

EOS IMAGING

A French public limited company (*société anonyme*), with share capital of €265,899.46
Registered office: 10 rue Mercoeur, 75011 Paris
Paris Trade and Companies Register no. 349 694 893

(the "**Company**")

*Translation from the original French version published on June 9, 2020
For readers' convenience*

GENERAL SHAREHOLDERS' MEETING

June 30, 2020

AGENDA

Agenda for matters within the scope of the Extraordinary General Meeting:

1. Amendment of Article 19 of the articles of association, on changes to laws and regulations - taking account of abstentions;
2. Amendment of Article 12 of the articles of association, on changes to laws and regulations - option for the Board of Directors to pass resolutions by written consultation;
3. Amendment of Article 13 of the articles of association, on changes to laws and regulations - extension of the role of the Board of Directors;
4. Amendment of Article 15 of the articles of association, on changes to laws and regulations - compensation of non-voting members of the Board.

Agenda for matters within the scope of the Ordinary General Meeting:

5. Approval of the annual financial statements for the financial year ended 31 December 2019;
6. Appropriation of the profit (loss) for the financial year ended 31 December 2019;
7. Deduction of the negative retained earnings amount from "*Issue premiums*";
8. Approval of the consolidated financial statements for the year ended 31 December 2019;
9. Full discharge to the Chairman of the Board of Directors, the Chief Executive Officer and the members of the Board of Directors for the performance of their duties during the past financial year;
10. Approval of the related-party agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code;
11. Approval of the information referred to in Article L. 225-37-3 I of the French Commercial Code contained in the corporate governance report;
12. Approval of the components of the compensation paid or awarded to Gérard Hascoët, in his capacity as Chairman of the Board of Directors, for the financial year ended 31 December 2019;
13. Approval of the components of the compensation paid or awarded to Mike Lobinsky, in his capacity as Chief Executive Officer, for the financial year ended 31 December 2019;

14. Approval of the compensation policy for the Chairman of the Board of Directors for the 2020 financial year;
15. Approval of the compensation policy for the Chief Executive Officer for the 2020 financial year;
16. Approval of the compensation policy for the members of the Board of Directors (other than the Chairman and the Chief Executive Officer) for the 2020 financial year;
17. Appointment of a new director;
18. Authorisation to the Board of Directors in respect of the purchase by the Company of its own shares.

Agenda for Matters within the scope of the Extraordinary General Meeting:

19. Authorisation to the Board of Directors to reduce the Company's share capital by cancelling shares purchased pursuant to its authorisation to buy back the Company's shares;
20. Consultation of shareholders, pursuant to Article L. 225-248 of the French Commercial Code, on the continuation of the Company's business notwithstanding the recognition of accounting losses that result in shareholders' equity being less than half of the share capital;
21. Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares or securities that confer equity rights, cancelling shareholders' preferential subscription rights, by way of a public offering referred to in Article L.411-2 of the French Monetary and Financial Code known as a "private placement";
22. Delegation of authority to the Board of Directors to carry out capital increases by issuing ordinary shares or securities that confer equity rights, restricted to categories of recipients, with waiver of preferential subscription rights;
23. Authorisation to the Board of Directors to award free shares to the employees, or to certain categories of employees, and officers of the Company and related companies or groupings;
24. Delegation of authority to the Board of Directors to issue subscription warrants for ordinary shares with cancellation of preferential subscription rights in favour of certain categories of person;
25. Upper limit on share capital increases that may be carried out immediately and/or in the future pursuant to the twenty-first and twenty-second resolutions of this Meeting;
26. Delegation of authority to the Board of Directors to carry out capital increases through the issue of ordinary shares or other securities that give immediate and/or future equity rights in the Company, restricted to members of a company savings plan.

Agenda for matters within the scope of the Ordinary General Meeting:

27. Powers to carry out formalities

DRAFT RESOLUTIONS

DRAFT EXTRAORDINARY RESOLUTIONS

FIRST RESOLUTION

Amendment of Article 19 of the articles of association, on changes to laws and regulations - counting abstentions

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for extraordinary general meetings,

having reviewed the Board of Directors' report,

note the change of law on counting abstentions that results from Article 16 V of Law no. 2019-744 of 19 July 2019 on the simplification, clarification and updating of company law,

accordingly, **resolve** to amend paragraphs 13 and 15 of Article 19 of the articles of association as follows:

*“Resolutions adopted by shareholders at an Ordinary General Meeting are passed by a majority of the votes **cast, in accordance with applicable laws** ~~of the shareholders present or represented.~~”*

*Resolutions adopted by shareholders at an Extraordinary General Meeting are adopted by a two-thirds majority of the votes **cast, in accordance with applicable laws** ~~of the shareholders present or represented.~~”*

further resolve to make paragraph 4 of the articles of association compliant with applicable laws and regulations:

*“The right to participate in the meetings is governed by the legal and regulatory provisions in effect and is subject, in particular, to the **registration in an account** ~~recording~~ of the securities in the register in the name of the shareholder, or of the intermediary recorded on his or her behalf, on the **second** ~~third~~ business day preceding the meeting as of 00:00 hours, Paris time, either in the securities registers held by the Company or in the bearer registers held by an authorised intermediary”.*

The rest of Article 19 remains unchanged.

SECOND RESOLUTION

Amendment of Article 12 of the articles of association, on changes to laws and regulations - option for the Board of Directors to pass resolutions by written consultation

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for extraordinary general meetings,

having reviewed the Board of Directors' report,

resolve to make use of the new option offered by Article L.225-37 of the French Commercial Code and to allow the Board of Directors to take the resolutions listed in paragraph 3 of that article by written consultation,

consequently **resolve** to add a new paragraph to Article 12 (Meetings of the Board of Directors) of the articles of association before the last paragraph and to renumber the last paragraph of Article 12 as follows:

“12.7. The Board of Directors may pass resolutions by written consultation subject to the conditions set out by regulations.

12.7. 12.8. The copies of or excerpts from the minutes of the Board of Directors' meetings may be validly certified by the Chairman of the Board of Directors, the Chief Executive Officer, a member of the Board to whom the position of Chairman has been delegated temporarily, or a proxy-holder authorised for this purpose.”

The rest of Article 12 remains unchanged.

THIRD RESOLUTION

Amendment of Article 13 of the articles of association, on changes to laws and regulations - extension of the role of the Board of Directors

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for extraordinary general meetings,

having reviewed the Board of Directors' report,

note the extension of the role of the Board of Directors resulting from Article 14 of Law no. 2019-744 of 19 July 2019 on the simplification, clarification and updating of company law,

consequently **resolve** to amend the first paragraph of Article 13 (Powers of the Board of Directors) of the articles of association as follows:

“The Board of Directors determines the Company's business strategy and ensures that it is carried out, in accordance with the Company's interests, and with due consideration of the social and environmental issues associated with its business activity. Subject to the powers expressly awarded to the General Meetings of shareholders and within the limits imposed by the Company's objects, the Board shall review all issues concerning the Company's operations and shall deal with all matters concerning the Company.”

The rest of Article 13 remains unchanged.

FOURTH RESOLUTION

Amendment of Article 15 on changes to laws and regulations - compensation of non-voting members of the Board

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for extraordinary general meetings,

having reviewed the Board of Directors' report,

note the removal of the term “directors' fees” from Article 1 of Order No. 2019-1234 of 27 November 2019 on the compensation of officers of listed companies,

consequently **resolve** to amend the final paragraph of Article 15 “Panel of non-voting directors” of the articles of association as follows:

*“The Board of Directors may compensate the non-voting members of the Board from the amount **of the fixed annual sum of the directors' fees** set aside for the members of the Board by the General Meeting by way of compensation pursuant to Article L. 225-45 of the French Commercial Code.”*

The rest of Article 15 remains unchanged.

DRAFT ORDINARY RESOLUTIONS

FIFTH RESOLUTION

Approval of the annual financial statements for the year ended 31 December 2019

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings,

having reviewed the Board of Directors' management report and the Statutory Auditors' general report,

approve the financial statements for the financial year ended 31 December 2019, which show a loss of €12,147,430.25, as presented, and the transactions reflected in those financial statements or summarised in those reports.

The Shareholders convened for the General Meeting note that the expenses referred to in Article 39-4 of the French General Tax Code for the financial year ended o 31 December 2019 amounted to €23,579.

SIXTH RESOLUTION

Appropriation of the profit (loss) for the financial year ended 31 December 2019

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings,

having reviewed the Board of Directors' report,

approve the Board of Directors' proposals concerning the appropriation of net income and accordingly resolve to appropriate the entire loss for the financial year ended 31 December 2019, which totals €(12,147,430.25) to retained earnings, which will thus be increased from €0 to a debit amount of €(12,147,430.25).

As required by law, the Shareholders convened for the General Meeting note that no dividends have been distributed during the last three financial years.

SEVENTH RESOLUTION

Deduction of the negative retained earnings amount from "Issue premiums"

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings,

having reviewed the Board of Directors' report:

note that "Retained earnings" is a negative amount of €12,147,430.25;

resolve to clear the amount of €(6,815,878.74) from "Retained Earnings" by deducting it from "Issue Premiums", which before the deduction contains €6,915,878.74;

note that as a result of this deduction, "Issue Premiums" has a credit balance of €100,000 and "Retained Earnings" has a debit balance of € (5,331,551.51).

EIGHTH RESOLUTION

Approval of the consolidated financial statements for the year ended 31 December 2019

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings,

having reviewed the group management report for the financial year ended 31 December 2019 and the consolidated financial statements for that financial year, as well as the Statutory Auditors' general report on those financial statements,

approve the consolidated financial statements for the financial year ended 31 December 2019, which show a loss of €18,429,299, as presented, and the transactions reflected in those consolidated financial statements or summarised in those reports.

NINTH RESOLUTION

Full discharge to the Chairman of the Board of Directors, the Chief Executive Officer and the members of the Board of Directors for the performance of their duties during the past financial year

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings,

as a consequence of the resolutions above,

give full discharge to the Chairman of the Board of Directors, the Chief Executive Officer and the members of the Board of Directors for the performance of their duties during the past financial year.

TENTH RESOLUTION

Approval of the related-party agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings,

having reviewed the special report prepared by the Statutory Auditors, in accordance with Articles L. 225-38 et seq. of the French Commercial Code,

approve the special report prepared by the Statutory Auditors on all these provisions as well as the agreements and commitments covered by that report.

ELEVENTH RESOLUTION

Approval of the information referred to in Article L. 225-37-3 I of the French Commercial Code contained in the corporate governance report

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings,

Having reviewed the Board of Directors' corporate governance report prepared pursuant to Article L.225-37 of the French Commercial Code,

approve, pursuant to Article L.225-100, II of the French Commercial Code, the information referred to in Article L.225-37-3 I of the French Commercial Code, as presented in the Board of Directors' corporate governance report.

TWELFTH RESOLUTION

Approval of the components of the compensation paid or awarded to Gérard Hascoët, in his capacity as Chairman of the Board of Directors, for the financial year ended 31 December 2019

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings,

Having reviewed the Board of Directors' corporate governance report prepared pursuant to Article L.225-37 of the French Commercial Code,

approve, pursuant to Articles L.225-37-2 and L.225-100 of the French Commercial Code, the fixed, variable and exceptional elements comprising the total compensation and benefits of any kind paid or awarded in relation to the financial year ended 31 December 2019 to Gérard Hascoët, Chairman of the Company's Board of Directors, as set out in the Board of Directors' corporate governance report.

THIRTEENTH RESOLUTION

Approval of the components of the compensation paid or awarded to Mike Lobinsky, in his capacity as Chief Executive Officer, for the financial year ended 31 December 2019

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings,

Having reviewed the Board of Directors' corporate governance report prepared pursuant to Article L.225-37 of the French Commercial Code,

approve, pursuant to Articles L.225-37-2 and L.225-100 of the French Commercial Code, the fixed, variable and exceptional elements comprising the total compensation and benefits of any kind paid or awarded in relation to the financial year ended 31 December 2019 to Mike Lobinsky, the Company's Chief Executive Officer, as set out in the Board of Directors' corporate governance report.

FOURTEENTH RESOLUTION

Approval of the compensation policy for the Chairman of the Board of Directors for the 2020 financial year

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, in accordance with the provisions of Articles L. 225-37-2 of the French Commercial Code,

Having reviewed the Board of Directors' corporate governance report prepared pursuant to Article L.225-37 of the French Commercial Code,

approve the elements of the compensation policy for the Chairman of the Board of Directors for 2020, as presented in that report.

FIFTEENTH RESOLUTION

Approval of the compensation policy for the Chief Executive Officer for the 2020 financial year

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, in accordance with the provisions of Articles L. 225-37-2 of the French Commercial Code,

Having reviewed the Board of Directors' corporate governance report prepared pursuant to Article L.225-37 of the French Commercial Code,

approve the elements of the compensation policy for the Chief Executive Officer for 2020, as presented in that report.

SIXTEENTH RESOLUTION

Approval of the compensation policy for the members of the Board of Directors (other than the Chairman and the Chief Executive Officer) for the 2020 financial year

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, in accordance with the provisions of Articles L. 225-37-2 of the French Commercial Code,

Having reviewed the Board of Directors' corporate governance report prepared pursuant to Article L.225-37 of the French Commercial Code,

approve the elements of the compensation policy for the directors for 2020, as presented in that report.

SEVENTEENTH RESOLUTION

Appointment of a new director

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings,

having reviewed the Board of Directors' report,

appoint Michèle Lesieur as a director of the Company for a term of three (3) years ending at the close of the general meeting called to approve the financial statements for the financial year ending on 31 December 2022.

EIGHTEENTH RESOLUTION

Authorisation to the Board of Directors in respect of the purchase by the Company of its own shares

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings,

having reviewed the Board of Directors' report,

authorise the Board of Directors, with the right to sub-delegate its authority under the conditions provided for by law, for a period of eighteen (18) months from the date of this meeting, in accordance with Articles L. 225-209 et seq. of the French Commercial Code, Articles 241-1 to 241-5 of the French Financial Markets Authority (AMF)'s General Regulation, Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014, and market practices accepted by the AMF, to purchase the Company's shares,

resolve that the acquisition, disposal or transfer of these shares may be carried out by any means, on one or more occasions, including on the market (regulated or not) on a multilateral trading facility (MTF),

via a systematic or over-the-counter internaliser, including by the acquisition or disposal of blocks, public offers, through the use of options or derivatives, subject to the conditions authorised by laws and regulations in force on the date of the transactions in question and at the times that the Board of Directors or the person acting pursuant to the authority delegated by the Board shall determine,

resolve that this authorisation to trade in its own shares is intended to enable the Company to pursue the following objectives, in accordance with applicable laws and regulations:

(i) ensuring liquidity in the Company's shares under a liquidity contract signed with an investment services provider in compliance with the Code of Ethics recognised by the AMF;

(ii) fulfilling obligations arising from stock option programs, awards of free shares, company savings schemes or other allocations of shares to employees and executives of the Company or its associated companies;

(iii) remitting shares when rights attached to securities conferring access to the Company's equity are exercised;

(iv) purchasing shares to be held for subsequent use in exchange or as payment during possible acquisitions;

(v) cancelling all or some of the shares bought back, subject to the adoption of the nineteenth resolution submitted to this Meeting as part of the extraordinary resolutions, and in accordance with the terms set out therein, and

(vi) pursuing and realising any other purpose authorised or that may be authorised by law or recognised or that may be recognised as a market practice by the AMF. In such cases, the Company must inform its shareholders by way of a press release,

resolve to set the maximum unit purchase price per share (excluding acquisition costs and fees) at €12, with an overall cap of €5,000,000, it being specified that this purchase price shall be subject to any adjustments required to take account of transactions in the Company's share capital (including the capitalisation of reserves and the allocation of free shares, a share split or reverse share split) that may occur while this authorisation remains valid,

note that the maximum number of shares that may be purchased pursuant to this resolution may at no time exceed 10% of the total number of shares comprising the Company's share capital, it being stipulated that (i) should the shares be acquired in order to promote the liquidity of the Company's shares, the number of shares used in calculating this limit will equal the number of shares purchased minus the number of shares sold during the authorisation period and (ii) should they be purchased to be held or subsequently delivered in payment or exchange in a merger, demerger or asset contribution, the number of shares acquired may not exceed 5% of the total number of shares.

confer all powers on the Board of Directors, with the right to sub-delegate under the conditions provided for by law, to approve and implement this authorisation (except while a public offer for the Company is ongoing) and determine the terms thereof under the legal conditions and the conditions of this resolution, and in particular to place all orders on the stock exchange or outside the market, allocate or re-allocate the shares acquired to the various objectives pursued in accordance with laws and regulations, enter into any agreements including in relation to the keeping registers purchases and sales of shares, carry out all formalities and make any declarations to any bodies, in particular the AMF, and, more generally, do whatever is necessary to execute the transactions to be carried out pursuant to this authorisation,

grant all powers to the Board of Directors, in the event that the law or the AMF extends or supplements the authorised objectives of the share buyback programmes, to inform the public, subject to applicable laws and regulations, of any changes to the programme relating to the modified objectives,

resolve that this authorisation cancels and replaces any authorisation still in force covering the same subject matter.

DRAFT EXTRAORDINARY RESOLUTIONS

NINETEENTH RESOLUTION

Authorisation to the Board of Directors to reduce the Company's share capital by cancelling shares purchased pursuant to its authorisation to buy back the Company's shares

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for extraordinary general meetings,

having reviewed the Board of Directors' report and the Statutory Auditors' report,

authorise the Board of Directors, in accordance with the provisions of Articles L. 225-209 et seq. of the French Commercial Code, for a period of eighteen (18) months beginning on the date of this meeting, to:

- reduce the Company's share capital by cancelling, on one or more occasions, some or all of the shares purchased under the share buyback programme authorised by the eighteenth resolution submitted to this General Meeting or under share purchase programmes authorised previously or at some future time, up to a limit of 10% of the share capital in each period of twenty-four (24) months, it being reiterated that this 10% limit applies to an amount of the Company's share capital that shall be adjusted to take into account any transactions affecting the Company's share capital after the date of this Meeting,

- allocate the difference between the redemption value of the cancelled shares and their nominal value to available premiums and reserves.

grant, more generally, all powers to the Board of Directors, with the right to sub-delegate under the conditions provided for by law, to set the terms and conditions of such capital reductions following the share cancellations authorised pursuant to this resolution, to record their completion, to make consequential amendments to the articles of association, to make all declarations to the AMF, to carry out all other formalities and, in general, to do whatever is necessary,

resolve that this authorisation cancels and replaces any authorisation still in force covering the same subject matter.

TWENTIETH RESOLUTION

Consultation of shareholders, pursuant to Article L. 225-248 of the French Commercial Code, on the continuation of the Company's business notwithstanding the recognition of accounting losses that result in shareholders' equity being less than half of the share capital

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for extraordinary general meetings,

having reviewed the Board of Directors' report, pursuant to Article L. 225-248 of the French Commercial Code,

having noted that, as a result of losses recorded during the financial year ended 31 December 2019, the Company's shareholders' equity fell below half of its share capital,

resolve that there is no need to dissolve the Company early and, consequently,

resolve that the Company should continue its business activities.

TWENTY-FIRST RESOLUTION

Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares or securities that confer equity rights, cancelling shareholders' preferential subscription rights, by way of a public offering referred to in Article L.411-2 of the French Monetary and Financial Code known as a "private placement"

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for extraordinary general meetings,, in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, in particular L. 225-129-2 to L. 225-129-6, L.225-131, L. 225-135 and L. 225-136 and Articles L. 228-91 et seq. of the French Employment Code,

having reviewed the Board of Directors' report and the Statutory Auditors' report, and having noted that the share capital has been fully paid up,

delegate to the Board of Directors their authority to approve and implement the issue, by way of public offering(s) referred to in Article L. 411-2 of the French Monetary and Financial Code (*known as "private placements"*), on one or more occasions, in the proportions and at the times it deems appropriate, both in France and elsewhere, without preferential subscription rights, of:

- (i) ordinary shares in the Company;
- (ii) securities of any kind whatsoever, issued for consideration or without consideration, giving access by any means, immediately or at some future date, to existing or new shares in the Company;
- (iii) securities of any kind whatsoever, issued for consideration or without consideration, giving access by any means, immediately or at some future date, to existing or new shares in a subsidiary of the Company;

subscriptions for shares and other transferable securities may be made in euros or in any other currency (including any other unit of account established by reference to a set of currencies), in cash, including by offsetting the subscription amount against certain, liquid and due claims,

resolve that the maximum nominal amount of the immediate or future share capital increases carried out pursuant to this delegation of authority may not exceed the cap imposed by law (i.e. on the date of this General Meeting, 20% of the share capital),

provided that:

- the maximum nominal amount of the immediate or future share capital increases carried out pursuant to this delegation of authority may not exceed, and will be deducted from, the Limit on capital increases set out in the twenty-fifth resolution below,
- the caps referred to above do not take account of any Company shares to be issued in respect of adjustments made to protect, in accordance with the law and any applicable contractual provisions, the rights of the holders of shares, transferable securities or other rights conferring access to the Company's equity,

resolve that the securities that are thereby issued conferring access to shares in the Company or in a subsidiary of the Company may consist of debt securities or be associated with the issue of such securities, or allow the issue of such securities as interim securities,

resolve that the debt securities issued pursuant to this delegation of authority may take the form of subordinated or unsubordinated securities, with a fixed or indefinite term, and be issued either in euros or in any other currency,

resolve that the aggregate nominal amount of all debt securities issued pursuant to this resolution may not exceed, and shall be deducted from, the Limit on debt securities provided for in the twenty-fifth resolution below, provided that the aggregate nominal amount of the capital increase resulting from the exercise of the rights attached to the debt securities issued pursuant to this resolution shall be limited by, and is deducted from, the caps set out in the tenth and eleventh paragraphs of this resolution,

resolve to cancel shareholders' preferential rights to subscribe for the shares and transferable securities to be issued pursuant to this resolution;

resolve that, if the subscriptions do not absorb the issue in full, the Board of Directors may limit the issue to the amount of subscriptions received, provided that amount is at least equal to three quarters of the approved issue,

note that this delegation of authority automatically entails, in favour of the holders of securities issued pursuant to this resolution that confer access to the Company's equity, a waiver by the shareholders of their preferential rights to subscribe for the shares to which such securities entitle their holders,

resolve that:

- the issue price of the directly issued shares shall be at least equal to the minimum price provided for by the regulations in force (i.e. as of today, the weighted average share price over the last three trading sessions on the Euronext Paris market prior to the launch of the public offering within the meaning of Regulation (EU) no. 2017/1129 of 14 June 2017, less a maximum discount of 10%); and
- the issue price of securities that confer access to the Company's equity will be such that the amount immediately received by the Company, plus any amount subsequently received by the Company, shall be, in respect of each share issued as a result of the issue of such securities, at least equal to the minimum subscription price as defined in the section above,

resolve that the shares shall be paid up in cash or partly in cash and partly by capitalising reserves, profits or premiums,

resolve that the Board of Directors shall have all powers, with the right to sub-delegate, to implement this delegation of authority, including - without limitation - to: set the terms, conditions and procedures, including the dates of the issues; determine the number and characteristics of the securities to be issued pursuant to this resolution, including, in relation to debt securities, their ranking, their interest rate and their interest payment conditions, their currency of issue, their term and their repayment and redemption procedures; draw up a list or the categories of subscribers to the issue; set the date, possibly with retroactive effect, on which the securities to be issued pursuant to this resolution will entitle their holders to dividends; set the terms and conditions on which the Company shall have the option to buy back or exchange the securities to be issued pursuant to this resolution; suspend the exercise of the right attached to the securities to be allotted shares in the Company, in accordance with prevailing regulations; set the terms and conditions on which the rights of the holders of transferable securities will be protected, in accordance with prevailing regulations and the terms of those transferable securities; amend the terms of the securities to be issued pursuant to this resolution during the term of those securities and in compliance with applicable formalities; carry out any offsetting against and deductions from the premium(s); and, more generally, take all appropriate measures, enter into any agreements, apply for any authorisations, carry out any formalities and do everything necessary to successfully carry out or defer the proposed issues, including recording any capital increases resulting, either immediately or at some future time, from any issues carried out pursuant to this delegation of authority, making consequential amendments to the articles of association and applying for the securities issued pursuant to this resolution to be admitted to trading on any stock market it chooses,

resolve that the Board of Directors may not, unless granted prior authorisation by the Shareholders at the General Meeting, use this delegation of authority between the date on which a third party submits a proposed takeover bid for the shares in the Company and the date on which the bid period ends;

resolve that this delegation of authority renders any previous delegation of authority covering the same subject matter invalid in respect of any unused amounts,

resolve that this delegation of authority is valid for a period of 26 months as from the date of this Meeting.

TWENTY-SECOND RESOLUTION

Delegation of authority to the board of directors to carry out capital increases restricted to categories of beneficiaries through the issue of ordinary shares or transferable securities that confer equity rights, cancelling preferential subscription rights

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for extraordinary general meetings, in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, in particular L. 225-129-2 to L. 225-129-6, L.225-135, L. 225-138 and L. 228-91 et seq. of the French Employment Code,

having reviewed the Board of Directors' report and the Statutory Auditors' report,

delegate to the Board of Directors their authority to carry out increases in the Company's capital, on one or more occasions, in the proportions and at the times that it deems appropriate, both in France and elsewhere, restricted to the categories of beneficiary listed below, by issuing:

- (i) ordinary shares in the Company;
- (ii) securities of any kind whatsoever, issued for consideration or without consideration, giving access by any means, immediately or at some future date, to existing or new shares in the Company;
- (iii) securities of any kind whatsoever, issued for consideration or without consideration, giving access by any means, immediately or at some future date, to existing or new shares in a subsidiary of the Company;

subscriptions for shares and other transferable securities may be made in euros or in any other currency (including any other unit of account established by reference to a set of currencies), in cash, including by offsetting the subscription amount against certain, liquid and due claims,

resolve to waive the preferential right of shareholders to subscribe for the shares and securities that may be issued pursuant to this resolution and to restrict the right to subscribe for such shares and securities to the categories of beneficiary that meet the following characteristics:

- (i) any special purpose vehicle ("SPV") that is not owned by the Company or any of its subsidiaries, incorporated specifically for the purposes of the transaction as described in the Board of Directors' report submitted to this Meeting; and/or
- (ii) any investment service provider licensed to provide the investment services referred to in Article L. 321-1 (6-1) of the French Monetary and Financial Code,
- (iii) natural or legal persons, including companies, trusts or investment funds or other investment vehicles irrespective of their legal form, whether under French or foreign law, habitually investing in the healthcare, biotechnology and pharmaceutical sector; and/or
- (iv) one or more strategic partners of the Company, located in France or abroad, that have entered into or that are to enter into one or more partnership agreements (development, co-development, distribution or manufacturing agreements, etc.) or sales agreements with the Company (or a subsidiary) and/or companies that they control, that control them or that are controlled by the same person(s), directly or indirectly, within the meaning of Article L. 233-3 of the French Commercial Code; and/or

- (v) any French or foreign investment service provider, or any foreign institution with an equivalent status that is able to ensure the completion of an issue intended to be placed with the persons referred to in (i) to (iv) above and that will subscribe for the shares and securities that are issued;

pursuant to Article L. 225-138 of the French Commercial Code, the Board of Directors shall approve the list of beneficiaries falling within these categories, provided that the beneficiary may, where applicable, be a single person,

resolve that the maximum nominal amount of the share capital increases, either immediately or at some future time, that may be carried out pursuant to this delegation may not exceed €200,000,

provided that:

- the aggregate nominal amount of all capital increases carried out pursuant to this resolution shall not exceed, and shall be deducted from, the Limit on capital increases set out in the twenty-fifth resolution below; and
- the cap referred to above does not take account of any Company shares to be issued in respect of adjustments made to protect, in accordance with the law and any applicable contractual provisions, the rights of the holders of shares, transferable securities or other rights conferring access to the Company's equity,

resolve that the securities that are thereby issued conferring access to shares in the Company or in a subsidiary of the Company may consist of debt securities or be associated with the issue of such securities, or allow the issue of such securities as interim securities,

resolve that the debt securities issued pursuant to this delegation of authority may take the form of subordinated or unsubordinated securities, with a fixed or indefinite term, and be issued either in euros or in any other currency,

resolve that the overall nominal amount of all debt securities issued pursuant to this resolution may not exceed, and shall be deducted from, the Limit for debt securities provided for in the twenty-fifth resolution below,

resolve that the issue price of the shares issued pursuant to this delegation of authority shall be determined by the Board of Directors, and shall be at least equal to the volume-weighted average price over the last three trading sessions prior to the setting of the issue price, less a maximum discount of 10%, taking into account, where applicable, the date on which their holders shall become entitled to receive dividends; it being specified that (i) in the event that securities conferring access to the Company's equity are issued, the issue price of the shares resulting from their exercise, conversion or exchange may be set, at the Board of Directors' discretion, by reference to a calculation formula defined by the Board of Directors and may be applicable after the issue of those securities (for example at the time of their exercise, conversion or exchange), in which case the maximum discount referred to above may be calculated, if the Board of Directors deems it appropriate, on the date on which that formula applies (and not on the date on which the issue price is set), and (ii) the issue price of any securities conferring access to the Company's equity issued pursuant to this resolution shall be such that any sum received immediately by the Company, plus any sum that it may receive on exercise or conversion of those securities is, for each share issued as a result of the issue of those securities, at least equal to the minimum amount referred to above,

resolve that the shares shall be paid up in cash or partly in cash and partly by capitalising reserves, profits or premiums,

resolve that the Board of Directors shall have all powers, with the option of sub-delegating under the conditions provided for by law, to implement this resolution including, without limitation, to determine the scope, the terms and conditions of the transactions to be carried out pursuant to this resolution; draw up a list of the beneficiaries of each issue from within the aforementioned categories and of the number of securities to be issued to each of them; set the number and characteristics of the securities to be issued pursuant to this resolution, including, in relation to debt securities, their ranking, their interest rate

and their interest payment conditions, their currency of issue, their term and their repayment and redemption procedures; set the date and the subscription price for the securities to be issued pursuant to this resolution, the date, possibly with retroactive effect, on which the securities will entitle their holders to dividends, and the procedures for paying up the securities; set up a deadline for paying up the shares; set the terms and conditions on which the rights of the holders of transferable securities will be protected, in accordance with prevailing regulations and the terms of those transferable securities; amend any terms and conditions of the securities to be issued pursuant to this resolution during the term of the securities in question and in compliance with applicable formalities; take all steps to complete the capital increases; carry out any consequential formalities; deduct the costs of the capital increase from the amount of the premiums relating thereto and deduct from that amount the amounts required to increase the legal reserve so that it equals one-tenth of the new amount of the share capital; and, more generally, take all appropriate measures, enter into any agreements, apply for any authorisations, carry out any formalities and do everything necessary to successfully carry out the proposed issues, including recording any capital increases resulting from any issue carried out pursuant to this resolution, making consequential amendments to the articles of association and applying for the securities issued pursuant to this resolution to be admitted to trading on any stock market it chooses,

resolve that the Board of Directors may not, unless granted prior authorisation by the Shareholders at the General Meeting, use this delegation of authority between the date on which a third party submits a proposed takeover bid for the shares in the Company and the date on which the bid period ends,

resolve that this delegation of authority renders any previous delegation of authority covering the same subject matter invalid in respect of any unused amounts,

resolve that this delegation of authority is valid for a period of 18 months as from the date of this Meeting.

TWENTY-THIRD RESOLUTION

Authorisation to the Board of Directors to award free shares to the employees, or to certain categories of employees, and officers of the Company and related companies or groupings

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for extraordinary general meetings, in accordance with the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code,

having reviewed the Board of Directors' report and the Statutory Auditors' report,

authorise the Board of Directors, pursuant to the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code, with the right to sub-delegate to the extent authorised by law, to allot, on one or more occasions, without consideration, existing or new ordinary shares in the Company to the beneficiaries that it shall determine from among the employees, or certain categories of employee, of the Company and the companies or groups connected to it on the conditions set out in Article L. 225-197-2 of that Code as well as to company officers, or certain categories of company officer, of the Company and the companies or groups connected to it that meet the conditions set out in Article L. 225-197-1, II of that Code, on the conditions set out below,

resolve that the existing shares or new shares to be issued pursuant to this authorisation may not represent more than 5% of the Company's share capital on the date on which the Board of Directors decides to allot them, it being specified that the number of any shares to be awarded in respect of adjustments made to protect the rights of beneficiaries of share allotments in the event of transactions involving the Company's capital or equity will be added to this limit,

resolve that (a) the allotment of shares to their beneficiaries shall become final at the end of a vesting period, the duration of which shall be set by the Board of Directors, but which may not be less than one (1) year, and (b) the beneficiaries must retain these shares for a period set by the Board of Directors. However, and without prejudice to the provisions of the penultimate paragraph of Article L. 225-197-1-II of the French Commercial Code, the Shareholders convened for the General Meeting authorise the

Board of Directors, insofar as the vesting period in respect of all or part of one or more allotments is two (2) years or more, not to apply any holding period to those shares,

resolve that, as an exception, the definitive allotment will be made before the end of the vesting period in the event that the beneficiary becomes disabled by a disability falling within the second or third categories set out in Article L. 341-4 of the French Social Security Code (or equivalent categories abroad),

resolve that the allotted shares shall be freely transferable in the event of an allotment request being made by the heirs of a deceased beneficiary or in the event that the beneficiary becomes disabled by a disability falling within the aforementioned categories of the French Social Security Code (or equivalent categories outside France),

resolve that the Board of Directors shall have all powers, with the option of sub-delegating under the conditions provided for by law, to implement this authorisation, within the limits and subject to the conditions set out above, to, without limitation, determine whether to allot existing or new shares and, where applicable, modify its choice before the final allotment; set, within the legal limits, the dates on which the shares shall be allotted; determine the identity of the beneficiaries or the categories of beneficiaries of the allotments of shares from the employees and company officers of the Company or the companies or groups referred to above and the number of shares to be allotted to each of them; determine the condition and any criteria for allotting the shares, including the minimum vesting period and any mandatory holding period for each beneficiary, on the conditions set out above, provided that, in respect of shares granted to the chairman of the board of directors, the chief executive officer or the deputy chief executive officers, the Board of Directors must either (a) resolve that the shares allotted for no consideration may not be transferred by the parties in question before they leave office, or (b) set the quantity of the allotted shares that they are required to retain until they leave office; set the date, possibly with retroactive effect, on which the newly issued shares will entitle their holders to dividends; provide for the option of provisionally suspending the right to be allotted shares; record the final vesting dates and the dates from which the shares may be freely transferred, taking account of legal restrictions, register the allotted shares in an account in the name of their holder stating, where relevant, whether such shares are blocked and, if so, how long they shall remain blocked, and unblock the shares in any circumstance in which this resolution or applicable laws allows the shares to be unblocked; make any necessary adjustments to the number of shares allotted in order to protect the rights of allotments of shares that have not yet definitively vested, in connection with any transactions in the Company's capital or equity, including in the event of an alteration in the par value of the shares, a capital increase through the capitalisation of reserves, the free allotment of shares, the issue of new shares with preferential subscription rights, a stock split or reverse stock split, the distribution of reserves, issue premiums or any other assets, a share capital repayment, a change in the distribution of profits through the creation of preference shares or any other transaction relating to the Company's equity. The shares allotted as a result of such adjustments shall be deemed to be allotted on the same day as the shares that are initially allotted; in the event that new shares are issued, to deduct, from reserves, profits or issue premiums, any sums necessary to pay up those shares, record the completion of the capital increases carried out pursuant to this resolution, make corresponding amendments to the Articles of Association and, in general, carry out all acts and formalities necessary for the listing and financial servicing of the shares issued pursuant to this delegation of authority; and more generally, enter into all agreements, draw up all documents, carry out all formalities and make any declarations to any bodies and do anything else that may be necessary,

note that in the event of the free allotment of new shares, this authorisation shall require, as the shares vest, a capital increase through the capitalisation of reserves, profits or issue premiums in favour of the beneficiaries of those shares and a corresponding waiver by the shareholders, in favour of the beneficiaries, of their preferential right to subscribe for those shares and to the share of reserves, profits or premiums that shall be capitalised in connection with this allotment,

resolve that this authorisation renders any previous delegation of authority covering the same subject matter invalid in respect of any unused amounts,

resolve that this delegation of authority is valid for a period of 38 months as from the date of this Meeting,

note the fact that, in the event that the Board of Directors uses this authorisation, the Board of Directors shall report to the Ordinary General Meeting on the transactions carried out pursuant to the provisions of Articles L.225-197-1 to L.225-197-3 of the French Commercial Code, under the conditions provided for by Article L.225-197-4 of said Code.

TWENTY-FOURTH RESOLUTION

Delegation of authority to the Board of Directors to issue subscription warrants for ordinary shares with cancellation of preferential subscription rights in favour of certain categories of person

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for extraordinary general meetings,

having reviewed the Board of Directors' report and the Statutory Auditors' report, in accordance with Articles L.225-129 to L.225-129-6, L.225-35, L.225-138 and L.228-92 et seq. of the French Commercial Code,

delegate their authority to the Board of Directors to issue, on one or more occasions, subscription warrants for ordinary shares ("**BSAs**") with the cancellation of preferential subscription rights in favour of a category of persons,

resolve that the maximum nominal amount of the capital increases that may be carried out, immediately or at some future time, pursuant to this delegation of authority shall be 2% of the number of shares comprising the share capital on the date on which the Board of Directors resolves to implement this delegation of authority; provided that such maximum amount shall be increased by the nominal value of the securities to be issued to protect, in accordance with the law, the rights of the holders of securities and other rights that confer access to the Company's equity,

resolve that each BSA shall give its holder the right to subscribe for one (1) new ordinary share,

resolve to cancel shareholders' preferential subscription rights in favour of (i) members of the Company's Board of Directors in office on the date on which the BSAs are allotted who are not employees or executives of the Company or any of its subsidiaries, (ii) natural or legal persons bound by a service or consulting agreement to the Company, or (iii) the members, who are not employees or executives of the Company or any of its subsidiaries, of any existing committee or any committee that the Board of Directors may establish in the future,

resolve that the BSAs must be exercised within ten (10) years of being issued and that any BSAs that have not been exercised at the end of that ten (10) year period shall automatically lapse,

resolve that for as long as the Company's shares are admitted to trading on a regulated market, the subscription price for one ordinary share in the Company on exercising a BSA, which shall be determined by the Board of Directors at the time the BSAs are allotted, must be at least equal to the volume-weighted average of the twenty (20) trading sessions prior to the date of the Board's decision to allot the BSAs, reduced where applicable by a maximum discount of 5%,

authorise the Company to require the holders of the BSAs to accept the redemption or reimbursement of their rights, as provided for in Article L. 228-102 of the French Commercial Code,

resolve that the Board of Directors shall have all powers to implement this delegation of authority, with the right to sub-delegate to the Chief Executive Officer, within the limits and subject to the conditions set out above, to, without limitation, issue the BSAs, determine the subscription price of the BSAs and the exercise price of the BSAs, determine the list of recipients and the number of BSAs that may be subscribed for by each recipient, determine the specific terms and conditions of the BSAs to be entered into by each holder, determine the conditions on the protection of the rights of holders of the BSAs, ensure compliance with the conditions relating to the validity and the exercise of the BSAs, receive the

BSA exercise notices, record the resulting capital increases and amend the Articles of Association accordingly, take all necessary measures to protect the holders of the BSAs and, in general, take all steps and carry out all necessary formalities in connection with the issue referred to above,

resolve that this delegation of authority renders any previous delegation of authority covering the same subject matter ineffective in respect of the unused portion thereof,

resolve that this delegation of authority shall be valid for a period of 18 months as from the date of this meeting.

TWENTY-FIFTH RESOLUTION

Upper limit on share capital increases that may be carried out immediately and/or in the future pursuant to the twenty-first and twenty-second resolutions of this Meeting

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for extraordinary general meetings,

having reviewed the Board of Directors' report,

resolve that the total amount of the share capital increases that may be carried out immediately and/or at some future time pursuant to the twenty-first and twenty-second resolutions put forward to this Meeting may not exceed a total nominal amount of €200,000 (i.e. a maximum of 20,000,000 shares, based on the nominal value of the Company's shares of €0.01) (the "**Limit on Capital Increases**"), it being specified that this overall amount does not take account of any adjustments that may be made pursuant to applicable laws and regulations or any contractual provisions providing for other adjustment situations, to protect the rights of holders of securities or other rights conferring access to the Company's equity, and

resolve that the maximum total nominal amount of debt securities that may be issued pursuant to the delegations of authority granted under the twenty-first and twenty-second resolutions is set at €50,000,000 (or the equivalent on the issue date) (the "**Limit on Debt Securities**").

TWENTY-SIXTH RESOLUTION

Delegation of authority to the Board of Directors to carry out capital increases through the issue of ordinary shares or other securities that give immediate and/or future equity rights in the Company, restricted to members of a company savings plan

The Shareholders convened for the General Meeting, voting in accordance with the quorum and majority requirements for extraordinary general meetings, in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, in particular L. 225-129-2, L. 225-129-6 and L. 225-138-1, and Articles L. 3332-18 et seq. of the French Employment Code,

having reviewed the Board of Directors' report and the Statutory Auditors' report,

delegate to the Board of Directors, with the right to sub-delegate on the conditions provided for by law, its authority to increase, on one or more occasions, in the proportions and at the times it deems appropriate, the Company's share capital by a maximum nominal amount of €10,000 (i.e. a maximum of 1,000,000 shares, based on the nominal value of the Company's shares of €0.01), by issuing shares or other marketable securities conferring access to the Company's equity, restricted to members of a company savings plan established by the Company and any French or foreign companies connected to it on the conditions set out in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Employment Code, it being specified that this cap independent and separate from the caps applicable to capital increases resulting from the issues of ordinary shares or marketable securities authorised by the other resolutions submitted to this General Meeting as well as by any resolutions that were passed at any previous General Meeting and remain in force,

resolve that the subscription price for the shares will be determined in accordance with the provisions of Article L. 3332-19 of the French Employment Code,

resolve to waive the preferential rights of shareholders to subscribe for the new shares to be issued or other securities conferring access to the Company's equity and to the securities to which the securities issued pursuant to this resolution to members of a company savings plan will entitle their holders,

resolve that the characteristics of the other securities conferring access to the Company's equity shall be determined by the Board of Directors in accordance with the conditions set out in regulations,

resolve that the Board of Directors shall have all powers, with the option of sub-delegating under the conditions provided for by law, to implement this authorisation and, in particular, to set the terms and conditions of the transactions and the determine the dates and terms of the issues to be carried out pursuant to this authorisation, to set the dates on which subscriptions will open and close, the dates on which holders of the securities shall become entitled to receive dividends, the procedures for paying up the shares and other securities conferring access to the Company's equity, apply for the new securities to be admitted to trading on any stock market it chooses, record the completion of the capital increases at the amount of the shares that are actually subscribed for, carry out, directly or through an agent, all operations and formalities relating to the capital increases and, at its sole discretion and if it deems it appropriate, deduct the costs of the capital increases from the amount of the premiums relating to those increases and deduct from that amount the amounts required to increase the legal reserve so that it equals one-tenth of the new amount of the share capital following each capital increase,

resolve that this delegation of authority cancels and replaces any delegation of authority still in force covering the same subject matter.

resolve that this delegation of authority has been granted for a period of twenty-six (26) months as from the date of this Meeting;

DRAFT ORDINARY RESOLUTIONS

TWENTY-SEVENTH RESOLUTION

Powers to carry out formalities

All powers are given to the bearer of an original, a copy or an extract of these minutes for the purpose of carrying out any formalities required by law.