

CELLNOVO GROUP

A French joint stock company (*société anonyme*)
with a share capital of €12,070,587
Registered office: 13 rue de Londres
75009 Paris
Paris Trade and Companies Registry No. 808 426 662

**TEXT OF THE RESOLUTIONS SUBMITTED
TO THE ANNUAL ORDINARY AND EXTRAORDINARY GENERAL
SHAREHOLDERS' MEETING
ON 22 JUNE 2017**

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 31 December 2016 (1st resolution)
- Allocation of the loss for the financial year ended 31 December 2016 (2nd resolution)
- Approval of the consolidated financial statements for the financial year ended 31 December 2016 (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 Mr. Rémi Soula as Director (5th resolution)
- Setting of attendance fees (6th resolution)
- Approval of the principles and criteria for determination, allocation and distribution of the fixed, variable and exceptional elements of the total compensation and the benefits of all kinds that may be granted to the Chairman of the Board of Directors (7th resolution)
- Approval of the principles and criteria for determination, allocation and distribution of the fixed, variable and exceptional elements of the total compensation and the benefits of all kinds that may be granted to the Chief Executive Officer (8th resolution)
- Authorisation to be granted to the Board of Directors with a view to the purchase by the Company of its own shares (9th resolution)

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

- Authorisation to be granted 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, equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities and/or securities conferring access to equity securities, maintaining preferred subscription rights (11th resolution)

- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares, equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities and/or securities conferring access to equity securities, cancelling preferred subscription rights, by making a public offering (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, equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities and/or securities conferring access to equity securities, cancelling preferred subscription rights, by making an offer to qualified investors or a restricted group of investors, within the meaning of Article L. 411-2, 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, equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities and/or securities conferring access to equity securities, cancelling preferred subscription rights in favour of a specific category of persons (14th resolution)
- Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares, equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities and/or securities conferring access to equity securities, cancelling preferred subscription rights in favour of a specific category of persons via an equity line (15th resolution)
- Delegation of authority granted to the Board of Directors to issue shares and/or securities leading to a capital increase in consideration of non-cash contributions (16th resolution)
- Authorisation to be granted in accordance with Articles L. 225-136 (1), paragraph 2, and R. 225-119 of the French Commercial Code to set the issue price of the shares, equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities and/or securities conferring access to equity securities, cancelling preferred subscription rights, under the delegations of authority that are the subject of the 12th and 13th resolutions (17th 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 (18th resolution)
- Delegation of authority to the Board of Directors to increase capital by capitalising premiums, reserves, profits or other items (19th resolution)
- Delegation of authority granted 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 (20th resolution)
- Setting of the overall limits on the amount of the issues carried out pursuant to the delegations of authority granted (21st resolution)
- Authorisation to the Board of Directors to grant share subscription and/or purchase options (“**Options**”), cancelling shareholders’ preferred subscription rights in favour of a specific category of persons (22nd resolution)
- Delegation of authority to the Board of Directors to issue and allot ordinary share warrants (“**Warrants**”), cancelling preferred subscription rights in favour of a specific category of persons (23rd resolution)
- Authorisation to the Board of Directors to issue free shares, whether existing or to be issued (“**Free Shares**”), cancelling shareholders’ preferred subscription rights in favour of a specific category of persons (24th 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 (25th resolution)

- Delegation of authority to the Board of Directors to issue share warrants, cancelling shareholders' preferred subscription rights in favour of a specific person (26th 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 favour thereof (27th resolution)
- Powers for formalities (28th resolution)

Resolutions submitted to the ordinary general shareholders' meeting

FIRST RESOLUTION

APPROVAL OF THE COMPANY'S FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

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 2016, as presented to it, as well as the transactions set forth in these financial statements and summarised 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,

Gives discharge to the Board of Directors and the Chief Executive Officer for their management for the year ended 31 December 2016.

SECOND RESOLUTION

ALLOCATION OF THE LOSS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

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 €3,693,992 decides to allocate this amount in the following manner:

- Loss for the year €(3,693,992)

In full to the "Retained earnings" account;

Notes that no dividend distribution has been carried out in respect of the three previous financial years.

THIRD RESOLUTION

APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

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 31 December 2016, as well as the transactions set forth in these financial statements and summarised in these reports and reflecting a loss of €14,548,660.

FOURTH RESOLUTION

APPROVAL OF THE AGREEMENTS LISTED IN ARTICLES L. 225-38 *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 deciding on the basis of this report,

Approves the terms of this report and the agreements described therein.

FIFTH RESOLUTION

RATIFICATION OF THE TEMPORARY APPOINTMENT OF MR. RÉMI SOULA 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 8 September 2016, appointed Mr. Rémi Soula temporarily as Director to replace NBGI Private Equity, which was resigning, for the remainder of NBGI Private Equity's term of office,

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

SIXTH 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 authorised amount of attendance fees allocated to the Directors for financial year 2017 as well as for each subsequent financial year, until a new decision is made by the ordinary general shareholders' meeting.

SEVENTH RESOLUTION

APPROVAL OF THE PRINCIPLES AND CRITERIA FOR DETERMINATION, ALLOCATION AND DISTRIBUTION OF THE FIXED, VARIABLE AND EXCEPTIONAL ELEMENTS OF THE TOTAL COMPENSATION AND THE BENEFITS OF ALL KINDS THAT MAY BE GRANTED TO THE CHAIRMAN OF THE BOARD OF DIRECTORS

The general shareholders' meeting,

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

After having reviewed the report drawn up pursuant to the provisions of Article L. 225-37-2 of the French Commercial Code attached to the Board of Directors' report,

Approves the principles and criteria for determination, allocation and distribution of the fixed, variable and exceptional elements of the total compensation and benefits of all kinds that may be granted, in respect of his term of office, to the current Chairman of the Board of Directors, Mr. John Brooks, for the 2017 financial year, or to any Chairman of the Board of Directors who may be appointed during the course of the financial year, as presented in the report prepared pursuant to paragraph 2 of Article L. 225-37-2 of the French Commercial Code.

EIGHTH RESOLUTION

APPROVAL OF THE PRINCIPLES AND CRITERIA FOR DETERMINATION, ALLOCATION AND DISTRIBUTION OF THE FIXED, VARIABLE AND EXCEPTIONAL ELEMENTS OF THE TOTAL COMPENSATION AND THE BENEFITS OF ALL KINDS THAT MAY BE GRANTED TO THE CHIEF EXECUTIVE OFFICER

The general shareholders' meeting,

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

After having reviewed the report drawn up pursuant to the provisions of Article L. 225-37-2 of the French Commercial Code attached to the Board of Directors' report,

Approves the principles and criteria for determination, allocation and distribution of the fixed, variable and exceptional elements of the total compensation and benefits of all kinds that may be granted, in respect of her term of office, to the current Chief Executive Officer, Ms. Sophie Baratte, for the 2017 financial year, or to any Chief Executive Officer or Deputy Chief Executive Officer who may be appointed during the course of the financial year, as presented in the report prepared pursuant to paragraph 2 of Article L. 225-37-2 of the French Commercial Code.

NINTH RESOLUTION

AUTHORISATION TO BE GRANTED TO THE BOARD OF DIRECTORS WITH REGARD TO THE PURCHASE BY THE COMPANY OF ITS OWN 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 Articles L. 225-209 *et seq.* of the French Commercial Code,

Authorises the Board of Directors, with the right to sub-delegate its authority to the Chief Executive Officer, to acquire 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, it being specified that for the calculation of the 10% limit, when the shares are purchased within the scope of a liquidity agreement, 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, lead to an increase in 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 compatible with the legal provisions and regulations in force and at the times when the Board of Directors deems appropriate, and that any shares acquired may be sold or transferred by any means in accordance with the legal provisions in force;

Resolves that the maximum purchase price per share (excluding fees and commissions) shall not exceed €20, subject to adjustments to take into account the impact of new transactions in the capital of the Company, in particular changes to the par value of the share, increases in share capital by capitalisation of reserves, issues of free shares, share splits or reverse share splits, distributions of reserves or of any other assets, redemptions of capital, or any other transaction affecting shareholders' equity, subject to a total maximum amount that could be paid by the Company under this authorisation equal to €10,000,000;

Resolves that this authorisation to trade in the Company's shares is granted in order 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 recognised by the French Financial Market Authorities (AMF);
- meet the obligations relating to stock option programs, issues of free shares, employee savings or other allotments of shares to employees and senior management executives 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 capital; and/or
- cancel some or all of the shares thereby repurchased, subject to adoption by the extraordinary general shareholders' meeting in the 10th resolution set out below and under the terms indicated therein; and/or
- carry out any transaction in accordance with the regulations in force; and/or
- more generally, trade for any purpose that may subsequently be authorised by law or any market practice that may subsequently be accepted by the market authorities, it being specified that, in such a case, the company would inform its shareholders via 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 authorisation, with the right to sub-delegate its authority under the conditions provided for by law, in particular, to decide whether it is appropriate to launch a share repurchase program and set the terms and conditions thereof, to place all stock market orders, sign all sale or transfer agreements, enter into all agreements, all liquidity agreements, all option contracts, make all declarations to the AMF and any other organisation or body, and perform all necessary formalities, and in particular assign or reassign the shares purchased to the various formalities and, in general, take all necessary actions;

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

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

Resolutions submitted to the extraordinary general shareholders' meeting

TENTH RESOLUTION

*AUTHORISATION TO BE GRANTED 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,

Subject to adoption of the 9th resolution above,

Authorises the Board of Directors, in accordance with Article L. 225-209 of the French Commercial Code, to cancel, on one or more occasions, up to a maximum limit of 10% of the amount of the share capital, per twenty-four (24) month period, some or all of the shares acquired by the company and to reduce the share capital accordingly, it being specified that this limit applies to an amount of share capital that will be adjusted, where applicable, to take into account transactions that may affect it after the date of this general meeting;

Resolves that any amount by which the purchase price of the shares exceeds their par value will be allocated to the additional paid-in capital (share premium) accounts or to any available reserve account, including the legal reserve fund, on condition that the legal reserve fund does not fall below 10% of the company's share capital after completion of the reduction in capital;

Grants full powers to the Board of Directors in order to reduce the share capital by cancelling shares, to set the final amount of the reduction in capital, to provide for the terms and conditions and certify the completion thereof, to allocate the difference between the book value of the cancelled shares and their nominal amount to any available reserve and share premium accounts and, more generally, to carry out all acts or formalities and make all declarations with a view to making the reductions in capital that could be carried out pursuant to this authorisation final and binding and in order to amend the company's articles of association accordingly;

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

ELEVENTH RESOLUTION

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

The general shareholders' meeting,

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

After having reviewed (i) the Board of Directors' report and (ii) the statutory 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 sub-delegate its authority in accordance with statutory and regulatory requirements, to decide to carry out a capital increase, on one or more occasions, in France or abroad, in the amounts and at the times it considers appropriate, in euros, foreign currencies or units of account established with reference to several currencies, by issuing

shares of the company, or equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities and/or securities (including, in particular, any debt securities) conferring access to equity securities of the Company, the amount of which may be paid up in cash, including by a setoff against receivables;

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

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

Resolves that the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority shall be €5,000,000 (or the equivalent value of that amount in the event of an issue in another currency), it being specified that:

- the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority shall be applied against the overall limit provided for in the 21st resolution below;
- the nominal value of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of the holders of securities and other rights conferring access to capital will be added to such overall limits, where applicable;

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

- this amount shall be applied against the overall limit provided for in the 21st resolution;
- this amount shall be increased, if applicable, by any redemption premium above par; and
- this overall limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code that the Board of Directors decides to issue or of which it authorises the issue, in accordance with Article L. 228-40 of the French Commercial Code or, in the other cases, under the conditions that the company may determine in accordance with the provisions of Article L. 226-36-A of the French Commercial Code;

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

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

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

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

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

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

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

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

TWELFTH RESOLUTION

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

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. 225-135-1, L. 225-136, L. 225-148, L. 228-91 *et seq.* of the French Commercial Code,

Delegates to the Board of Directors its authority to decide to issue, by making a public offering, on one or more occasions, in the amounts and at the times it considers appropriate, both in France and abroad,

in euros, foreign currencies or units of account established with reference to several currencies, shares of the company, or equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities, and/or securities (including, in particular, all debt securities) conferring access to equity securities of the Company, which shall be paid up in cash, including by a setoff against receivables;

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

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

Resolves that the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority shall be €5,000,000 (or the equivalent value of that amount in the event of an issue in another currency), it being specified that:

- the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority shall be applied against the overall limit provided for in the 21st resolution;
- the nominal amount of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of holders of securities conferring access to capital in the future will be added to such overall limits, where applicable;

Resolves that the maximum nominal amount of debt securities that may be issued immediately or in the future pursuant to this delegation of authority is set at €50,000,000 (or the equivalent value of that amount in the event of an issue in another currency), it being specified that:

- this amount shall be applied against the overall limit provided for in the 21st resolution;
- this amount shall be increased, if applicable, by any redemption premium above par; and
- this overall limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, that the Board of Directors decides to issue or of which it authorises the issue, in accordance with Article L. 228-40 of the French Commercial Code or, in the other cases, under the conditions that the company may determine in accordance with the provisions of Article L. 226-36-A of the French Commercial Code;

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

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

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

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

Resolves that the issue price of the securities that may be issued pursuant to this delegation of authority shall be determined by the Board of Directors in accordance with the following terms and conditions: the sum that the Company receives or should receive for each share issued or created by subscription, conversion, exchange, redemption, exercise of warrants or otherwise shall be at least equal to an amount determined in accordance with the regulations applicable on the issue date (as of this date, the weighted average of the share prices 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 17th resolution;

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

- set the amount of the issue(s) to be made pursuant to this delegation of authority and, in particular, determine the issue price, dates, period and terms and conditions for the subscription, paying up, delivery and effective date of the securities, within the statutory or regulatory limits in force;
- resolve, if applicable and independently of the over-subscription option that is the subject of the 18th resolution, to increase the number of new shares 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 expressed in a public offering, under an “Extension Clause” in accordance with market practice;
- determine, if applicable, the terms and conditions for exercising the rights attached to the shares or securities conferring access to capital to be issued and set the terms and conditions for exercising, if applicable, conversion, exchange and redemption rights in particular, including by delivering assets of the company, such as securities already issued by the company;
- collect the subscriptions and the corresponding payments, and certify the completion of the capital increases for the number of shares that will be subscribed and make the corresponding amendment to the articles of association;
- in its sole discretion, set off the expenses of the capital increase(s) against the amount of the issue premium(s) associated therewith, and deduct from such amount the sums necessary to increase the legal reserve fund to one-tenth of the new amount of share capital after each capital increase;
- enter into any agreement, in particular with a view to successful completion of any issue, to make the above-mentioned issues, on one or more occasions, in the amounts and at the times it considers appropriate, in France and/or, where applicable, abroad;
- decide and make all adjustments to take into account the impact of transactions on the company’s capital, in particular changes to the par value of the share, capital increases by capitalising reserves, issues of free shares, share splits or reverse share splits, distributions of reserves or any other assets, redemptions of capital or any other transaction impacting equity, and set the terms and conditions pursuant to which, if applicable, the rights of the holders of securities conferring access to capital will be protected; and
- in general, take all measures and carry out all formalities appropriate for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, as well as the exercise of the rights attached thereto;

Resolves that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this general meeting and supersedes, to the extent of the unused portion where applicable, any previous delegation of authority for the same purpose.

THIRTEENTH RESOLUTION

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO CARRY OUT A CAPITAL INCREASE, WITHIN THE LIMIT OF 20% OF THE SHARE CAPITAL PER YEAR, BY ISSUING SHARES, EQUITY SECURITIES CONFERRING ACCESS TO OTHER EQUITY SECURITIES OR CONFERRING THE RIGHT TO AN ALLOTMENT OF DEBT SECURITIES AND/OR SECURITIES CONFERRING ACCESS TO EQUITY SECURITIES, CANCELLING PREFERRED SUBSCRIPTION RIGHTS, BY MAKING AN OFFER TO QUALIFIED INVESTORS OR A RESTRICTED GROUP OF INVESTORS, WITHIN THE MEANING OF ARTICLE L. 411-2, PARAGRAPH II OF THE FRENCH MONETARY AND FINANCIAL CODE (*CODE MONÉTAIRE ET FINANCIER*) (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 an offer referred to in Article L. 411-2 II of the French Monetary and Financial Code (*i.e.*, an offer (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 it considers appropriate, both in France and abroad, in euros, foreign currencies or units of account established with reference to several currencies, shares of the Company or equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities, and/or securities (including, in particular, any debt securities) conferring access to equity securities of the Company, the amount of which may be paid up in cash, including by a setoff against receivables;

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

Resolves that the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority is set at €5,000,000, it being specified that this amount will be applied against the total overall limit provided for in the 21st resolution, and that, in any event, the equity securities issued pursuant to this delegation of authority by making an offer within the scope of Article L. 411-2 II of the French Monetary and Financial Code may not exceed the limits set by the applicable regulations on the issue date (for information purposes, as of the date of this general shareholders' meeting, issues of equity shares made by making an offer 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 limit to be determined on the date of the Board of Directors' decision to use this delegation of authority; it being specified that the nominal value of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of holders of securities and other rights conferring access to capital will be added to such maximum nominal amount, where applicable;

Resolves that the maximum nominal amount of debt securities that may be issued immediately or in the future pursuant to this delegation of authority is set at €50,000,000 (or the equivalent value of that amount in the event of an issue in another currency), it being specified that:

- this amount shall be applied against the overall limit provided for in the 21st resolution;
- this amount shall be increased, if applicable, by any redemption premium above par; and

- this overall limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code that the Board of Directors decides to issue or of which it authorises the issue, in accordance with Article L. 228-40 of the French Commercial Code or, in the other cases, under the conditions that the company may determine in accordance with the provisions of Article L. 226-36-A 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 the 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, provided that 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 the date of this general shareholders' meeting, the weighted average of the share prices 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 17th resolution;

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

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

- set the amount of the issue(s) to be made pursuant to this delegation of authority and, in particular, determine the issue price, dates, period and terms and conditions for the subscription, delivery and the effective date of the securities, within the statutory and regulatory limits in force;
- determine, if applicable, the terms and conditions for exercising the rights attached to the shares or securities conferring access to capital to be issued and set the terms and conditions for exercising, if applicable, conversion, exchange and redemption rights in particular, including by delivering assets of the company, such as securities already issued by the company;
- collect the subscriptions and the corresponding payments, and certify the completion of the capital increases for the number of shares that will be subscribed and make the corresponding amendment to the articles of association;
- 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 capitalising reserves, issues of free shares, share splits or reverse share splits, distributions of reserves or any other assets, redemptions of capital or any other transaction impacting equity, and set the terms and conditions pursuant to which, if applicable, the rights of the holders of securities conferring access to capital will be protected; and
- in general, take all measures and carry out all formalities appropriate for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, as well as to the exercise of rights attached thereto;

Resolves that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this general meeting and supersedes, to the extent of the unused portion where applicable, any previous delegation of authority for the same purpose.

FOURTEENTH RESOLUTION

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO CARRY OUT A CAPITAL INCREASE BY ISSUING SHARES, EQUITY SECURITIES CONFERRING ACCESS TO OTHER EQUITY SECURITIES OR CONFERRING THE RIGHT TO AN ALLOTMENT OF DEBT SECURITIES AND/OR SECURITIES CONFERRING ACCESS TO EQUITY SECURITIES, CANCELLING PREFERRED SUBSCRIPTION RIGHTS IN FAVOUR 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 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 it considers appropriate, 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 preference shares) or equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities and/or securities (including, in particular, any debt securities) conferring access to equity securities, the amount of which may be paid up in cash, including by a setoff against receivables and in full upon subscription;

Resolves that the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation of authority is set at €5,000,000 (or the equivalent value of that amount in the event of an issue in another currency), it being specified that:

- the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority shall be applied against the overall limit provided for in the 21st resolution;
- the nominal value of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of holders of securities and other rights conferring access to capital will be added to such overall limit, where applicable;

Resolves that the maximum nominal amount of debt securities that may be issued immediately or in the future pursuant to this delegation of authority is set at €50,000,000 (or the equivalent value of that amount in the event of an issue in another currency), it being specified that:

- this amount shall be applied against the overall limit provided for in the 21st resolution;
- this amount shall be increased, if applicable, by any redemption premium above par;
- this overall limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code that the Board of Directors decides to issue or of which it authorises the issue, in accordance with Article L. 228-40 of the French Commercial Code or, in the other cases, under the conditions that the company may determine in accordance with the provisions of Article L. 226-36-A of the French Commercial Code;

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

- to one or more French or foreign companies or investment funds (i) investing, as their main activity, or having invested over 5 million euros over the 24 months prior to the capital increase in question, in the life sciences and healthcare technologies sector; (ii) for an individual subscription amount of over €50,000 (including the issue premium); AND:OR
- to one or more strategic or financial partners of the company, located in France or abroad, who has (have) entered into or will enter into one or more partnership agreements (development, co-development, distribution, manufacturing agreements, etc.) or commercial or financing agreements with the company (or a subsidiary) and/or to one or more companies that such partners control, that

control such partners or that are controlled by the same person(s) as such partners, directly or indirectly, within the meaning of Article L. 233-3 of the French Commercial Code;

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

Resolves that the issue price of the securities issued pursuant to this delegation of authority shall be set by the Board of Directors using a multi-criteria method, provided the share subscription price is not less than the volume-weighted average of the trading prices for the last five (5) trading days preceding the date when the issue price is set, reduced, where applicable, by a discount of no more than 20%, it being specified that (i) in the event of the issue of securities conferring access to capital, the issue price of the shares that may result from the exercise, conversion or exchange thereof may be set, where applicable, at the discretion of the Board of Directors, by reference to a calculation formula defined by the Board and applicable after the issue of such securities (for example, at the time of the exercise, conversion or exchange thereof) in which case the maximum discount provided for above may be assessed, if the Board considers it appropriate, at the date of application of such formula (and not at the date when the issue price is set), and (ii) the issue price of the securities conferring access to the capital, where applicable, issued pursuant to this resolution will be such that the sum received immediately by the Company, where applicable, plus the sum that may be received by it upon exercise or conversion of such securities is, for each share issued as the result of the issue of such securities, at least equal to the above-mentioned minimum amount;

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

- draw up within the category defined above, the list of beneficiaries entitled to subscribe for the securities issued and the number of securities to be allotted to each of them, within the limits specified above;
- set the amount of the issue(s) to be made pursuant to this delegation of authority and, in particular, determine the issue price (in accordance with the conditions set out above for setting the price), 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 set the terms and conditions for exercising, if applicable, conversion, exchange and redemption rights in particular, including by delivering assets of the company, such as securities already issued by the company;
- collect the subscriptions and the corresponding payments, and certify the completion of the capital increases for the number of shares that will be subscribed and make the corresponding amendment to the articles of association;
- 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 capitalising reserves, issues of free shares, share splits or reverse share splits, distributions of reserves or any other assets, redemptions of capital or any other transaction impacting equity, and set the terms and conditions pursuant to which, if applicable, the rights of holders of securities conferring access to capital will be protected; and
- in general, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, as well as to exercise the rights attached thereto.

Resolves that this delegation of authority shall be valid for a period of eighteen (18) months from the date of this general meeting and supersedes, to the extent of the unused portion, any previous delegation of authority for the same purpose.

FIFTEENTH RESOLUTION

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

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. 228-91 *et seq.* of the French Commercial Code,

Delegates to the Board of Directors its authority to decide to issue, on one or more occasions, in the amounts and at the times it considers appropriate, in France or abroad, in euros, foreign currencies or monetary units of any kind established with reference to several currencies, for or without consideration, ordinary shares of the Company or equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities, and/or securities (including, in particular, any debt securities) conferring access to equity securities;

Resolves that the securities thus issued may consist of debt securities, be associated with the issue of such securities or permit the issue thereof as intermediate securities;

Resolves to cancel shareholders' preferred subscription rights to the ordinary shares of the Company and/or to any securities and/or any debt securities to be issued in favour of the following category of persons:

- any credit institution, any investment service provider or any French or foreign company or investment fund undertaking to guarantee completion of the capital increase or any issue that could lead to an increase in capital in the future that could be carried out pursuant to this delegation of authority in connection with the implementation of an equity line;

Acknowledges, for all necessary purposes, that this delegation of authority automatically entails the express waiver by shareholders in favour of the holders of securities that may thus be issued, where applicable, of their preferred subscription rights to the shares to which such securities will entitle them;

Resolves that the total nominal amount of capital increases that may be carried out immediately and/or in future, pursuant to this delegation of authority, may not exceed €5,000,000 (or the equivalent value thereof in a foreign currency); this maximum amount shall be increased, where applicable, by the additional shares to be issued to protect, in accordance with the legal or regulatory provisions and, where applicable, the applicable contractual provisions, the rights of the holders of other securities and other rights conferring access to shares;

Resolves moreover that the nominal amount of any capital increase that may be carried out in this manner shall be applied against the overall limit provided for in the 21st resolution;

Resolves that the maximum nominal amount of debt securities that may be issued pursuant to this delegation of authority shall be €50,000,000 (or the equivalent value of that amount in the event of an issue in another currency), it being specified that:

- this amount shall be increased, if applicable, by any redemption premium above par;
- this amount shall be applied against the overall limit provided for in the 21st resolution, and

- this overall limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, that the Board of Directors decides to issue or of which it authorises the issue, in accordance with Article L. 228-40 of the French Commercial Code or, in the other cases, under the conditions that the company may determine in accordance with the provisions of Article L. 226-36-A of the French Commercial Code,

Resolves that the issue price of the shares issued pursuant to this delegation of authority shall be set by the Board of Directors and will be at least equal to the volume-weighted average of the trading prices for the last five (5) trading days preceding the date when the issue price is set, reduced, where applicable, by a discount of no more than 20%, it being specified that (i) in the event of the issue of securities conferring access to capital, the issue price of the shares that may result from the exercise, conversion or exchange thereof may be set, where applicable, at the discretion of the Board of Directors, by reference to a calculation formula defined by the Board and applicable after the issue of such securities (for example, at the time of the exercise, conversion or exchange thereof) in which case the maximum discount provided for above may be assessed, if the Board considers it appropriate, at the date of application of such formula (and not at the date when the issue price is set), and (ii) the issue price of the securities conferring access to the capital, where appropriate, issued pursuant to this resolution will be such that the sum received immediately by the Company, where applicable, plus the sum that may be received by it upon exercise or conversion of such securities is, for each share issued as the result of the issue of such securities, at least equal to the above-mentioned minimum amount;

Resolves that the Board of Directors shall have full powers to implement this delegation of authority, under the conditions provided for by law and the articles of association, with the right to sub-delegate its authority under the conditions set by law, in particular to:

- decide on the amount of the capital increase, the issue price (it being specified that such price will be determined in accordance with the conditions for setting such amount set out above) as well as the amount of the premium that may, where applicable, be requested upon issue;
- set the dates, terms and conditions of any issue as well as the form and the characteristics of the shares or securities conferring access to the capital to be issued;
- set the effective date, even retroactively, of the shares or securities conferring access to the capital to be issued, and the method of payment thereof;
- draw up the list of beneficiaries within the above-mentioned category of persons and the number of securities to be allotted to each of them;
- in its sole discretion and when it deems appropriate, set off the expenses, duties and fees resulting from the capital increases completed pursuant to the delegation of authority referred to in this resolution, against the amount of premiums relating to such transactions and deduct from the amount of such premiums the sums necessary to increase the legal reserve fund to one-tenth of the new amount of share capital after each transaction;
- certify the completion of each capital increase and make the corresponding amendments to the articles of association;
- in general, enter into any agreement, in particular to ensure successful completion of the envisaged issues, and take all measures and carry out all formalities appropriate for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, as well the exercise of the rights attached thereto; and
- take any decision with a view to admission of the shares and securities thus issued on any market on which the Company's shares may be admitted to trading;

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, to the extent of the unused portion where applicable, any previous delegation of authority for the same purpose.

SIXTEENTH RESOLUTION

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

The general shareholders' meeting,

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

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

In accordance with Article L. 225-129 *et seq.* and, in particular, Article L. 225-147, 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 under the conditions provided for by the law and the articles of association, 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 (a) conferring access, immediately or in the future, by subscription, conversion, exchange, redemption, presentation of a warrant or in any other manner, to shares of the company or another company or (b) conferring the right to an allotment of debt securities, up to a maximum nominal amount of €1,200,000 (or the equivalent value of that amount in the event of an issue in another currency), representing less than 10% of the share capital (as it exists on the date of the transaction), in consideration of non-cash contributions made to the company, and consisting of equity securities or securities conferring access to capital, where the provisions of Article L. 225-148 of the French Commercial Code are not applicable; it being specified that the nominal value of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of holders of securities and other rights conferring access to capital will be added to such maximum nominal amount, where applicable;

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

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

Resolves that the maximum nominal amount of capital increases carried out pursuant to this delegation of authority shall not exceed €1,200,000, or, 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 legal or regulatory or contractual provisions, the rights of holders of securities and other rights conferring access to capital;

Resolves that the nominal amount of capital increases decided by this resolution shall be applied against the overall limit provided for in the 21st resolution;

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 that amount in the event of an issue in another currency);

Resolves that the nominal amount of any issue of debt securities decided by this resolution shall be applied against the overall limit provided for in the 21st resolution;

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

- decide on the capital increase(s) to be carried out in consideration of the contributions and determine the shares and/or securities to be issued,
- draw up the list of securities contributed and assess the value of the contributions,

- set the conditions of the issue of shares and/or securities in consideration of the contributions and, if applicable, the amount of any adjustment balance to be paid, approve the granting of special benefits, and reduce, if the contributors agree, the value of the contributions or the consideration for the special benefits,
- determine the features of the shares and/or securities to be issued in consideration of the contributions, decide and make all adjustments to take into account the impact of transactions on the Company's capital or equity and set any other terms and conditions that make it possible to ensure that the rights of holders of securities conferring access to capital or beneficiaries of share subscription or purchase options or of an allotment of free shares will be protected, and set the terms and conditions for such protection, where applicable;
- in its sole discretion, set off the expenses of the capital increases against the amount of premiums associated therewith, and deduct from such amount the sums necessary to fund the legal reserve fund;
- set the conditions of issue, certify the completion of the capital increases, make the corresponding amendment to the articles of association, carry out the required formalities and, in general, take all necessary actions;

Resolves that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this general meeting and supersedes, to the extent of the unused portion where applicable, any previous delegation of authority for the same purpose.

SEVENTEENTH RESOLUTION

AUTHORISATION 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 THE SHARES, EQUITY SECURITIES CONFERRING ACCESS TO OTHER EQUITY SECURITIES OR CONFERRING THE RIGHT TO AN ALLOTMENT OF DEBT SECURITIES AND/OR SECURITIES CONFERRING ACCESS TO EQUITY SECURITIES, CANCELLING PREFERRED SUBSCRIPTION RIGHTS, UNDER THE DELEGATIONS OF AUTHORITY THAT ARE THE SUBJECT OF THE TWELFTH AND THIRTEENTH RESOLUTIONS

The general shareholders' meeting,

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

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

In accordance with Articles L. 225-136(1), paragraph 2, and R. 225-119 of the French Commercial Code,

Authorises the Board of Directors, with the right to sub-delegate its authority under the conditions provided for by law, to set the issue price of the shares, the equity securities conferring access to other equity securities or conferring the right to an allotment of debt securities, and/or the securities conferring access to equity securities, issued pursuant to the delegations of authority that are the subject of the 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 such decision, at the price it shall determine based on a multi-criteria method, provided the subscription price of the shares is not less than the volume-weighted average during the last five (5) trading days preceding the date the issue price is set, reduced, where applicable by a discount of no more than 30%, it being specified that (i) in the event of the issue of securities conferring access to the capital, the issue price of the shares that may result from the exercise, conversion or exchange thereof may be set, where applicable, at the discretion of the Board of Directors, by reference to a calculation formula defined by the Board and applicable after the issue of such securities (for example, at the time of the exercise, conversion or exchange thereof) in which case the maximum discount provided for above may be assessed, if the Board considers it appropriate, at the time of application of such formula (and not at the date when the issue price is set), and (ii) the issue

price of the securities conferring access to the capital, where appropriate issued pursuant to this resolution will be such that the sum received immediately by the Company, where applicable, plus the sum that may be received by it upon exercise or conversion of such securities is, for each share issued as the result of the issue of such securities, at least equal to the above-mentioned minimum amount;

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 delegation of authority shall be valid for a period of twenty-six (26) months from the date of this general meeting and supersedes, to the extent of the unused portion where applicable, any previous delegation of authority for the same purpose.

EIGHTEENTH 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 (as of the date of this general meeting, 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 overall limit specified for the issues provided for in the 21st resolution of this general meeting;

Resolves that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this general meeting and supersedes, to the extent of the unused portion where applicable, any previous delegation of authority for the same purpose.

NINETEENTH RESOLUTION

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE CAPITAL BY CAPITALISING 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 increase, on one or more occasions, the share capital in the amounts and at the times in its discretion, by capitalising premiums, reserves, profits or other items of which capitalisation will be authorised by the law and the articles of association, 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 is set at €3,000,000, it being specified that:

- the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation of authority shall be applied against the overall limit provided for in the 21st resolution;
- the nominal value of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of holders of securities and other rights conferring access to capital will be added to such overall limits, where applicable;

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

- determine the issue dates and terms and conditions;
- set the amount and nature of the sums to be capitalised, set the number of new shares to be issued and/or the amount by which the par value of existing shares making up the share capital will be increased;
- set the effective date, even retroactively, of the new shares 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 equity securities will be sold, and that the proceeds of the sale will be allocated to the rights-holders under the conditions provided for by the law and the regulations, (ii) that any such shares allotted on the basis of existing shares with double voting rights shall carry such rights as of the time they are issued, and (iii) to make all adjustments intended to take into account the impact of transactions on the company's capital or equity, and set the terms and conditions pursuant to which, if applicable, the rights of holders of securities 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 amendment to the articles of association; and
- in general, take all measures and carry out all formalities appropriate for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, as well the exercise of the rights attached thereto;

Resolves that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this general meeting and supersedes, to the extent of the unused portion where applicable, any previous delegation of authority for the same purpose.

TWENTIETH 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 Articles 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 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;

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

Resolves that the maximum nominal amount of capital increases carried out pursuant to this delegation of authority shall not exceed €3,400,000 (or the equivalent value of that amount in the event of an issue in another currency) increased, where applicable, by the nominal value of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of holders of securities and other rights conferring access to capital;

Resolves that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation of authority shall be applied against the overall limit provided for in the 21st resolution;

Resolves that the maximum nominal amount of debt securities that may be issued pursuant to this delegation of authority shall be €50,000,000 (or the equivalent value of that amount in the event of an issue in another currency), it being specified that:

- this amount shall be applied against the overall limit provided for in the 21st resolution;
- this amount shall be increased, if applicable, by any redemption premium above par; and
- this overall limit does not apply to the debt securities referred to in Articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code, that the Board of Directors decides to issue or of which it authorises the issue, in accordance with Article L. 228-40 of the French Commercial Code or, in the other cases, under the conditions that the company may determine in accordance with the provisions of Article L. 226-36-A of the French Commercial Code;

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

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

- draw up the list of securities tendered for exchange, as well as the form and features of the shares or securities conferring access to capital to be issued, with or without a premium,
- set the conditions of the issue, the exchange ratio and, if applicable, the amount of any adjustment balance to be paid in cash,
- determine the issue terms and conditions in connection with, in particular, a public exchange offer or an alternative tender or exchange offer, in the main, together with a public exchange or tender offer, on a secondary basis,
- certify the number of securities tendered for exchange,
- set the effective date, even retroactively, of the shares or securities conferring access to capital to be issued, the method of payment therefor and, if applicable, the terms and conditions for exercising the rights to exchange, conversion, redemption or allotment in any other manner of equity securities or securities conferring access to capital,
- recognise the difference between the issue price of the new ordinary shares and their par value as a liability on the balance sheet, under the additional paid-in capital ("contribution premium") item, to which all shareholders shall have rights,

- make any adjustments required in application of the laws or regulations and, where appropriate, applicable contractual provisions, to protect the rights of holders of securities conferring access to the Company's capital,
- if necessary, suspend the exercise of the rights attached to these securities for a maximum period of three months,
- in its sole discretion, set off the expenses of the capital increases against the amount of premiums associated therewith, and deduct from such amount the sums necessary to fund the legal reserve fund,
- set the conditions of the issue, certify the completion of the capital increases, make the corresponding amendment to the articles of association, carry out the required formalities and, in general, take all necessary actions,

Resolves that this delegation of authority shall be valid for a period of twenty-six (26) months from the date of this general meeting and supersedes, to the extent of the unused portion where applicable, any previous delegation of authority for the same purpose.

TWENTY-FIRST RESOLUTION

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

The general shareholders' meeting,

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

After having reviewed the Board of Directors' report,

Resolves that:

- the total maximum nominal amount of the capital increases that may be carried out pursuant to the delegations of authority granted under the 11th to 16th and 19th and 20th resolutions above is set at €50,000,000 (or the equivalent value of that amount in the event of an issue in another currency), it being specified that this overall limit will be increased, where applicable, by the additional amount of the shares to be issued to protect, in accordance with the law, and, where appropriate, the applicable contractual provisions, the rights of holders of securities and other rights conferring access to capital;
- the total maximum nominal amount of the debt securities that may be issued pursuant to the delegations of authority granted under the under the 11th to 16th and 19th and 20th resolutions above is set at €50,000,000 (or the equivalent value of that amount in the event of an issue in another currency).

TWENTY-SECOND RESOLUTION

AUTHORISATION TO THE BOARD OF DIRECTORS TO GRANT SHARE SUBSCRIPTION AND/OR PURCHASE OPTIONS (“OPTIONS”), CANCELLING SHAREHOLDERS' PREFERRED SUBSCRIPTION RIGHTS IN FAVOUR 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 Articles L. 225-177 *et seq.* and L. 225-129 *et seq.* of the French Commercial Code,

Authorises the Board of Directors to grant, on one or more occasions, during the periods authorised by law, to the employees and/or corporate officers (or some of them) of the Company or of companies or

groups affiliated with it in accordance with the conditions set out in Article L. 225-180, paragraph I of the French Commercial Code (“**Beneficiaries**”), options conferring the right to subscribe for new shares to be issued by the Company as a capital increase or to purchase existing shares of the Company resulting from share buybacks made under the conditions provided for by law (“**Options**”), under the following conditions:

- the authorisation covers a maximum number of 1,100,000 Options, each of which confers the right to subscribe for and/or purchase one share, it being specified that (i) the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this authorisation shall be €1,100,000; it being specified that the above maximum nominal amount shall be increased by the nominal amount of the securities to be issued to protect the rights of the holders of securities and other rights conferring access to capital, in accordance with the law, (ii) the maximum number of Options that may be issued by the Board of Directors will be automatically reduced by the number of securities issued through the implementation of the authorisations and delegations of authority that are the subject of the 23rd, 24th and 25th resolutions below; the overall limit on this authorisation shall thus 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 1,100,000 shares without 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 provided, however, 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%, in accordance with the law;

Resolves that the Board of Directors shall have full powers to implement this authorisation, with the right to sub-delegate its authorisation 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 of them,
- 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 on 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 for the amount of the shares that will be actually subscribed by exercising subscription Options, amend the articles of association 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 authorisation shall be valid for a period of thirty-eight (38) months from the date of this general meeting and supersedes, to the extent of the unused portion where applicable, any previous authorisation for the same purpose.

Acknowledges that this authorisation includes an express waiver by the shareholders, in favour of the Beneficiaries of the Options, of their preferred subscription right to 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 receivables held against the Company.

TWENTY-THIRD RESOLUTION

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE AND ALLOT ORDINARY SHARE WARRANTS (“**WARRANTS**”), CANCELLING PREFERRED SUBSCRIPTION RIGHTS IN FAVOUR 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 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 favour of a specific 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) €1,100,000 and (ii) the maximum number of Warrants that may be issued under the terms of this delegation of authority by the Board of Directors will be automatically reduced by the number of securities issued by implementation of the delegations of authority that are the subject of the 22nd, 24th and 25th resolutions; the overall limit on this delegation of authority shall thus be reduced proportionately to the number of Options, Free Shares and redeemable share warrants (BSAAR) issued pursuant to 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 1,100,000 shares without exceeding 10% of capital on a fully diluted basis; it being specified that the above maximum nominal amount shall be increased by securities issued in order to protect the rights of holders of securities and other rights conferring access to capital in accordance with the law;

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

Resolves to cancel shareholders’ preferred subscription rights in favour of:

- (i) any individuals or legal entities who have entered into, or are to enter into, a partnership,

- service, consulting or financing agreement with the Company or one of its subsidiaries;
- (ii) the shareholders, senior management executives or employees of such entities in the case of legal entities;
 - (iii) the senior management executives, corporate officers or employees of the Company or its subsidiaries.

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

Resolves that, as long as the Company's shares will be admitted to trading on a regulated market, the subscription price of an ordinary share of the Company upon the exercise of a Warrant, that will be determined by the Board of Directors at the time of allotment of the Warrants, shall be at least equal to the volume-weighted average of the trading prices for the twenty (20) trading days preceding the date of the Board's decision to allot the Warrants, reduced, where applicable, by a discount of no more than 20%;

Resolves, as provided for by Article L. 228-98 of the French Commercial Code, that the Company is authorised to change its legal form and its corporate purpose without having to request the authorisation of the holders of the Warrants;

Authorises the Company to impose on the holders of the Warrants the redemption or repurchase of their rights as provided for in Article L. 208-102 of the French Commercial Code;

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

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

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, to the extent of the unused portion where applicable, any previous delegation of authority having the same purpose.

TWENTY-FOURTH RESOLUTION

AUTHORISATION TO THE BOARD OF DIRECTORS TO ALLOT FREE SHARES, WHETHER EXISTING OR TO BE ISSUED (“**FREE SHARES**”), CANCELLING SHAREHOLDERS’ PREFERRED SUBSCRIPTION RIGHTS IN FAVOUR 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 Articles 225-197-1 *et seq.* of the French Commercial Code,

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

Resolves that the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this authorisation shall be (i) €1,100,000 and (ii) the total number of shares that may be allotted, subscribed or purchased under the terms of this authorisation, will be automatically reduced by the number of securities issued by implementation of the delegations of authority and authorisations that are the subject of the 22nd, 23rd and 25th resolutions and, in any event, may not exceed 10% of the number of shares making up the share capital on the date when the Board decides to implement this authorisation; the overall limit on this authorisation shall thus be reduced proportionately to the number of Options, Warrants and redeemable share warrants (BSAAR) issued pursuant to 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 1,100,000 shares; it being specified that the above maximum nominal amount shall be increased by the nominal value of the securities to be issued in order to protect the rights of holders of securities and other rights conferring access to capital, in accordance with French law;

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 Articles 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 will have been set by the Board of Directors;

Resolves that, if the allotments are made to the corporate officers referred to in Article L. 225-197-1 II, paragraphs 1 and 2 of the French Commercial Code, they may only be made under the conditions 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 and/or the 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 categories 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 will 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 capitalising reserves, issue premiums or profits for the benefit of the beneficiaries of said shares and a corresponding waiver by shareholders in favour of the beneficiaries of said shares of their preferred subscription rights to said shares;

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

- determine whether the shares granted are shares to be issued and/or existing shares, and to change its choice before the final award;

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

Resolves that this authorisation shall be valid for a period of thirty-eight (38) months from the date of this general meeting and supersedes, any previous authorisation for the same purpose.

TWENTY-FIFTH 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

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 its authority to the Board of Directors, with the right to sub-delegate its authority, 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) €1,100,000 and (ii) the maximum number of BSAAR that may be issued under the terms of this delegation of authority by the Board of Directors will be automatically reduced by the number of securities issued by implementation of the authorisations and delegations of authority that are the subject of the 22nd, 23rd and 24th resolutions; the overall limit on this delegation of authority shall thus be reduced proportionately to the number of Options, Warrants and Free Shares issued pursuant to 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 1,100,000 shares without exceeding 10% of capital on a fully diluted basis; it being

specified that the above maximum nominal amount shall be increased by securities issued in order to protect the rights of holders of securities and other rights conferring access to capital, in accordance with the law;

Resolves to cancel shareholders' preferred subscription rights to the BSAAR which are the subject of this resolution and to reserve the right to subscribe to the BSAAR to employees and executive officers of the Company and its French and foreign subsidiaries or consultants of the Company who 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 authorised 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, after obtaining 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 issue and the terms and conditions of the issue agreement;
- shall determine (i) the subscription or acquisition price for the shares upon exercise of the BSAAR, provided that one BSAAR will give the 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 no more than 10% and (ii) performance conditions;

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

Grants full powers to the Board of Directors, with the right to sub-delegate its authority in accordance with the conditions provided for by law and the regulations, 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 association, and to modify, as it deems appropriate (and subject to the agreement of the holders of the BSAAR) the issue agreement of the BSAAR;

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, to the extent of the unused portion where applicable, any previous delegation of authority for the same purpose.

TWENTY-SIXTH RESOLUTION

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARE WARRANTS, CANCELLING SHAREHOLDERS' PREFERRED SUBSCRIPTION RIGHTS IN FAVOUR OF A SPECIFIC PERSON

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, L. 225-129-2, L. 225-135, L. 225-138, L. 228-91 *et seq.* of the French Commercial Code,

Delegates to the Board of Directors its authority to issue, for no consideration, a maximum number of 98,532 warrants (hereinafter referred to as the "BSA2017-KREOS"), each granting entitlement, in the

event that they are exercised by the holder thereof, to the subscription of a number of ordinary shares with a par value of €1 equal to the result of the following formula:

$$R = (550,000 / P_{\text{e BSA}_{2017\text{-KREOS}}}) / N_{\text{BSA}}$$

Where:

R means the number of ordinary shares with a par value of €1 to which the exercise of each $\text{BSA}_{2017\text{-KREOS}}$ enables the holder to subscribe, provided that R will amount to between at least 1 and the value of $300,000/N_{\text{BSA}}$ at most;

$P_{\text{e BSA}_{2017\text{-KREOS}}}$ means the issue price per share of the shares resulting from the exercise of the $\text{BSA}_{2017\text{-KREOS}}$, as determined under the conditions set out hereinafter, and

N_{BSA} means the number of $\text{BSA}_{2017\text{-KREOS}}$ issued, *i.e.* 98,532;

(subject to any adjustments in the event of a share split or a reverse share split or capital transactions requiring an adjustment to be made to the bases for exercising the $\text{BSA}_{2017\text{-KREOS}}$),

Resolves that as the application of the formula for determining the number “R” of ordinary shares that may be subscribed upon exercising the $\text{BSA}_{2017\text{-KREOS}}$ may lead to numbers after the decimal point, each holder of $\text{BSA}_{2017\text{-KREOS}}$ shall arrange for grouping together the subscription rights resulting from the exercise of some or all of the $\text{BSA}_{2017\text{-KREOS}}$ it holds and, if after grouping the subscription rights together in this manner, this would not entitle it to subscribe for a full number of ordinary shares, this number would be rounded down to the nearest lower whole number;

Resolves accordingly to set the maximum total number of shares that may be subscribed by exercising the $\text{BSA}_{2017\text{-KREOS}}$ at 300,000 shares;

Resolves that the issue price of the shares resulting from the exercise of the $\text{BSA}_{2017\text{-KREOS}}$ will be determined by the Board of Directors on the date of issue of the $\text{BSA}_{2017\text{-KREOS}}$, and shall be equal to the lower of the following two amounts:

- €5.58,
- the issue price of one share (including the issue premium) issued by the Company at the time of a capital increase representing a total amount of at least €5 million (including the issue premium) (a “Qualified Capital Increase” carried out, where applicable by the Company between (a) the date of the decision of the Board of Directors, acting upon the delegation of authority from this general meeting, to allot the $\text{BSA}_{2017\text{-KREOS}}$ (the “**Issue Date**”) and (b) the first to occur of the following: (x) the second anniversary of the Issue Date and (y) the date of exercise of the $\text{BSA}_{2017\text{-KREOS}}$ concerned; it being specified that: (i) any capital increases resulting from the issue or exercise of incentive instruments in favour of the senior management executives, employees, corporate officers or consultants (in the form, in particular, of free shares, share warrants, founder warrants or stock options) are excluded from the definition of Qualified Capital Increases, (ii) to calculate the above amount of €5 million, no account will be taken of any payments or subscriptions received by the Company in connection with the capital increase concerned which would result, where applicable, from conversion of securities or the subscription by setoff against receivables held with regard to the Company, and (iii) inasmuch as several Qualified Capital Increases are carried out between the date of this general meeting and that of exercise of the $\text{BSA}_{2017\text{-KREOS}}$ concerned, account will be solely taken of the lowest issue price of one share issued by the Company applied within the scope of such Qualified Capital Increases,

provided that, in any event, the exercise price of a $\text{BSA}_{2017\text{-KREOS}}$ may not be lower than the par value of one share of the Company on the date of exercise of such $\text{BSA}_{2017\text{-KREOS}}$;

Resolves to cancel the shareholders’ preferential subscription right and reserve the allotment of the $\text{BSA}_{2017\text{-KREOS}}$ in favour of Kreos Capital V (Expert Fund) L.P, a company organised and existing under the laws of Jersey, with its registered office at 47 Esplanade, St Helier, JE1 0BD, Jersey, registered with the JFSC Companies Registry under number 2001;

Specifies that, in accordance with the provisions of Article L. 225-132 paragraph 6 of the French Commercial Code, the issue of the $\text{BSA}_{2017\text{-KREOS}}$ will automatically entail the waiver by the

shareholders in favour of the holder of BSA_{2017-KREOS} of their preferred subscription right in respect of the shares that would be issued as a result of exercise of the BSA_{2017-KREOS};

Resolves to delegate to the Board of Directors the task of setting the other terms of the BSA_{2017-KREOS} and, in particular, the conditions for exercise and the exercise period for the BSA_{2017-KREOS};

Resolves that one or more capital increases will be carried out corresponding to the exercise of all or some of the 98,532 BSA_{2017-KREOS} for a total maximum nominal amount of €300,000, increased, where applicable, by the nominal amount of the shares that may potentially be issued, in the event of new financial transactions to protect the rights of the holders of the BSA_{2017-KREOS} BSA_{2017-KREOS} that will be stipulated in the issue agreement;

Specifies that, in accordance with Article L. 225-149 of the French Commercial Code, the capital increase resulting from the exercise of the BSA_{2017-KREOS} will be finally completed solely due to the exercise of the rights attached to the BSA_{2017-KREOS} and the corresponding payments;

Resolves that the new shares subscribed by exercising the BSA_{2017-KREOS}, firstly, shall be fully paid up upon subscription via a cash payment or by setoff against receivables held against the Company and, secondly, shall carry dividend rights as from the first date of the financial year during which the BSA_{2017-KREOS} have been exercised; they will have the same rights as, and will be identical in all respects to, the existing shares;

Resolves that the BSA_{2017-KREOS} will be transferable, that they will be issued in registered form and will be registered in an account;

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

- issue and allot the BSA_{2017-KREOS} and adopt the final terms and conditions and, in particular, the conditions of exercise and the price of the share that may be subscribed through exercising a BSA_{2017-KREOS} within the limits set in this resolution;
- receive the subscription forms for the BSA_{2017-KREOS};
- receive the subscription forms and payments for the subscription of the shares at the time of exercise of the BSA_{2017-KREOS};
- issue the shares following the exercise of the BSA_{2017-KREOS} and certify the completion of the capital increases following this exercise of the BSA_{2017-KREOS} under the conditions provided for by the law and make the corresponding amendment to the Company's articles of association;
- in its sole discretion, set off the expenses of the capital increases against the amount of the related premiums 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;
- take any decision that may prove to be necessary for the protection of the holder of BSA_{2017-KREOS} in accordance with the terms and conditions of the BSA_{2017-KREOS}; and
- in general, take all measures and take all necessary actions;

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

TWENTY-SEVENTH 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
FAVOUR 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 Labour 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 €100,000 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 Labour 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 Labour Code

Resolves that this delegation of authority cancels shareholders' preferred subscription rights to the new shares or securities to be issued in favour 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 Labour 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;

Grants full 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, 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 association;
- 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 eighteen (18) months from the date of this general meeting.

Resolves that this delegation of authority shall supersede any prior delegation having the same purpose.

TWENTY-EIGHTH RESOLUTION

POWERS FOR FORMALITIES

The general shareholders' meeting,

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