

ADOCIA

French Société anonyme with a share capital of € 893 917,10
Headquarters: 115 avenue Lacassagne - 69003 Lyon
487 647 737 R.C.S. Lyon

**ANNUAL COMBINED SHAREHOLDERS MEETING
ON MAY 11, 2023**

Annual Shareholders' Meeting Agenda:

Reading of the auditors' reports on the annual and consolidated financial statements including corporate governance for the fiscal year closed December 31, 2022 and the agreements specified in Articles L. 225-38 and following articles of the French Commercial Code,

Reading of the management report of the Board of Directors, to which is attached the Chairman's report on the corporate governance - presentation by the Board of the annual and consolidated financial statements for the fiscal year closed December 31, 2022,

- First resolution: Approval of the annual financial statements for the fiscal year closed December 31, 2022,
- Second resolution: Approval of the consolidated financial statements for the fiscal year closed December 31, 2022,
- Third resolution: Allocation of income for the fiscal year closed December 31, 2022,
- Fourth resolution: Allocation of losses carried forward to the "share premium" account,
- Fifth resolution: Review of the agreements specified in Articles L. 225-38 and following articles of the French Commercial Code,
- Sixth resolution: Ratification of the provisional appointment of Mr. Mads Dall as a Director,
- Seventh resolution: Vote on the information relating to the 2022 compensation of corporate officers (excluding executive corporate officers) mentioned in Article L. 22-10-9 of the French Commercial Code,
- Eighth resolution: Approval of the components of the compensation for the fiscal year closed December 31, 2022 due or awarded to Mr. Gérard Soula, Chief Executive Officer,
- Ninth resolution: Approval of the components of the compensation for the fiscal year closed December 31, 2022 due or awarded to Mr. Olivier Soula, Deputy General Manager,
- Tenth resolution: Approval of the compensation policy for the corporate officers (excluding executive directors) awarded for the 2023 fiscal year,
- Eleventh resolution: Approval of the compensation policy that may be awarded to the Chairman of the Board of Directors, for the 2023 fiscal year,
- Twelfth resolution: Approval of the compensation policy that may be awarded to the General Manager, for the 2023 fiscal year,
- Thirteenth resolution: Approval of the compensation policy that may be awarded to the Deputy General Manager, for the 2023 fiscal year,
- Fourteenth resolution: Renewal of the term of office of Mr. Gérard Soula,
- Fifteenth resolution: Renewal of the term of office of Mr. Mads Dall,
- Sixteenth resolution: Reappointment of Ernst & Young and Others as statutory auditors,
- Seventeenth resolution: Authorization to be given to the Board of Directors for the Company to purchase its own shares,

Extraordinary Shareholders' Meeting Agenda:

- **Eighteenth resolution:** Authorization to be granted to the Board of Directors to reduce stated capital by cancelling shares pursuant to the authorization for the Company to purchase its own shares,
- **Nineteenth resolution:** Delegation of authority to be granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or any other securities, with waiver of shareholders' pre-emptive rights and a public offering (other than the offerings referred to in paragraph 1 of Article L. 411-2 of the Monetary and Financial Code),
- **Twentieth resolution:** Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares and/or any other securities, without shareholders' pre-emptive subscription rights, in connection with an offer referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code and a public offering,
- **Twenty-first resolution:** Authorization to be granted to the Board of Directors to determine the issue price for up to 10% of stated capital, if shares or any equity securities are issued without a preemptive subscription right for shareholders, as set forth in the nineteenth and twentieth resolutions,
- **Twenty-second resolution:** Delegation of authority to be granted to the Board of Directors to increase capital immediately or in the future by issuing common shares and/or equity securities giving access to capital, without a preemptive subscription right for shareholders, in favor of a category of persons satisfying specified characteristics (investors active in the sector of biotechnologies),
- **Twenty-third resolution:** Delegation of authority to be granted to the Board of Directors to increase capital immediately or in the future by issuing common shares and/or equity securities giving access to capital, without a preemptive subscription right for shareholders, in favor of a category of persons satisfying specified characteristics (health-strategic or financial partners),
- **Twenty-fourth 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 without preferential subscription rights decided under the terms of the above delegations,
- **Twenty-fifth resolution:** Delegation of authority to the Board of Directors to issue ordinary shares and/or securities in the event of a public offer with an exchange component initiated by the Company,
- **Twenty-sixth resolution:** Delegation of powers to the Board of Directors to decide on the issue of ordinary shares of the Company and/or securities giving access by any means, immediately and/or in the future, to ordinary shares of the Company, up to a limit of 10% of the share capital, to remunerate contributions in kind of equity securities or securities giving access to the share capital of third-party companies outside a public exchange offer,
- **Twenty-seventh resolution:** Aggregate limits on the issues completed pursuant to the delegations mentioned above,
- **Twenty-eighth resolution:** Delegation of authority to be granted to the Board of Directors to increase capital by issuing common shares and/or equity securities, without a preemptive subscription right for shareholders, in favor of a certain category of persons ensuring the underwriting of Company's equity securities within a specific equity or bond financing program,
- **Twenty-ninth resolution:** Delegation of authority granted to the Board of Directors to issue and attribute warrants for shares, without a preemptive subscription right for shareholders, to the profit of (i) board members and advisors at the grant date of the warrants (ii) persons bound by a contract or by a consulting agreement to the Company or to any of its subsidiaries, (iii) members of a committee created or to be created by the board,
- **Thirtieth resolution:** Delegation of authority to the Board of Directors to increase the share capital by incorporation of premiums, reserves, profits or other items,
- **Thirty-first resolution:** Delegation of authority to be granted to the Board of Directors to increase the maximum nominal amount of shares that may be issued upon conversion of the bonds convertible into shares known as "OC1124" issued by the Company on November 30, 2022,
- **Thirty-second resolution:** Modification of the article 11.2 of the bylaws,
- **Thirty-third resolution:** Delegation to be granted to the Board of Directors to increase stated capital by issuing shares of the Company without a preemptive subscription right for shareholders in favor of the employees who participate in a corporate savings plan.

RESOLUTIONS

RESOLUTIONS TO BE SUBMITTED TO THE ORDINARY ANNUAL SHAREHOLDERS' MEETING

First resolution

Approval of the annual financial statements for the fiscal year closed December 31, 2022

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the management report including the report on the Corporate governance of the Board of Directors and the Statutory Auditors' report,

approve the annual financial statements for the fiscal year closed December 31, 2022, as they have been presented thereto, as well as the transactions evidenced in said financial statements and summarized in said reports,

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

Second resolution

Approval of the consolidated financial statements for the fiscal year closed December 31, 2022

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the management report of the Board of Directors and the Statutory Auditors' report,

approve the consolidated financial statements for the fiscal year closed December 31, 2022, as they have been presented thereto, as well as the transactions evidenced in said financial statements and summarized in said reports,

Third resolution

Allocation of income for the fiscal year closed December 31, 2022

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the management report of the Board of Directors,

noting that the profit for the fiscal year closed December 31, 2022 totaled € 594 994.21,

decide to allocate said profit to the accounting items entitled "retained earnings".

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

Fourth resolution

Allocation of losses carried forward to the "share premium" account

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, having deliberated and reviewed the report of the Board of Directors,

noting that the debit balance of the "retained earnings" account amounts to € 92 863 497.76 after allocation of the profit for the financial year ended December 31, 2022,

decides to allocate the losses recorded in the "retained earnings" account in the amount of € 86 729 378.47 to the "share premium" account,

notes that as a result of the above, the balance of the "retained earnings" account amounts to € 6 134 119.29.

Fifth resolution

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

The shareholders, voting pursuant to the quorum and majority requirements for annual shareholders' meetings, and in Article L.225-38 of the French Commercial Code,

having deliberated and reviewed the special Statutory Auditors' report on the related-party transactions referred to in Articles L. 225-38 and following articles of the French Commercial Code,

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

Sixth resolution

Ratification of the provisional appointment of Mr. Mads Dall as a Director

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

having reviewed the report of the Board of Directors,

having taken note that the Board of Directors, at its meeting of December 14, 2022, appointed Mr. Mads Dall as director to replace Bpifrance Investissement, which has resigned, for the remainder of the latter's term of office, that is until the end of the ordinary annual general meeting called to approve the financial statements for the year ending December 31, 2022,

validate, in accordance with the provisions of Article L. 225-24 of the French Commercial Code, the appointment of Mr. Mads Dall as a director.

Seventh resolution

Vote on the information relating to the 2022 compensation of corporate officers (excluding executive corporate officers) mentioned in Article L. 22-10-9 of the French Commercial Code

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

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

approve, in application of Article L. 22-10-34 of the French Commercial Code, the information mentioned in Article L. 22-10-9 of the French Commercial Code concerning corporate officers (excluding executive corporate officers), such that they appear in the Universal Registration Document (URD) 2022, chapter 3 "corporate governance - corporate governance report", section 3.2.4.

Eighth resolution

Approval of the components of the compensation for the fiscal year closed December 31, 2022 due or awarded to Mr. Gérard Soula, Chief Executive Officer

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

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

pursuant to paragraph II of the Article L. 22-10-34 of the French Commercial Code,

approve the fixed, variable and extraordinary awarded or to be awarded for the 2022 fiscal year to the Chairman and Chief Executive Officer, Mr. Gérard Soula, as determined by the Board of directors in accordance with the principles and criteria approved by the shareholders at the Company Shareholders' meeting of 28 June 2022 in the tenth resolution and detailed in the 2022 Universal Registration Document (URD), chapter 3 "Corporate Governance", section 3.2, sub-section 3.2.1 "Compensation paid to the Corporate Officers".

Ninth resolution

Approval of the components of the compensation for the fiscal year closed December 31, 2022 due or awarded to Mr. Olivier Soula, Deputy General Manager

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

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

pursuant to paragraph II of the Article L.22-10-34 of the French Commercial Code.

approve the fixed, variable and extraordinary awarded or to be awarded for the 2022 fiscal year to Deputy General Manager, Mr. Olivier Soula, as determined by the Board of directors in accordance with the principles and criteria approved by the shareholders at the Company Shareholders' meeting of 28 June 2022 in the tenth resolution, and detailed in the 2021 Universal Registration Document (URD), chapter 3 "Corporate Governance", section 3.2, sub-section 3.2.1 "Compensation paid to the Corporate Officers".

Tenth resolution

Approval of the compensation policy for the corporate officers (excluding executive directors) awarded for the 2023 fiscal year

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

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

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

approve the compensation policy for corporate officers (excluding executive directors) awarded for the 2023 fiscal year as detailed in the 2022 Universal Registration Document (URD), chapter 3 "Corporate Governance", section 3.2, sub-section 3.2.3 "Compensation policy of the corporate officers".

Eleventh resolution

Approval of the compensation policy that may be awarded to the Chairman of the Board of Directors for the 2023 fiscal year,

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

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

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

noting that the Board of Directors, in the context of the new governance structure to be put in place after this meeting, is considering separating the functions of Chairman and General Manager,

approve the compensation policy that may be awarded to the Chairman of the Board of Directors for the 2023 fiscal year as detailed in the 2022 Universal Registration Document (URD), chapter 3 "Corporate Governance", section 3.2, sub-section 3.2.3 "Compensation policy of the corporate officers".

Twelfth resolution

Approval of the compensation policy that may be awarded to the General Manager for the 2023 fiscal year,

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

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

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

noting that the Board of Directors, in the context of the new governance structure to be put in place after this meeting, is considering separating the functions of Chairman and General Manager,

approve the compensation policy that may be awarded to the General Manager for the 2023 fiscal year as detailed in the 2022 Universal Registration Document (URD), chapter 3 "Corporate Governance", section 3.2, sub-section 3.2.3 "Compensation policy of the corporate officers".

Thirteenth resolution

Approval of the compensation policy that may be awarded to the Deputy General Manager for the 2023 fiscal year,

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

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

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

approve the compensation policy that may be awarded to the Deputy General Manager for the 2023 fiscal year as detailed in the 2022 Universal Registration Document (URD), chapter 3 “Corporate Governance”, section 3.3, sub-section 3.2.3 “compensation policy of the corporate officers”.

Fourteenth resolution

Renewal of the term of office of Mr. Gérard Soula

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

having reviewed the report of the Board of Directors,

noting that the term of office as Director of Mr. Gérard Soula expires at the close of this Meeting,

decide to renew the term of office of Mr. Gérard Soula as director for a period of three (3) years expiring at the close of the annual ordinary shareholders' meeting called to approve the financial statements for the year ending December 31, 2025.

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

Fifteenth resolution

Renewal of the term of office of Mr. Mads Dall

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

having reviewed the report of the Board of Directors,

noting that the term of office as Director of Mr. Mads Dall expires at the close of this Meeting,

decide to renew the term of office of Mr. Mads Dall as director for a period of three (3) years expiring at the close of the annual ordinary shareholders' meeting called to approve the financial statements for the year ending December 31, 2025.

Mr. Mads Dall has already accepted the renewal of his term of office.

Sixteenth resolution

Reappointment of Ernst & Young and Others as statutory auditors

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

having reviewed the report of the Board of Directors,

noting that the term of office of Ernst & Young and Others as statutory auditor expires at the close of this Meeting,

decide to renew the appointment of Ernst & Young and Others as statutory auditors for a term of six (6) financial years expiring at the end of the annual ordinary general meeting of shareholders called to approve the financial statements for the financial year ending December 31, 2028.

Seventeenth resolution

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

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

having reviewed the report of the Board of Directors,

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

Council of 16 April 2014 on market abuse, of the Company's shares,

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

decide that the authorization may be used to:

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

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

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

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

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

This authorization terminates any prior authorization with the same purpose.

RESOLUTIONS TO BE SUBMITTED TO THE EXTRAORDINARY ANNUAL SHAREHOLDERS' MEETING

Eighteenth resolution

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

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

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

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

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

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

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

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

Nineteenth resolution

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

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

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

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

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

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

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

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

decide to fix at 170.000 euros (or the equivalent of this amount in the event of issue in another currency) the maximum nominal amount of the capital increases likely to be carried out, immediately and / or in the long term, under this resolution, it being specified that:

- the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall be deducted from the overall ceiling set forth in the twenty-seventh resolution below,
- to these ceilings will be added, if necessary, the nominal value of the shares to be issued to preserve, in accordance with the law, and, where applicable, with the applicable contractual stipulations, the rights of holders of securities and other rights giving access to capital,

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

- this amount will be increased, where applicable, by any reimbursement premium above par,

- this amount will be included in the aggregate ceiling specified referred to in the twenty-seventh resolution below,
- this ceiling does not apply to debt securities referred to in articles L. 228-40, L. 228-36-A and L. 228-92 paragraph 3 of the French Commercial Code whose issue would be decided or authorized by the board of administration under the conditions provided for by article L. 228-40 of the French Commercial Code, or in other cases, under the conditions that the Company would determine in accordance with the provisions of article L. 228-36- A of French Commercial Code

decide that, if the subscriptions have not absorbed the whole of such an issue, the board of directors may use, in the order it determines, one or the other of the following options:

- limit the issue to the amount of subscriptions, provided that these reach at least three-quarters of the issue initially decided,
- freely distribute all or part of the unsubscribed securities issued between the persons of its choice, and
- offer to the public, on the French or international market, all or part of the unsubscribed securities issued,

decide that the issue price of the shares and securities likely to be issued under this delegation will be set by the Board of Directors, in accordance with the provisions of Articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code (as an indication on the date of this General Meeting, the issue price of the shares must be at least equal to the weighted average of the prices of the last three trading sessions prior to the beginning of the public offering within the meaning of EU Regulation No. 2017/1129 of June 14, 2017 on the regulated market of Euronext in Paris, possibly reduced by a discount of up to 10%), and corrected in the event of a difference in the date of dividend entitlement, it being specified that the issue price of the securities giving access to the capital, if any, issued pursuant to this resolution shall be such that the amount received immediately by the Company, if any, plus the amount likely to be received by it on the exercise or conversion of the said securities, shall be, for each share issued as a result of the issue of these securities, at least equal to the minimum amount referred to above,

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

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

decide that the Board may:

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

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

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

Twentieth resolution

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

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

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

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

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

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

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

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

decide that the total nominal amount of the share capital increases likely to be carried out immediately and/or in the future, by virtue of the present delegation, may not exceed 170,000 euros, nor, in any event, exceed the limits provided for by the regulations applicable on the date of issue (for information, on the date of the present General Meeting, the issue of equity securities carried out by means of an offer referred to in paragraph 1^o of Article L. 411-2 II of the French Monetary and Financial Code is limited to 20% of the Company's capital per year, said capital being assessed on the date of the Board of Directors' decision to use this delegation), to which may be added, where applicable, the additional amount of shares to be issued to preserve, in accordance with legal or regulatory provisions and, where applicable, applicable contractual stipulations, the rights of holders of securities giving access to the shares

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

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

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

decide that, if subscriptions do not absorb the entirety of such an issue, the Board may use, in the order it shall determine, one or other of the following options:

- limit the issue to the amount of subscriptions, provided that these reach at least three-quarters of the issue initially decided,
- freely allocate all or part of the unsubscribed securities issued among the persons of its choice,

decide that the issue price of the shares likely to be issued by virtue of the present delegation will be set by the Board of Directors in accordance with the provisions of Articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code (as an indication, on the date of this General Meeting, the issue price of the shares must be at least equal to the weighted average of the prices of the last three trading sessions prior to the start of the public offering within the meaning of EU Regulation No. 2017/1129 of June 14, 2017 on the regulated market of Euronext in Paris, possibly reduced by a maximum discount of 10%), it being specified that the issue price of the securities giving access to the capital, if any, issued pursuant to this resolution shall be such that the amount, if any, received immediately by the Company, plus the amount likely to be received by it on the exercise or conversion of said securities, shall be, for each

share issued as a result of the issue of such securities, at least equal to the minimum amount referred to above,

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

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

decide that the Board of Directors may:

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

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

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

Twenty-first resolution

Authorization to be granted to the Board of Directors to determine the issue price for up to 10% of stated capital, if shares or any equity securities are issued without a preemptive subscription right for shareholders, as set forth in the nineteenth and twentieth resolutions,

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

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

in accordance with the provisions of Article L. 22-10-52 of the French Commercial Code,

authorize the Board of Directors, with the option of sub-delegation, for each of the issues decided within the framework of the delegations granted under the terms of the nineteenth and twentieth resolutions above and within the limit of 10% of the Company's capital (as it exists on the date of the operation) per 12-month period, to derogate from the conditions for setting the price provided for in the aforementioned resolutions and to set the issue price of the ordinary shares and/or of the securities giving access, immediately or in the future, to the capital, in accordance with the following procedures:

- the issue price of the ordinary shares shall be at least equal to the weighted average of the prices for the last three trading sessions preceding its determination, possibly reduced by a maximum discount of 20%, it being recalled that it may not in any event be less than the par value of a share in the Company on the date of issue of the shares concerned, and it being specified that (i) in the event of the issue of securities giving access to the capital the issue price of the shares likely to result from their exercise, conversion or exchange may be set, at the Board's discretion, by reference to a calculation formula defined by the Board and applicable after the issue of the said securities (for example, on their exercise, conversion or exchange), in which case the maximum discount referred to above may be assessed, if the Board sees fit, on the date of application of the said formula (and not on the date of pricing of the issue of the securities), and (ii) the issue price of the securities giving access to the share capital, if any, issued pursuant to this resolution shall be such that the amount, if any, immediately received by the Company increased by the amount that may be received by the Company upon exercise or conversion of said securities, is, for each share issued as a result of the issue of these securities, at least equal to the minimum amount referred to above,

- the issue price of the securities giving access to the capital shall be such that the amount received immediately by the Company, plus any amount that may be received subsequently by the Company, shall be, for each share issued as a result of the issue of such securities, at least equal to the issue price defined in the paragraph above,

decide that the Board shall have full powers to implement this resolution in accordance with the terms of the resolution under which the issue is decided,

decide that the present delegation is given to the Board of Directors for a period of twenty-six (26) months as from the present meeting.

Twenty-second resolution

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

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

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

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

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

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

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

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

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

decide that the total nominal value of the increases of stated capital that may be completed immediately and/or in the future pursuant to this delegation may not exceed 170,000 euros (or the equivalent of said amount in the event of an issue in another currency), maximum amount to which may be added, if any, the additional amount of the shares to be issued to preserve, in accordance with legal or regulatory provisions and, as the case may be, with the applicable contractual provisions, the rights of the holders of securities and other rights giving access to shares,

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

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

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

- this ceiling will not apply to the securities mentioned in the Articles L.228-40, L. 228-36-A et L.228-92 paragraph 3 of the French commercial code, which issuance would have been issued or authorized by the Board of Directors pursuant to the Article L.228-40 of the French commercial code, or in other situations, under the conditions that the Company would have determined pursuant to article L. 228-36- A of the French commercial code.

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

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

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

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

specify that the delegation so granted to the Board will be valid for eighteen (18) months after this meeting and ends any previous delegation of powers for the same purpose.

acknowledge that, in the event that the board comes to use the delegation of authority conferred on it in this resolution, the board will report to the next ordinary general meeting, in accordance with law and regulations, the use made of the authorizations conferred in this current resolution.

Twenty-third resolution

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

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

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

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

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

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

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

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

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

decide that the total nominal value of the increases of stated capital that may be completed immediately and/or in the future pursuant to this delegation may not exceed 170,000 euros (or the equivalent of said amount in the event of an issue in another currency), maximum amount to which may be added, if any, the additional amount of the shares to be issued to preserve, in accordance with legal or regulatory provisions and, as the case may be, with the applicable contractual provisions, the rights of the holders of securities and other rights giving access to shares,

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

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

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

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

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

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

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

specify that the delegation so granted to the Board will be valid for eighteen (18) months after this meeting and ends any previous delegation of powers for the same purpose.

acknowledge that, in the event that the board comes to use the delegation of authority conferred on it in this resolution, the board will report to the next ordinary general meeting, in accordance with law and regulations, the use made of the authorizations conferred in this current resolution.

Twenty-fourth 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 without preferential subscription rights decided under the terms of the above delegations.

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

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

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

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

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

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

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

Twenty-fifth resolution

Delegation of authority to the Board of Directors to issue ordinary shares and/or securities in the event of a public offer with an exchange component initiated by the Company

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

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

in accordance with the provisions of Articles L. 22-10-49, L. 22-10-54, L. 225-129 to L. 225-129-6, L. 228-91 and L. 228-92 of the French Commercial Code,

delegate to the Board of Directors the power to decide, on one or more occasions, to issue ordinary shares of the Company and/or securities giving access by any means, immediately and/or in the future, to ordinary shares of the Company as consideration for securities tendered to a public offer including an exchange component initiated by the Company in France or abroad, in accordance with local rules, for securities of another company admitted to trading on one of the markets referred to in the aforementioned Article L. 22-10-54 above, said shares conferring the same rights as the existing shares, subject to their dividend date,

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

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

decide that the total nominal amount of the share capital increases likely to be carried out immediately and/or in the future, by virtue of the present delegation, may not exceed 87,000 euros, to which shall be added, where applicable, the amount of additional shares to be issued to preserve, in accordance with the legal or regulatory provisions and, where applicable, the applicable contractual stipulations, the rights of the holders of securities giving access to the capital,

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

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

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

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

decide that the Board will have full powers, with the option of sub-delegation under the conditions laid down by law, to implement this delegation and, in particular, to:

- determine the list of securities tendered in exchange, and the form and characteristics of the shares or securities giving access to the capital to be issued, with or without premium,
- set the terms of the issue, the exchange ratio and, if applicable, the amount of the cash balance to be paid,
- determine the terms of the issue, in particular in the context of a public exchange offer, an alternative purchase or exchange offer, on a principal basis, combined with a public exchange or purchase offer on a subsidiary basis,
- record the number of shares contributed to the exchange,
- set the dividend entitlement date, which may be retroactive, of the shares or securities giving access to the capital to be issued, the method of payment and, where applicable, the terms and conditions for the exercise

- of rights to exchange, convert, redeem or otherwise allocate equity securities or securities giving access to the capital,
- to record the difference between the issue price of the new ordinary shares and their par value as a liability in the balance sheet under the "contribution premium" account, to which all shareholders' rights will be attached,
- to make all adjustments required by law or regulation and, where applicable, by contractual provisions, to protect the rights of holders of securities giving access to the Company's capital, and
- suspend, if necessary, the exercise of the rights attached to these securities for a maximum period of three months,

decide that the Board may:

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

Twenty-sixth resolution

Delegation of powers to the Board of Directors to decide on the issue of ordinary shares of the Company and/or securities giving access by any means, immediately and/or in the future, to ordinary shares of the Company, up to a limit of 10% of the share capital, to remunerate contributions in kind of equity securities or securities giving access to the share capital of third-party companies outside a public exchange offer

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

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

in accordance with the provisions of Article L. 225-147 and Article L. 22-10-53 of the French Commercial Code,

delegate to the Board of Directors the power to decide, on the basis of the report of one or more contribution auditors, to issue, on one or more occasions, in the proportions and at the times it sees fit, ordinary shares in the Company or securities giving immediate and/or future access by any means to ordinary shares in the Company, in consideration of contributions in kind granted to the Company and consisting of equity securities or securities giving access to the capital, where the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable, said shares conferring the same rights as the existing shares, subject to their dividend date,

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

note, as necessary, that this delegation of authority automatically entails the express waiver by the shareholders of their preferential subscription rights to the shares to which these securities will entitle them, in favor of the holders of the securities thus issued, where applicable,

decide that the total nominal amount of the share capital increases likely to be carried out immediately and/or in the future, by virtue of this delegation, may not exceed 10% of the Company's share capital (as it exists on the date of the operation), to which shall be added, where applicable, the amount of additional shares to be issued to preserve, in accordance with the legal or regulatory provisions and, where applicable, the contractual stipulations, the rights of the holders of securities and other rights giving access to the capital,

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

decide to set at 87,000 euros (or the equivalent value of this amount in the event of an issue in another currency) the maximum nominal amount of debt securities that may be issued by virtue of this delegation, it being specified that:

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

of Directors under the conditions provided for in Article L. 228-40 of the French Commercial Code, or in other cases, under the conditions to be determined by the Company in accordance with the provisions of Article L. 228-36-A of the French Commercial Code

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

note that the Board has full powers, with the option of sub-delegation under the conditions provided for by law, to approve the valuation of the contributions, to decide on and record the completion of the capital increase remunerating the contribution transaction, to charge to the contribution premium, where appropriate, all the expenses and duties incurred by the capital increase to deduct from the contribution premium, if it deems it necessary, the sums required to fund the legal reserve, to make the corresponding amendments to the bylaws, to take any decision with a view to the admission of the securities thus issued to trading on the regulated market of Euronext in Paris and, more generally, to do all that is required of it.

Twenty-seventh resolution

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

The shareholders, voting pursuant to the quorum and majority requirements for special shareholders' meetings, having reviewed the report of the Board of Directors and the extraordinary auditors' report,

decide that:

- the maximum aggregate nominal value of the capital increases that may be completed pursuant to the delegations granted in the nineteenth to the twenty-sixth resolutions above may not exceed 450,000 euros, provided, however, that the additional value of the shares to be issued to preserve, in accordance with legal or regulatory provisions and, if appropriate, applicable contractual provisions, the rights of the holders of securities granting access to the shares will be added to this ceiling,
- the maximum aggregate par value of debt securities that may be issued pursuant to the delegations granted under the resolutions mentioned above is set at 50,000,000 euros (or the equivalent on the issue date of this amount in foreign currency or an accounting unit calculated by reference to multiple currencies) being specified that this ceiling will not apply to the securities mentioned in the Articles L.228-40, or for the other cases, under conditions that the Company would determine pursuant to the article L.228-36-A of the French Commercial Code.

Twenty-eighth resolution

Delegation of authority to be granted to the Board of Directors to increase capital by issuing common shares and/or equity securities, without a preemptive subscription right for shareholders, in favor of a certain category of persons ensuring the underwriting of Company's equity securities within a specific equity or bond financing program

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

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

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

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

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

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

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

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

decide that the total nominal value of the increases of stated capital that may be completed immediately and/or in the future pursuant to this delegation may not exceed 170,000 euros or, in any event, exceed the limits specified by applicable law as of the issue date, to which will be added any additional value of shares to be issued to preserve, in accordance with legal or regulatory provisions and any applicable contractual provisions, the rights of the holders of securities granting access to said shares, it is specified that this ceiling is set independently and distinct from the ceiling referred to in the twenty-seventh resolution below,

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

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

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

delegate to the Board of Directors the power to increase the number of shares or securities to be issued in the event of oversubscription in the context of the capital increases of the Company that would be decided on by virtue of the present resolution, under the conditions provided for in Articles L. 225-135-1 and R. 225-118 of the French Commercial Code (i.e., to date, within thirty days of the close of the subscription period, at the same price as that used for the initial issue and up to a limit of 15% of the initial issue), said shares conferring the same rights as the existing shares subject to their date of entitlement to dividends,

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

- determine the amounts of the capital increase, the issue price (provided that it will be determined as detailed above) as well as the amount of the premium that could be, if appropriate, asked at the issuance,
- determine the dates, conditions and procedures for any issue, as well as the form and characteristics of the shares or equity securities to be issued,
- to fix the effective dates, which may be retroactive, for the shares or equity securities to be issued, the procedures to pay for them,
- determine the list of the beneficiaries within the above-mentioned category of people and the number of securities to be attributed to each of them,

- at its own initiative and when it so deems appropriate, allocate the expenses, duties and fees incurred for the capital increases completed pursuant to the delegation in this resolution to the premiums related to these transactions and deduct from these premiums the amounts necessary to allocate one tenth of the new capital to the legal reserve after each transaction,
- notice the realization of each capital increase and proceed to the correlative changes of the by-laws,
- in general, take any agreement, in particular to finalize the envisaged issuances, reach any decision and take any measures necessary to the issuance, to the listing and financial services for the securities so issued as well as the exercise of the rights attached,
- take any decision to list shares and securities so issued on any market on which the shares would be admitted for transactions,

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

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

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

Twenty-ninth resolution

Delegation of authority granted to the Board of Directors to issue and attribute warrants for shares, without a preemptive subscription right for shareholders, to the profit of (i) board members and advisors at the grant date of the warrants (ii) persons bound by a contract or by a consulting agreement to the Company or to any of its subsidiaries or (iii) members of a committee created or to be created by the board

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

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

delegate to the Board of Directors the power to allocate up to 200,000 common share purchase warrants (the "**BSA**"), each entitling the holder to subscribe for one common share of the Company with a par value of € 0.10 , being specified that the number of shares that may be issued upon the exercise of the warrants issued pursuant to this delegation will be deducted from the global ceiling provided in the twenty-ninth resolution mentioned above

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

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

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

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

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

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

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

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

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

decide that the ordinary shares thus subscribed shall be fully paid up at the time of their subscription, either by payment in cash, or by offsetting with liquid and payable debts,

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

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

decide to issue 200,000 ordinary shares with a nominal value of up to €0.10 to the exercise of the issued BSAs,

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

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

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

further decide that:

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

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

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

authorize the Company to require the holders of the BSA to redeem or refund their rights as provided for in Article L. 208-102 of the French Commercial Code,

decide that, in the event that it is necessary to make the adjustment provided for in Article L. 228-99 3 ° of the Commercial Code, the adjustment would be made by applying the method set out in Article R. 228 -91 of the French Commercial Code, it being specified that the value of the pre-emptive subscription right and the value of the share prior to secondment of the subscription right would, if need be, be determined by the Board of Directors according to

the subscription price, exchange or sale per share used in the last transaction on the Company's share capital (capital increase, share transfer, sale of shares, etc.) during the six (6) months preceding the meeting of said advising, or failing such a transaction during this period, on the basis of any other financial parameters that will appear relevant to the Board of Directors (and which will be validated by the statutory auditors of the Company),

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

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

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

Thirtieth resolution

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

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

having reviewed the report of the board,

in accordance with the provisions of Articles L. 225-129, L. 225-129-2, and L. 225-130 of the French Commercial Code,

delegate to the Board of Directors, with the right of sub-delegation under the conditions provided for by law, the power to decide on one or more capital increases by incorporation into the capital of premiums, reserves, profits or other items, the capitalization of which will be legally and statutorily possible, and in the form of an allocation of new bonus shares, an increase in the par value of existing shares or a combination of these two procedures, the said shares conferring the same rights as the existing shares, subject to their date of entitlement to dividends,

decide that the total nominal amount of the share capital increases likely to be carried out immediately and/or in the future may not exceed 100,000 euros, to which shall be added, where applicable, the additional amount of the shares to be issued to preserve, in accordance with the legal or regulatory provisions and, where applicable, the applicable contractual stipulations, the rights of the holders of securities and other rights giving access to shares, it being specified that this ceiling is set autonomously and distinctly from the ceiling referred to in the twenty-seventh resolution above,

decide, in accordance with the provisions of article L. 225-130 of the Commercial Code, that in the event of use by the Board of Directors of the present delegation, the rights forming fractional shares will not be negotiable and that the corresponding securities will be sold, the sums resulting from the sale being allocated to the holders of the rights within the period provided for by the regulations,

decide that this delegation is granted for a period of twenty-six (26) months from the date of this present meeting and terminates any previous delegation with the same purpose.

Thirty-first resolution

Delegation of authority to be granted to the Board of Directors to increase the maximum nominal amount of shares that may be issued upon conversion of the bonds convertible into shares known as "OC1124" issued by the Company on November 30, 2022.

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

meetings,

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

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

delegate to the Board of Directors the authority to decide to increase to € 260,000 (instead of € 144,000) the maximum nominal amount of shares that may be issued in the event of conversion of the OC1124 issued by the Company's Chief Executive Officer on November 30, 2022, acting in accordance with the sub-delegation granted to him by the Board of Directors on September 12, 2022, itself acting by virtue of the delegation granted to it under the terms of the eighteenth resolution of the Ordinary and Extraordinary Shareholders' Meeting of June 28, 2022,

recall that the new shares issued on conversion of the OC1124 will be fully paid up on subscription by way of set-off against the bond debt held by each of the holders of the OC1124 against the Company, will carry current dividend rights and will be entitled to the dividend paid, if any, in respect of the financial year in progress at the time of their subscription; they will enjoy the same rights and will be fully assimilated to the old shares,

decide to give all powers to the Board of Directors, with the right of sub-delegation under the conditions provided for by law, for the purpose, in particular, of noting the completion of the capital increase(s) resulting from the conversion of the OC1124, to amend the Company's articles of association accordingly and to take all measures and carry out all formalities useful or consecutive to the issue of the shares which will result from the conversion of the OC1124, as well as to the realization of the corresponding capital increases and, in a general way, to take all measures and carry out all formalities useful to the issue, to the listing of the shares issued upon conversion of the OC1124.

Thirty-second resolution

Modification of the article 11.2 of the bylaws

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

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

decide to modify as follows the 3rd paragraph of the 11.2 article of the bylaws ("Présidence"):

"The Chairman of the Board of Directors may not be more than 78 years old. If the Chairman reaches this age limit during his or her term as Chairman of the Board of Directors, he or she shall be considered to have automatically resigned. His or her term of office would be extended, however, to the next meeting of the Board of Directors, during which a new Chairman should be appointed. As an exception, the Board of Directors may decide to renew the term of office of the Chairman who has reached the age of 78 for a period not exceeding three (3) years per renewal. Subject to that provision, the Chairman of the Board of Directors may still be reelected."

Thirty-third resolution

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

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

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

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

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

decide that the total nominal value of the capital increases that may be completed pursuant to this resolution may not

exceed 20,000 euros, which maximum value will be added, if appropriate, the additional value of the shares to be issued to preserve the rights of the holders of securities granting access to the shares in accordance with legal or regulatory provisions and any applicable contractual provisions,

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

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

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

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

- decide that the subscriptions may be completed directly or through a corporate mutual fund (fonds communs de placement d'entreprise) or any other structure or entity allowed under applicable law or regulation,
- determine the dates, conditions and procedures for the issues which will be completed pursuant to this resolution, and, in particular, determine the subscription opening and closing dates, the effective dates, procedures to pay for the shares and other equity securities in the Company, and grant extensions for payment for the shares and, if appropriate, other equity securities in the Company,
- request that the securities created be listed on a stock exchange, formally acknowledge completion of the capital increases up to the value of the shares which are actually subscribed for and correspondingly amend the articles of incorporation and by-laws, complete, either itself or through an agent, all actions and formalities to finalize the capital increases, allocate, if appropriate, the expenses for capital increases to the premiums related to these increases and deduct from said amount the amounts necessary to increase the legal reserve to one tenth of the new stated capital after each increase.

The Board of Directors.