the exercise of rights attached to securities conferring access to the capital by redemption, conversion, exchange, presentation of a warrant or any other manner in accordance with applicable regulations; and/or
- purchase shares to retain and subsequently deliver further to an exchange or as consideration in connexion with a possible merger, demerger, asset for share exchange or external growth transaction in accordance with applicable regulations; and/or
- cancel all or some of the shares repurchased, subject to adoption of the 9th resolution below, and then, in the terms indicated therein; and/or
- more generally, operate for any purpose that may be authorized by law or any market practice that may be recognized by the market authorities, provided that in such case, the Company would inform its shareholders by means of a press release.

Resolves that the number of shares acquired by the Company with a view to their retention and future delivery as payment or in exchange in connection with a merger, demerger or asset-for-share exchange may not exceed 5% of its share capital;

Resolves that the Board of Directors shall have full powers to implement this delegation of authority, with the right to sub-delegate, in full or in part, to the Chief Executive Officer, subject to the aforementioned limits and terms, for the purpose of deciding and implementing this authorization and to set the terms, to execute the share repurchase program, and in particular to adjust the aforementioned purchase price in case of transactions that impact shareholders' equity, share capital or the par value of the shares, determine the terms and conditions according to which, if any, the preservation of rights of holders of securities or beneficiaries of stock purchase or subscription options or allocations of free shares, in accordance with the legal, regulatory and contractual provisions, place all stock market orders, enter into all agreements, make all declarations and perform all formalities and, generally, do whatever is necessary;

Resolves that these transactions may be carried out at any time, including during the period of a tender offer or a standing market offer for the Company's shares;

Resolves that this authorization shall be valid for a period of eighteen (18) months as from the date of this meeting and supersedes, to the extent of the unused portion, any previous authorization given to the Board of Directors to trade in the Company's shares.

Resolutions submitted to the extraordinary general shareholders' meeting

Tenth resolution (*Authorization to the Board of Directors to reduce share capital by cancelling treasury shares*) – The general shareholders' meeting,

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

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

In accordance with Article L. 225-209 *et seq.* of the French Commercial Code,

Delegates its authority to the Board of Directors to cancel, on one or more occasions, the shares in the Company that it holds pursuant to the implementation of the share buyback plans decided by the Company in accordance with Article L. 225-209 of the French Commercial Code, up to the limit of 10% of the total number of shares that comprise the share capital (if applicable, as adjusted to reflect capital transactions after the date of this general meeting) per twenty-four (24) month period, and to reduce the share capital accordingly by allocating the difference between the purchase price of the shares canceled and their par value to premiums and available reserves, including, for 10% of the canceled capital, to the legal reserve;

Consequently, grants all powers to the Board of Directors, with the right to sub-delegate to the Chief Executive Officer, to implement this delegation of authority, in particular to certify completion of the capital decreases(s), to amend the articles of incorporation and carry out all necessary formalities;

Resolves that these transactions may be carried out at any time, including during the period of a tender offer or a standing market offer for the Company's shares;

Resolves that this delegation of authority shall be valid for a period of eighteen (18) months from the date of this general meeting and supersedes any other delegation having the same purpose.

Eleventh resolution (*Delegation of authority to the Board of Director to carry out a capital increase by issuing shares and/or securities conferring access to the Company's capital and/or to issue securities conferring the right to an allotment of debt securities, maintaining preferred subscription rights*) – The general shareholders' meeting,

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

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

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

Delegates its authority to the Board of Directors, with the right to delegate and sub-delegate its authority in accordance with statutory requirements, to decide to carry out one or more increases in the share capital, in France or abroad, in the amounts and at the times in its discretion, in euros or any other currency or monetary unit established with reference to several currencies at the choice of the Board of Directors, by issuing ordinary shares of the Company or securities conferring access by all means, immediately and/or in the future, to Company's shares or securities conferring the right to an allotment of debt securities, issued for consideration or free of charge, governed by Article L. 228-91 *et seq.* of the French Commercial Code, provided that other securities may be subscribed for a monetary payment, and in particular in cash or by a set-off against debts that are due and payable;

For all necessary purposes, specifies that issues of preferred shares are expressly excluded from this delegation of authority;

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

Resolves that the maximum nominal amount of increases in share capital made, immediately and/or in the future, under the present resolution, may not exceed €5,000,000 (or the equivalent value of such amount in the event of issue in another currency), provided that:

- the maximum nominal amount of increases in share capital made, immediately and/or in the future, under the present delegation, will count towards the overall ceiling specified in the twentieth resolution below;
- to these ceilings will be added, if necessary, the nominal value of shares to be issued to protect, in compliance with the law and, where applicable, contractual provisions applicable, the rights of holders of securities and other similar rights conferring access to the share capital,

Resolves to set at €50,000,000 (or the equivalent value of such amount in the event of issue in another currency) the maximum nominal amount of debt securities that may be issued pursuant to this delegation, provided that:

- this amount will be increased, if applicable, by any redemption premium above par;
- this amount will count towards the overall ceiling specified in the nineteenth resolution below;
- this maximum amount does not apply to debt securities the issue of which would be decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code;

If the Board of Directors uses this delegation of authority:

- resolves that the issue(s) shall be first restricted to shareholders who may subscribe by way of right in proportion to the number of shares they own at the time;
- Resolves that the Board of Directors may, in accordance with Article 225-133 of the French Commercial Code, allot equity shares not subscribed in proportion to the shares already held by the shareholders to shareholders who subscribe for a higher number of shares than that to which they are entitled to subscribe pursuant to their preferred right, in proportion to the subscription rights they hold and up to the limit of their requests;

- resolves, in accordance with Article L. 225-134 of the French Commercial Code, that if as a result of subscriptions in proportion to the shares already held by the shareholders and, if applicable, subscriptions for excess shares, the capital increase is not fully subscribed, the Board of Directors shall be entitled to use the various rights provided by law, in any order at its discretion, including offering shares to the public in France and/or abroad;

For all necessary purposes, acknowledges that this delegation of authority automatically entails, in favor of the holders of securities that confer access to the Company's capital and that may be issued pursuant to this delegation, an express waiver by the shareholders of their preferred subscription right to the shares to which the securities entitle them;

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

- set the amount of the issue(s) to be made pursuant to this delegation of authority and, in particular, to determine the issue price, dates, period and terms and conditions for the subscription, delivery and effective date of the securities, within the statutory and regulatory limits in force;
- determine, if applicable, the terms and conditions for exercising the rights attached to the shares or securities conferring access to capital to be issued, to determine the terms and conditions for exercising, if applicable, conversion, exchange and redemption rights in particular, including by delivering assets of the Company, such as securities already issued by the Company;
- collect the subscriptions and the corresponding payments, and certify the completion of the capital increases for the number of shares that will be subscribed and make the corresponding amendments to the articles of incorporation;
- in its sole discretion, set off the expenses of the capital increase(s) against the amount of the issue premium(s) associated therewith, and deduct from such amount the sums necessary to increase the legal reserve fund to one-tenth of the new amount of share capital after each capital increase;
- decide and make all adjustments intended to take into account the impact of transactions on the Company's capital, in particular changes to the par value of the share, capital increases by capitalizing reserves, allotments of free shares, stock splits or reverse stock splits, distribution of reserves or any other assets, redemptions of capital or any other transaction impacting equity, and to set the terms and conditions pursuant to which, if applicable, the rights of the holders of securities conferring access to capital will be protected; and
- in general, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, as well as to exercise the rights attached thereto;

Resolves that these transactions may be carried out at any time, including, to the extent permitted by the applicable law, during the period of a tender offer for the Company's shares;

Resolves that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this meeting and supersedes any other delegation having the same purpose.

Twelfth resolution (*Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares and/or securities conferring access to the Company's capital and/or to issue securities conferring the rights to an allotment of debt securities, cancelling preferred subscription rights, by making a public offering*) – The general shareholders' meeting,

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

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

In accordance with Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-136, L. 228-91, L. 228-92 *et seq.* of the French Commercial Code,

Delegates to the Board of Directors the authority to decide to issue, by making a public offering, on one or more occasions, in the amounts and at the times in its discretion, both in France and abroad, in euros, foreign currencies or units of account established with reference to several currencies, shares or securities conferring immediate and/or future rights to shares in the Company by any means or conferring the right to an allotment of debt securities, issued for consideration or free of charge, governed by Article L. 228-91 *et seq.* of the French Commercial Code, which may be subscribed in cash, and in particular by a setoff against debts that are due and payable, such shares will entitle the holders to the same rights as those attached to existing shares, subject to their possession date;

For all necessary purposes, specifies that issues of preferred shares are expressly excluded from this delegation of authority;

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

Resolves that the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority shall be €5,000,000, provided that this amount will automatically be applied against the maximum total nominal amount provided for in the 20th resolution of this meeting, provided that the above maximum nominal amount shall be increased by the amount of securities issued in order to protect the rights of holders of securities conferring future access to capital in the future, in accordance with the provisions of the French Commercial Code;

Resolves that the nominal amount of debt securities that may be issued immediately or in the future pursuant to this delegation of authority shall be €50,000,000 or the equivalent value in euros of such amount on the date of the decision to make the issue, provided that:

- this amount will be increased, if applicable, by any redemption premium above par;
- this amount will count towards the overall ceiling specified in the nineteenth resolution below;
- this maximum amount does not apply to debt securities the issue of which would be decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code;

Resolves to cancel shareholders' preferred subscription rights to securities that may be issued pursuant to this delegation of authority. However, the Board of Directors may grant shareholders, for all or some of the securities issued pursuant to this delegation of authority, a priority period for which it shall set the exercise terms and conditions, within the limits of the statutes and regulations in force. This subscription priority shall not create negotiable rights;

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

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

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

Resolves that the issue price of the shares and securities that may be issued pursuant to this delegation of authority shall be determined by the Board of Directors in accordance with the following provisions: the sum that the Company receives or should receive for each share issued or created by subscription, conversion, exchange, redemption, exercise of warrants or otherwise shall be at least equal to an amount determined in accordance with the regulations applicable on the issue date (as of this date, the weighted average of the share price over the last three trading days prior to the date the price is set, less a possible discount of no more than 5%, in accordance with Article R. 225-119 of the French Commercial Code), subject to the exception set out in the 16th resolution;

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

- set the amount of the issue(s) to be made pursuant to this delegation of authority and, in particular, to determine the issue price, dates, period and terms and conditions for the subscription, paying-in, delivery and effective date of the securities, within the statutory and regulatory limits in force;
- resolve, if applicable and independently of the over-subscription option that is the subject of the 17th resolution, to increase the initial number of shares offered by a maximum additional amount of 15% of the number of shares initially set in connection with a capital increase carried out on the basis of this resolution, for the purpose of meeting excess demand for a public offering, under an “Extension Clause” in accordance with market practice;
- determine the form and features of and, in particular, the terms and conditions for exercising, the rights attached to the shares or securities conferring access to capital to be issued, and to determine the terms and conditions for exercising, if applicable, conversion, exchange and redemption rights in particular, including by delivering assets of the Company, such as securities already issued by the Company;
- collect the subscriptions and the corresponding payments, and certify the completion of the capital increases for the number of shares that will be subscribed and make the corresponding amendments to the articles of incorporation;
- at its sole initiative, set off the expenses, fees and duties of the capital increase(s) against the amount of the issue premium(s) associated therewith, and deduct from such amount the sums necessary to increase the legal reserve fund to one-tenth of the new amount of share capital after each capital increase;
- decide and make all adjustments intended to take into account the impact of transactions on the Company’s capital, in particular changes to the par value of the share, capital increases by capitalizing reserves, allotments of free shares, stock splits or reverse stock splits, distribution of reserves or any other assets, redemptions of capital or any other transaction impacting equity, and to set the terms and conditions pursuant to which, if applicable, the rights of the holders of securities conferring access to capital will be protected; and
- in general, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, as well as to exercise the rights attached thereto;

Resolves that these transactions may be carried out at any time, including during the period of a tender offer or a standing market offer for the Company’s shares;

Resolves that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this meeting and supersedes any other delegation having the same purpose.

Thirteenth resolution (*Delegation of authority to the Board of Director to carry out a capital increase, within the limit of 20% of the share capital per year, by issuing shares and/or securities that confer access to the Company's capital and/or an issue of securities conferring the right to an allotment of debt securities, cancelling preferred subscription rights, by making an offering to qualified investors or a restricted group of investors, within the meaning of Article L. 411-2, paragraph II, of the French Monetary and Financial Code (private placement)*) – The general shareholders' meeting,

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

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

In accordance with Articles L. 225-129 *et seq.*, L. 225-135, L. 225-136, L. 228-91 *et seq.* of the French Commercial Code and L. 411-2 II of the French Monetary and Financial Code,

Delegates to the Board of Directors its authority to decide to issue, by making the offering referred to in Article L. 411-2 II of the French Monetary and Financial Code (i.e., an offering (i) to persons who provide portfolio management investment services on account of third parties or (ii) to qualified investors or a restricted group of investors, provided such investors act on their own account), on one or more occasions, in the amounts and at the times in its discretion, both in France and abroad, in euros, foreign currencies or units of account established with reference to several currencies, of shares and securities conferring immediate and/or future rights to shares in the Company or conferring the right to an allotment of debt securities, issued for consideration or free of charge, governed by Article L. 228-91 *et seq.* of the French Commercial Code, which may be subscribed in cash, and in particular by a set-off against debts that are due and payable;

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

Resolves that the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority shall be €5,000,000, provided that this amount will automatically be applied against the maximum total nominal amount subject to the 20th resolution of this meeting and that, in any event, the equity securities issued pursuant to this delegation of authority by making an offering within the scope of Article L. 411-2 II of the French Monetary and Financial Code shall not exceed the limits set by the applicable law on the issue date (for information purposes, as of the date of this general shareholders' meeting, issues of equity shares made by making an offering within the scope of Article L. 411-2 II of the French Monetary and Financial Code are limited to 20% of the Company's capital per year) with such limits to be determined on the date of the Board of Directors' decision to use this delegation of authority. The above maximum nominal amount shall be increased by securities issued in order to protect the rights of holders of securities and of other rights conferring future access to capital, in accordance with the provisions of the French Commercial Code;

Resolves that the nominal amount of debt securities that may be issued immediately or in the future pursuant to this delegation of authority shall be €50,000,000 or the equivalent value in euros of such amount on the date of the decision to make the issue, provided that:

- this amount will be increased, if applicable, by any redemption premium above par;
- this amount will count towards the overall ceiling specified in the nineteenth resolution below;
- this maximum amount does not apply to debt securities the issue of which would be decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code;

Resolves to cancel shareholders' preferred subscription rights for the securities that may be issued pursuant to this delegation of authority;

Acknowledges that this delegation of authority automatically entails the waiver by shareholders of their preferred subscription rights to ordinary shares of the Company to which the securities that may be issued pursuant to this delegation of authority entitle them;

Resolves that the issue price of the shares and securities that may be issued pursuant to this delegation of authority shall be set by the Board of Directors and shall be at least equal to an amount determined in accordance with the regulations applicable on the issue date (as of this date, the weighted average of the share price over the last three trading days prior to the date the price is set, less a possible discount of no more than 5%, in accordance with Article R. 225-119 of the French Commercial Code), subject to the exception set out in the 16th resolution, provided that the issue price of securities conferring access to capital will be such that the sum immediately received by the Company at the time of this issue, plus, if applicable, any sum that it may subsequently receive for each share issued as a result of the issue of such securities, is at least equal to the issue price defined above;

Resolves that, if the issue is not fully subscribed, the Board of Directors may limit such issue to the amount of the subscriptions received, provided that this amount reaches at least three-quarters of the issue originally decided;

Resolves that the Board of Directors shall have all powers to implement this delegation of authority, with the right to sub-delegate its authority under the conditions provided for by law, within the limits and subject to the conditions specified above and, in particular, to:

- set the amount of the issue(s) to be made pursuant to this delegation of authority and, in particular, to determine the issue price, dates, period and terms and conditions for the subscription, delivery and effective date of the securities, within the statutory and regulatory limits in force;
- determine, if applicable, the terms and conditions for exercising the rights attached to the shares or securities conferring access to capital to be issued, and to determine the terms and conditions for exercising, if applicable, conversion, exchange and redemption rights in particular, including by delivering assets of the Company, such as securities already issued by the Company;
- collect the subscriptions and the corresponding payments, and certify the completion of the capital increases for the number of shares that will be subscribed and make the corresponding amendments to the articles of incorporation;
- in its sole discretion, set off the expenses of the capital increase(s) against the amount of the issue premium(s) associated therewith, and deduct from such amount the sums necessary to increase the legal reserve fund to one-tenth of the new amount of share capital after each capital increase;
- decide and make all adjustments intended to take into account the impact of transactions on the Company's capital, in particular changes to the par value of the share, capital increases by capitalizing reserves, allotments of free shares, stock splits or reverse stock splits, distribution of reserves or any other assets, redemptions of capital or any other transaction impacting equity, and to set the terms and conditions pursuant to which, if applicable, the rights of the holders of securities conferring access to capital will be protected; and
- in general, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, as well as to exercise the rights attached thereto;

Resolves that these transactions may be carried out at any time, including during the period of a tender offer or a standing market offer for the Company's shares;

Resolves that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this meeting and supersedes any other delegation having the same purpose.

Fourteenth resolution (*Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares and/or securities granting access to the Company's capital and/or to issue securities conferring the rights to an allotment of debt securities, cancelling preferred subscription rights, to a specific category of persons*) – The general shareholders' meeting,

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

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

In accordance with the provisions of Articles L. 225-129 *et seq.*, L. 225-135, L. 225-138 and L. 228-91 *et seq.* of the French Commercial Code,

Delegates to the Board of Directors its authority to carry out, on one or more occasions, in the amounts and at the times in its discretion, both in France and abroad, in euros, foreign currencies or units of account established with reference to several currencies, capital increases by issuing shares (excluding preferred shares) and/or securities conferring access to the Company's capital governed by Article L. 228-91 *et seq.* of the French Commercial Code, or securities conferring the right to an allotment of debt securities, issued for consideration or free of charge, governed by Article L. 228-91 *et seq.* of the French Commercial Code. The shares or other securities may be subscribed either in cash or by a set-off against debts owed by the Company that are certain, liquid and payable, and must be paid in full at the time of subscription;

Resolves that the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall be €5,000,000, provided that this amount will automatically be applied against the maximum total nominal amount which is the subject of the 20th resolution of this meeting, provided that the above maximum nominal amount shall be increased by securities issued in order to protect the rights of holders of securities and of other rights conferring future access to capital, in accordance with the provisions of the French Commercial Code;

Resolves that the nominal amount of debt securities that may be issued immediately or in the future pursuant to this delegation of authority shall be €50,000,000 or the equivalent value in euros of such amount on the date of the decision to make the issue, provided that:

- this amount will be increased, if applicable, by any redemption premium above par;
- this amount will count towards the overall ceiling specified in the nineteenth resolution below;
- this maximum amount does not apply to debt securities the issue of which would be decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code;

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

- to French or foreign individuals or legal entities or UCITS (i) who customarily invest (a) in the pharmaceutical sector, or (b) in growth securities that are listed on a regulated market or multilateral trading facility (such as Alternext), considered as "Community SMEs" within the meaning of Annex I to European Commission Regulation (EU) No. 651/2014 of June 17, 2014, (ii) for a unit subscription amount greater than €50,000 (issue premium included) for legal entities and UCITS, and greater than €10,000 (issue premium included) for individuals; and/or
- to one or more strategic partners of the Company, located in France or abroad, who has (have) entered into or will enter into one or more partnership agreements (development, co-development, distribution, manufacturing, etc.) or commercial agreements with the Company (or a subsidiary) and/or companies they control, that control them or are controlled by the same person(s), directly or indirectly, within the meaning of Article L. 233-3 of the French Commercial Code; and/or
- to any credit institution or investment service provider with an authorization to provide the investment services set forth in paragraph 6 of Article L. 321-1 of the French Monetary and Financial Code;

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

Resolves that the issue price of the shares and securities that may be issued pursuant to this delegation of authority shall be set by the Board of Directors using a multi-criteria method, provided the share subscription price is not less than 80% of the weighted average of the share price over the twenty (20) trading days preceding the date the issue price is set, and the issue price of securities conferring access to capital is such that the sum immediately received by the Company at the time of this issue, plus, if applicable, any sum that it may subsequently receive for each share issued as a result of the issue of such securities, is not less than 80% of the weighted average of the share price over the twenty (20) trading days preceding the date the issue price is set;

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

- determine, within the category defined above, the list of beneficiaries entitled to subscribe for the securities issued and the number of securities to allot to each one, within the limits specified above;
- set the amount of the issue(s) to be made pursuant to this delegation of authority and, in particular, to determine the issue price (in accordance with the conditions above for setting the price), dates, period and terms and conditions for the subscription, delivery and effective date of the securities, within the statutory and regulatory limits in force;
- determine, if applicable, the terms and conditions for exercising the rights attached to the shares or securities conferring access to capital to be issued, and to determine the terms and conditions for exercising, if applicable, conversion, exchange and redemption rights in particular, including by delivering assets of the Company, such as securities already issued by the Company;
- collect the subscriptions and the corresponding payments, and certify the completion of the capital increases for the number of shares that will be subscribed and make the corresponding amendments to the articles of incorporation;
- in its sole discretion, set off the expenses of the capital increase(s) against the amount of the issue premium(s) associated therewith, and deduct from such amount the sums necessary to increase the legal reserve fund to one-tenth of the new amount of share capital after each capital increase;
- decide and make all adjustments intended to take into account the impact of transactions on the Company's capital, in particular changes to the par value of the share, capital increases by capitalizing reserves, allotments of free shares, stock splits or reverse stock splits, distribution of reserves or any other assets, redemptions of capital or any other transaction impacting equity, and to set the terms and conditions pursuant to which, if applicable, the rights of the holders of securities conferring access to capital will be protected; and
- in general, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, as well as to exercise the rights attached thereto.

Resolves that these transactions may be carried out at any time, including during the period of a tender offer or a standing market offer for the Company's shares;

Resolves that this delegation of authority shall be valid for a period of eighteen (18) months from the date of this meeting and supersedes any other delegation having the same purpose.

Fifteenth resolution (*Delegation of authority to the Board of Directors to issue shares and/or securities entailing a capital increase in consideration for non-cash contributions*) – The general shareholders' meeting,

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

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

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

Delegates to the Board of Directors the powers, with the right to sub-delegate its authority in accordance with the requirements prescribed by the law and the articles of incorporation, to carry out one or more capital increases by issuing in France and/or abroad, immediately and/or in the future (i) ordinary shares or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraph 3, and L. 228-94, paragraph 2, of the French Commercial Code, in consideration for non-cash contributions made to the Company, and consisting of equity securities or securities conferring access to capital, if the provisions of Article L. 225-148 of the French Commercial Code are not applicable. The above maximum nominal amount shall be increased by securities issued in order to protect the rights of holders of securities conferring future access to capital, in accordance with the provisions of the French Commercial Code;

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

For all necessary purposes, specifies that issues of preferred shares are expressly excluded from this delegation of authority;

Resolves that the maximum nominal amount of capital increases carried out pursuant to this delegation of authority shall not exceed €1,000,000 nor, in any event, 10% of the Company's capital (as existing on the date of the transaction). If applicable, this amount shall be increased by the number of additional shares to be issued to protect, in accordance with the statutes, regulations or contractual provisions, the rights of holders of securities and other rights conferring access to capital;

Resolves that the nominal amount of capital increases decided by this resolution shall be applied against the total nominal amount specified in the 20th resolution of this meeting;

Resolves that the nominal amount of debt securities that may be issued pursuant to this delegation of authority shall not exceed €50,000,000 (or the equivalent value of this amount in the event of an issue in another currency);

Resolves that the nominal amount of any issue of debt securities decided by this resolution shall be applied against the maximum total nominal amount specified in the 20th resolution of this meeting;

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

- decide the capital increase(s) in consideration for contributions and determine the shares and/or securities to be issued;
- determine the list of securities contributed and decide on the value of the contributions;
- set the terms and conditions of the issue of shares and/or securities in consideration for contributions and, if applicable the amount of any adjustment balance to be paid, approve the granting of special benefits, and reduce, if the contributors agree, the value of the contributions or the consideration for the special benefits;
- determine the features of the shares and/or securities in consideration of contributions, decide and make all adjustments intended to take into account the impact of transactions on the Company's capital or shareholders' equity and set any other terms and conditions that make it possible to ensure that, and set the terms and conditions pursuant to which, if applicable, the rights of holders

of securities conferring access to capital or the beneficiaries of share subscription or purchase options or of allotments of free shares will be protected;

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

Resolves that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this meeting and supersedes any other delegation having the same purpose.

Sixteenth resolution (*Authorization to be granted to the Board of Directors pursuant to the provisions of Article L. 225-136 1°, paragraph 2, and R. 225-119 of the French Commercial Code to set the issue price of securities that may be issued cancelling preferred subscription rights under the delegations of authority that are the subject of the 12th and 13th resolutions*) – The general shareholders' meeting,

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

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

In accordance with Article L. 225-136 1°, paragraph 2 of the French Commercial Code,

Authorizes the Board of Directors to set the issue price of the securities issued pursuant to the delegations of authority that are the subject of the 12th and 13th resolutions, and up to the limit of 10% of the share capital per year as determined on the date of the Board of Directors' decision, as adjusted based on transactions that may subsequently affect this resolution, at the price it shall determine based on a multi-criteria method, provided the subscription price for the shares is not less than 85% of the weighted average of the share price over the five (5) trading days preceding the date on which the issue price is set, and that the issue price of securities conferring access to capital is such that the sum received immediately by the Company at the time of such issue, plus, if applicable, any sum it may subsequently receive for each share issued as a result of issuing such securities, is not less than 85% of the weighted average of the share price over the five (5) trading days preceding the date on which the issue price is set;

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

Resolves that this authorization shall be valid for a period of twenty-six (26) months from the date of this meeting and supersedes, if necessary for the unused portion, any other delegation having the same purpose.

Seventeenth resolution (*Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferred subscription rights*) – The general shareholders' meeting,

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

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

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

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

original issue and at the same price as that set for the original issue), in particular in order to grant an over-subscription option in accordance with market practice;

Resolves that the nominal amount of capital increases decided by this resolution shall be applied against the maximum total nominal amount specified in the 20th resolution of this meeting;

Resolves that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this meeting and supersedes, if necessary for the unused portion, any other delegation having the same purpose.

Eighteenth resolution (*Delegation of authority to the Board of Directors to increase the share capital by capitalizing premiums, reserves, profits or other items*) – The general shareholders' meeting,

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

After having reviewed the Board of Directors' report,

In accordance with Article L. 225-130 of the French Commercial Code,

Delegates to the Board of Directors its authority to decide to increase, on one or more occasions, the share capital in the amounts and at the times in its discretion, by capitalizing premiums, reserves, profits or other items whose capitalization is authorized by the law and the articles of incorporation, by allotting new free shares or raising the par value of existing shares or by a combination of these two methods;

Resolves that the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall be €3,000,000. The total maximum nominal amount of capital increases that may be carried out pursuant to this delegation of authority shall automatically be applied against this maximum total nominal amount, provided that the above maximum nominal amount shall be increased by securities issued in order to protect the rights of holders of securities and other similar rights conferring future access to capital, in accordance with the provisions of the French Commercial Code;

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

- determine the issue dates and terms and conditions;
- set the amount and nature of the sums to be capitalized, set the number of new shares to be issued and/or the amount by which the par value of existing shares comprising the share capital will be increased;
- set the date, including retroactively, as of which the new shares will carry dividend rights or the date on which the increased par value will take effect;
- resolve, in the event of distributions of free shares, (i) that fractional rights will not be negotiable or transferable and that the corresponding shares will be sold, and that the proceeds of the sale will be allocated to the rights-holders in accordance with the requirements prescribed by the law and the regulations, (ii) to make all adjustments intended to take into account the impact of transactions on the Company's capital or shareholders' equity, and set the terms and conditions pursuant to which, if applicable, the rights of holders of securities and other rights conferring access to capital or of beneficiaries of share subscription or purchase options or of allotments of free shares will be protected;
- certify the completion of the capital increases and make the corresponding amendments to the articles of incorporation; and
- in general, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, as well as to exercise the rights attached thereto.

Resolves that these transactions may be carried out at any time, including during the period of a tender offer or a standing market offer for the Company's shares;

Resolves that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this meeting and supersedes any other delegation having the same purpose.

Nineteenth resolution (*Delegation of authority to the Board of Directors to issue shares and securities entailing a capital increase in the event of a public exchange offer initiated by the Company*) – The general shareholders' meeting,

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

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

In accordance with the provisions of Article L. 225-129 *et seq.*, L. 225-148 and L. 228-91 *et seq.* of the French Commercial Code,

Delegates to the Board of Directors its authority to carry out capital increases, on one or more occasions, by issuing shares and/or securities conferring access by any means, immediately and/or in the future, to the Company's capital, in consideration for securities tendered pursuant to a public exchange offer initiated by the Company in France or abroad, in accordance with local rules, for securities of another company admitted to trading on any of the regulated markets referred to in Article L. 225-148 of the French Commercial Code;

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

For all necessary purposes, specifies that issues of preferred shares are expressly excluded from this delegation of authority;

Resolves that the maximum nominal amount of capital increases carried out pursuant to this delegation of authority shall not exceed €3,000,000. If applicable, this amount shall be increased by the number of additional shares to be issued to protect, in accordance with the statutes, regulations or contractual provisions, the rights of holders of securities and other rights conferring access to capital;

Resolves that the nominal amount of capital increases decided by this resolution shall be applied against the maximum total nominal amount specified in the 20th resolution of this meeting;

Resolves that the nominal amount of debt securities that may be issued immediately or in the future pursuant to this delegation of authority is set at €50,000,000 or the equivalent value in euros of such amount on the date of the decision to make the issue, provided that:

- the nominal amount of the debt securities that may be issued immediately or in the future pursuant to this delegation of authority shall be automatically applied against this maximum total nominal amount;
- this maximum amount shall be increased, if applicable, by any redemption premium above par; and
- this maximum amount shall not apply to debt securities that the Board of Directors decides or authorizes in accordance with Article L. 228-40 of the French Commercial Code;

Acknowledges that this delegation of authority automatically entails the waiver by shareholders of their preferred subscription rights to ordinary shares of the Company to which the securities that may be issued pursuant to this delegation of authority entitle them;

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

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

Resolves that this authorization shall be valid for a period of twenty-six (26) months from the date of this meeting and supersedes, if necessary for the unused portion, any other delegation having the same purpose.

Twentieth résolution (*Setting of the overall amount of the delegations granted*) – The general shareholders’ meeting,

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

After having reviewed the Board of Directors’ report,

Resolves that:

- the maximum nominal amount of capital increases that may be carried out pursuant to the delegations of authority granted by the above 11th to 15th and 18th to 19th resolutions shall be €5,000,000, provided that the additional amount of shares to be issued, in compliance with the law and, where applicable, contractual provisions applicable, to protect the rights of holders of securities and other similar rights conferring access to the share capital will be added to this maximum amount;
- the maximum nominal amount of debt securities that may be issued pursuant to the delegations of authority granted by the above 11th to 15th and 18th to 19th resolutions shall be €50,000,000.

Twenty-first resolution (Authorization to the Board of Directors to grant share subscription and/or purchase options (“Options”), cancelling shareholders’ preferred subscription rights in favor of a category of persons) – The general shareholders’ meeting,

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

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

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

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

- the authorization covers a maximum of 1,000,000 Options, each of which confers the right to subscribe for and/or purchase one share, provided that (i) the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall be €1,000,000, and the above maximum nominal amount shall be increased by securities issued in order to protect the rights of holders of securities conferring future access to capital, in accordance with the provisions of the French Commercial Code; (ii) the maximum number of Options that may be issued by the Board of Directors will be automatically reduced with regard to the number of securities issued by implementation of authorization and delegations that are the subject of the 22nd, 23rd and 24th resolutions below; the maximum amount of this authorization shall be reduced proportionately to the number of Warrants, Free Shares and redeemable share warrants (BSAAR) issued so that the cumulative number of Options, Warrants, Free Shares and BSAAR issued will entitle the holders to subscribe a maximum of 1,000,000 shares not exceeding 10% of capital on a fully diluted basis and (iii) the total number of shares that may be subscribed by exercising Options granted and not yet exercised shall never exceed one-third of the share capital;
- the subscription or purchase price of shares resulting from exercising the Options shall be determined by the Board of Directors on the date that the Options are granted, as follows:
 - o in the case of options to subscribe for new shares, the price shall not be less than 80% of the average of the share prices quoted over the twenty (20) trading days preceding the date on which the Option is granted;
 - o in the case of options to purchase existing shares, the price shall not be less than 80% of the average of the share prices quoted over the twenty (20) trading days preceding the date on which the Option is granted, nor of the average purchase price of shares held by the Company in accordance with Articles L. 225-208 and L. 225-209 of the French Commercial Code;
- the deadline to exercise these Options will be ten years from the date they are granted by the Board of Directors. However, provided that this deadline may be shortened by the Board of Directors for beneficiaries residing in specific countries wherever such a measure is required to comply with local statutes;
- in accordance with the law, no Options may be granted to employees or corporate officers who, on the date of the Board of Directors’ decision, hold a share of the capital greater than 10%;

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

- draw up the list of the beneficiaries and the number of Options to be granted to each one,

- set the terms and conditions applicable to the Options and draw up the plan regulations, including *inter alia* all requirements concerning performance and/or continued employment with the Company or any of its subsidiaries, (ii) the schedule(s) for exercising the Options, it being agreed that the Board of Directors may move up the dates or periods for exercising the Options, maintain the exercisable nature of the options or change the dates or periods during which the shares obtained by exercising the Options are non-transferable and/or may not be converted to bearer shares, and (iii) if applicable, provisions prohibiting the resale of all or some of the securities;
- decide the terms and conditions pursuant to which the price and the number of shares may be adjusted to take into account the financial transactions referred to in Article L. 225-181 of the French Commercial Code;
- if applicable, limit, suspend, restrict or prohibit the exercise of Options or the sale or conversion into bearer shares of shares obtained by exercising Options during certain periods or as of certain events, which decision may apply to all or some of the shares;
- certify the completion of capital increases in the amount of the shares that will be actually subscribed by exercising subscription Options, amend the articles of incorporation accordingly, and carry out the formalities in consequence thereof;
- in its sole discretion, if it deems appropriate, set off the expenses of the capital increases against the amount of premiums associated therewith, and deduct from such amount the sums necessary to increase the legal reserve fund to one-tenth of the new amount of share capital after each capital increase;
- in general, take all measures and carry out all formalities required for listing the new shares thus issued;

Resolves that this authorization will be valid for thirty-eight (38) months from the date of this meeting and supersedes any other delegation having the same purpose;

Acknowledges that this authorization includes an express waiver by the shareholders, in favor of the beneficiaries of the Options, of their preferred right to subscribe for the shares that will be issued as said Options are exercised;

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

Twenty-second resolution (Delegation of authority to the Board of Directors to issue and allot ordinary share warrants (“Warrants”), cancelling shareholders’ preferred subscription rights in favor of a category of persons) - The general shareholders’ meeting,

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

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

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

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

Resolves that the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall be (i) €1,000,000 and (ii) the maximum number of Warrants that may be issued under the terms of this delegation by the Board of Directors will be automatically reduced with regard to the number of securities issued by implementation of the delegations that are the subject of the 21st, 23rd and 24th resolutions; the maximum amount of this delegation shall be reduced proportionately to the number of Options, Free Shares and BSAAR issued by implementation of the authorization and delegations granted by the previous resolution and the following resolutions, so that the cumulative number of Warrants, Options, Free Shares and BSAAR issued will entitle the holders to subscribe a maximum of 1,000,000 shares not exceeding 10% of capital on a fully diluted basis. The above maximum nominal amount shall be increased by securities issued in order to protect the rights of holders of securities conferring future access to capital, in accordance with the provisions of the French Commercial Code;

Resolves that each Warrant shall confer the right to subscribe for one (1) new ordinary share at a price determined by the Board of Directors when they are issued, in accordance with the provisions concerning setting the exercise price of the Options as set out in the 20th resolution;

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

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

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

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

Resolves that this delegation of authority shall be valid for a period of eighteen (18) months from the date of this meeting and supersedes any other delegation having the same purpose.

Twenty-third resolution (*Authorization to the Board of Directors to allot free shares, whether existing or to be issued (“Free Shares”), cancelling shareholders’ preferred subscription rights in favor of a specific category of persons*) – The general shareholders’ meeting,

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

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

In accordance with Article 225-197-1 *et seq.* of the French Commercial Code,

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

Resolves that the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this authorization shall be (i) €1,000,000 and (ii) the maximum number of Free Shares that may be granted under the terms of this authorization will be automatically reduced with regard to the number of securities issued by implementation of the delegations and authorizations that are the subject of the 21st, 22nd and 24th resolutions and, in any case, shall not exceed 10% of the number of shares comprising the share capital on the date the Board of Directors decides to implement this authorization; the maximum amount of this delegation shall be reduced proportionately to the number of Options, Warrants and BSAAR issued by implementation of the previous resolutions and the following resolution, so that the cumulative number of Options, Warrants, Free Shares and BSAAR issued will entitle the holders to subscribe a maximum of 1,000,000 shares not exceeding 10% of capital on a fully diluted basis. The above maximum nominal amount shall be increased by securities issued in order to protect the rights of holders of securities conferring future access to capital, in accordance with the provisions of the French Commercial Code;

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

Specifies that as long as the shares of the Company are admitted for trading on a regulated market, the Board shall, in order to be able to grant free shares to the corporate officers who meet the conditions set by Article L.224-197-1, II of the French Commercial Code, be required to comply with the provisions of Article L. 225-197-6 of the French Commercial Code;

Resolves that the allotment of shares to their beneficiaries shall become final:

- either after a minimum vesting period of one year, it being understood that the beneficiaries must then hold shares during a minimum lock-up period of one year starting on the date upon which their allocation becomes final,
- or with respect to all or part of the allocated shares, upon expiration of a minimum vesting period of two years and, in this case, without being subject to a minimum lock-up period,
- it being understood that the Board of Directors will have the ability to choose one of these two options and to alternate them or use them concurrently with one another, and have the ability, in either case, to extend the vesting period as well as, in the first case, extend the lock-up period and, in the second case, to set a lock-up period;

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

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

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

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

Resolves that this authorization shall be valid for a period of thirty-eight (38) months from the date of this meeting and supersedes any other delegation having the same purpose.

Twenty-fourth resolution (*Delegation of authority to the Board of Directors to issue redeemable equity warrants ("BSAAR") for the benefit of employees and executive officers of the Company and its subsidiaries, cancelling shareholders' preferred subscription rights*) – The general shareholders' meeting,

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

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

In accordance with Articles L. 225-129 to L. 225-129-6, L. 225-138 and L. 228-91 *et seq.* of the French Commercial Code,

Delegates to the Board of Directors its authority, with the right to sub-delegate, to decide to issue, on one or more occasions, in the amounts and at the times in its discretion, warrants to subscribe to and/or acquire redeemable shares ("**BSAAR**");

Resolves that the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall be (i) €1,000,000 and (ii) the maximum number of BSAAR that may be granted under the terms of this delegation by the Board will be automatically reduced with regard to the number of securities issued by implementation of the authorizations and delegations that are the subject of the 21st, 22nd and 23rd resolutions; the maximum amount of this delegation shall be reduced proportionately to the number of Options, Warrants and Free Shares issued by implementation of the previous resolutions, so that the cumulative number of Options, Warrants, Free Shares and BSAAR issued will entitle the holders to subscribe a maximum of 1,000,000 shares not exceeding 10% of capital on a fully diluted basis. The above maximum nominal amount shall be increased by securities issued in order to protect the rights of holders of securities conferring future access to capital, in accordance with the provisions of the French Commercial Code;

Resolves to cancel the shareholders' preferred subscription right to the BSAAR which are the subject of this resolution and to reserve the right to subscribe to employees and executive officers of the Company and its French and foreign subsidiaries or consultants of the Company that can prove a contractual relationship with the Company on the date of the use of this delegation of authority by the Board of Directors; the Board of Directors will draw up the list of persons authorized to subscribe for the BSAAR, as well as the maximum number of BSAAR which may be subscribed by each such person;

Resolves that the Board of Directors:

- shall determine all characteristics of the BSAAR, namely the subscription price which shall be determined by the opinion of an independent expert, based on the parameters influencing its value (i.e. mainly strike price, lock-up period, exercise period, trigger point and repayment period, interest rate, dividend distribution policy, price and volatility of the share of the Company), performance conditions, as well as the terms of issuance and the terms and conditions of the issuance agreement;
- shall determine (i) the subscription or acquisition price for the shares upon exercise of the BSAAR, provided that one BSAAR will give right to subscribe to (or to acquire) one share of the Company at a price equal to the minimum subscription price of the last capital increase carried out by the Company, reduced by a discount of at most 10% and (ii) performance conditions;

Notes that this delegation entails, by right, to the benefit of the holders of BSAAR issued pursuant to this resolution, waiver by the shareholders of their preferred subscription right to the shares to which the BSAAR entitle them;

Hereby grants all powers to the Board of Directors, with the right to sub-delegate its authority in accordance with the legal and regulatory requirements, to take all measures, enter into all agreements and carry out all formalities permitting the issuance of the BSAAR, to certify the completion of the capital increase resulting from such issuance, make the corresponding amendments to the articles of incorporation, and to modify, as it deems appropriate (and subject to the agreement of the holders of the BSAAR) the issuance agreement of the BSAAR;

Acknowledges that, in the event that the Board of Directors uses the delegation of authority which is authorized by this resolution, the Board of Directors will report to the next ordinary general shareholders' meeting, in compliance with applicable law and regulation of the use of the authorizations granted under this resolution;

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

Twenty-fifth resolution (*Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares or securities giving access to capital restricted to members of a company savings plan, cancelling preferred subscription rights in favor thereof*) – The general shareholders' meeting,

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

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

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

Delegates to the Board of Directors its authority, with the right to sub-delegate its authority to the Chief Executive Officer, to decide to increase share capital, on one or more occasions, at the time and in the manner in its discretion, by a maximum amount of €107,885 by issuing ordinary shares or financial securities conferring access to the Company's capital restricted to members of a company savings plan (or any other plan for whose members Article L. 3332-1 *et seq.* of the French Labor Code, or any similar law or regulation, permit the restriction of a capital increase under equivalent conditions) established or to be established within the Company. The maximum nominal amount above shall be increased by securities issued to protect the rights of holders of securities conferring access to capital in accordance with the provisions of the French Commercial Code;

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

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

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

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

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

Resolves to confer all powers on the Board of Directors to implement this delegation of authority and, in particular, to:

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

Resolves that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this meeting and supersedes any other delegation having the same purpose.

Twenty sixth resolution (Powers to carry out formalities) –The general shareholders' meeting,

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