MEDINCELL S.A.

Public Limited Company (*société anonyme*)
Share capital: EUR 359,122.59
Registered Office: 3 rue des Frères Lumière, 34830 Jacou, France
444 606 750 RCS Montpellier

*(the « **Company** »)*

TEXT OF RESOLUTIONS SUBMITTED TO THE ORDINARY AND EXTRAORDINARY ANNUAL GENERAL MEETING OF SEPTEMBER 30, 2026

Agenda

WITHIN THE COMPETENCE OF THE ORDINARY GENERAL MEETING

- Approval of the Company's financial statements for the financial year ended March 31, 2026 (1st resolution),
- Approval of the consolidated financial statements for the financial year ended March 31, 2026 (2nd resolution),
- Allocation of the result for the financial year ended March 31, 2026 (3rd resolution),
- Allocation of part of the deficit carried forward to the "issue premiums" account by clearing part of the existing losses and transfer from the "issue premiums" account, of the additional amount required to bring the Legal Reserve up to the statutory minimum (4th resolution),
- Review and approval of the agreements referred to in Articles L.225-38 et seq. of the French Commercial Code (5th resolution),
- Acknowledgment of the expiry of Virginie Lleu's term of director office and appointment of a new director (6th resolution),
- Approval of the compensation elements mentioned in Article L. 22-10-9 I of the French Commercial Code, pursuant to Article L. 22-10-34 I of the French Commercial Code (7th resolution),
- Approval of compensation elements paid or awarded during the financial year ended March 31, 2026, to Mr. Christophe Douat, Chief Executive Officer (8th resolution),
- Approval of compensation elements paid during or awarded for the financial year ended March 31, 2026, to Mr. Philippe Guy, Chairman of the Board of Directors (9th resolution),
- Fixed annual amount to be allocated to members of the Board of Directors (10th resolution),
- Approval of the compensation policy for the Chairman of the Board of Directors (11th resolution),
- Approval of the compensation policy for the Chief Executive Officer (12th resolution),
- Approval of the compensation policy for directors (13th resolution),
- Authorization to be granted to the Board of Directors for the purchase by the Company of its own shares (14th resolution),

WITHIN THE COMPETENCE OF THE EXTRAORDINARY GENERAL MEETING

- Authorization to be granted to the Board of Directors for the purchase by the Company of its own shares (15th resolution),

- Delegation of authority to the Board of Directors to carry out a capital increase through the issue of shares, equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities, with preferential subscription rights maintained (16st resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase through the issue of shares, equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities, with cancellation of preferential subscription rights through a public offering and the option to confer a priority right (17nd resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase through the issue of shares, equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities, with cancellation of preferential subscription rights in favor of a category of persons (18rd resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase, up to a limit of 10% of the share capital per year, through the issue of shares, equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities, with cancellation of preferential subscription rights by way of an offer to qualified investors or a restricted circle of investors within the meaning of Article L. 411-2 of the French Monetary and Financial Code (19th resolution),
- Delegation of authority to the Board of Directors to carry out a capital increase through the issue of shares, equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities, with cancellation of shareholders' preferential subscription rights in favor of one or more persons designated by the Board of Directors (20th resolution),
- Authorization to be granted to the Board of Directors, in accordance with Articles L. 22-10-52 paragraph 1 and R. 22-10-32 of the French Commercial Code, for the purpose of setting the issue price of shares, and/or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities, with cancellation of preferential subscription rights within the framework of the delegation of authority, described in the 17 th and 19th resolutions (21st resolution),
- Delegation of authority to the Board of Directors to increase the number of securities to be issued in the event of a capital increase with or without preferential subscription rights (22th resolution),
- Delegation of authority to the Board of Directors to increase the capital by incorporating premiums, reserves, profits, or other items (23rd resolution),
- Delegation granted to the Board of Directors to issue shares and securities resulting in a capital increase in consideration for contributions in kind (24th resolution),
- Delegation of authority granted to the Board of Directors to issue shares and securities resulting in a capital increase in the event of a public exchange offer initiated by the Company (25th resolution),
- Setting overall limits on the amount of issues made under the delegations granted (26th resolution),
- Authorization to the Board of Directors to grant options to subscribe for and/or purchase shares (the "**Options**") with cancellation of shareholders' preferential subscription rights in favor of a category of persons (27th resolution),
- Delegation of authority to the Board of Directors to issue and grant warrants to subscribe for ordinary shares (the "**Warrants**") with cancellation of preferential subscription rights in favor of a category of persons (28 resolution),
- Authorization to the Board of Directors to proceed with the free allocation of existing or new shares (the "**FSAs**") with cancellation of shareholders' preferential subscription rights in favor of a category of persons (29th resolution),
- Setting overall limits on the amount of issues made pursuant to authorizations to grant Options and FSAs and the delegation to issue Warrants (30th resolution),
- Delegation to the Board of Directors to carry out a capital increase through the issue of shares or securities giving access to capital, reserved for participants in a company savings plan, with cancellation of preferential subscription rights in favor of the latter (31stresolution),
- Amendment of the Articles of Association to allow for the appointment of a director representing employee shareholders (32nd resolution),
- Amendment of the Warrant Agreement and of the terms and conditions of the warrants subscribed for by the European Investment Bank (33rd resolution),
- Powers for formalities (34th resolution),

RESOLUTIONS SUBMITTED TO THE ORDINARY GENERAL MEETING

FIRST RESOLUTION

(Approval of the Company's financial statements for the financial year ended March 31, 2026)

The General Meeting,

Acting in accordance with the quorum and majority requirements for ordinary general meetings,

Having considered the reports of (i) the Board of Directors and (ii) the Statutory Auditors,
Approves the company's financial statements, namely the balance sheet, income statement, and notes to the financial statements for the financial year ended March 31, 2026, as presented, which show a loss of (€16,687,766.48), as well as the transactions reflected in these financial statements and summarized in these reports,

Acknowledges that no expenses falling under Article 39-4 of the French General Tax Code were recorded in the financial statements for the financial year.

SECOND RESOLUTION

(Approval of the consolidated financial statements for the financial year ended March 31, 2026)

The General Meeting,

Acting in accordance with the quorum and majority requirements for ordinary general meetings,
Having considered the reports of (i) the Board of Directors and (ii) the Statutory Auditors,

Approves the consolidated financial statements for the financial year ended March 31, 2026, as presented, showing a net loss of (€31,287,192), as well as the transactions reflected in these consolidated financial statements and summarized in these reports.

THIRD RESOLUTION

(Allocation of the financial result for the financial year ended March 31, 2026)

The General Meeting,

Acting in accordance with the quorum and majority requirements for ordinary general meetings,
Having considered the report of the Board of Directors,

Approves the proposal of the Board of Directors and, having noted that the financial statements show a loss of (€16,687,766.48),

Resolves to allocate it as follows:

Withdrawal from the "issue premium" account: .... €16,687,766.48, as a result of which the balance of the share premium will be reduced from €45,438,400.38 to €28,750,633.90.

Acknowledges that no dividends have been distributed for the previous three financial years.

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FOURTH RESOLUTION

(Allocation of part of the deficit carried forward to the "issue premium" account by clearing part of the existing losses, and transfer from the "issue premium" account, of the additional amount required to bring the Legal Reserve up to the statutory minimum*)*

The General Meeting,

Acting in accordance with the quorum and majority requirements for ordinary general meetings,

Having considered the report of the Board of Directors,

Approves the proposal of the Board of Directors and **resolves** to allocate the entire negative balance of the "retained earnings" account to the "issue premium" account, by offsetting against the existing losses in the amount of €59,136.03,

Acknowledges that the balance of the "retained earnings" account has accordingly been reduced from (€ 59.136,03) to nil and that, following the appropriation of the net result contemplated in the preceding resolution, the balance of the "issue premium" account has accordingly been reduced from €28.750.633,90 to €28.691.497,87.

Approves the proposal of the Board of Directors, and **resolves** to withdraw €2,834.75 from the "issue premium" account and allocate it to the "legal reserve" so that such legal reserve represents to 10% of the share capital as of March 31, 2026,

Acknowledges that the "legal reserve" account is thereby inscreased from €.33,072.75 to €35,907.50 and that the "share premimum" account is thereby reduced from, after to the allocation the the financial result €28,691,497.87 €28,688,663.12.

FIFTH RESOLUTION

(Review and approval of the agreements referred to in Articles L.225-38 et seq. of the French Commercial Code)

The General Meeting,

Acting in accordance with the quorum and majority requirements for ordinary general meetings,

Having considered the Statutory Auditors' report on the agreements referred to in Articles L.225-38 et seq. of the French Commercial Code;

Acknowledges the conclusions of this report and **approves** the new agreements entered into during the previous financial year.

SIXTH RESOLUTION

(*Acknowledgment of the expiry of Virginie Lleu's term of director office and appointment of Ms Elisabeth Svanberg as a new director*)

The General Meeting,

Acting in accordance with the quorum and majority requirements for ordinary general meetings,

Having considered the report of the Board of Directors,

Acknowledges the expiration of Virginie Lleu's term of director office at the end of the current General meeting

Resolves to appoint Ms Elisabeth Svanberg as a director for a term of four (4) years, expiring at the end of the ordinary general meeting to be held in 2030 to approve the financial statements for the previous financial year.

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SEVENTH RESOLUTION

(Approval of the compensation elements mentioned in Article L. 22-10-9 I of the French Commercial Code, pursuant to Article L.22-10-34 I of the French Commercial Code)

The General Meeting,

Acting in accordance with the quorum and majority requirements for ordinary general meetings,

Having considered the corporate governance report referred to in Articles L. 225-37 and L. 22-10-9 I of the French Commercial Code as included in the Company's 2026 universal registration document,

Approves, pursuant to Article L. 22-10-34 I of the French Commercial Code, the information referred to in Article L. 22-10-9 I of the French Commercial Code as presented in Chapter 5, Section 2 of the said universal registration document.

EIGHTH RESOLUTION

(Approval of compensation elements paid or awarded during the financial year ended March 31, 2026, to Mr. Christophe Douat, Chief Executive Officer)

The General Meeting,

Acting in accordance with the quorum and majority requirements for ordinary general meetings,

Having considered the corporate governance report referred to in Articles L. 225-37 and L. 22-10-9 I of the French Commercial Code as included in the Company's 2026 universal registration document,

Approves, pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the financial year ended March 31, 2026 or awarded for the financial year ended March 31, 2026 to Mr. Christophe Douat, Chief Executive Officer, as presented in Chapter 5, Section 2.2 of the said universal registration document.

NINTH RESOLUTION

(Approval of compensation elements paid during or awarded for the financial year ended March 31, 2026, to Mr. Philippe Guy, Chairman of the Board of Directors)

The General Meeting,

Acting in accordance with the quorum and majority requirements for ordinary general meetings,

Having considered the corporate governance report referred to in Articles L. 225-37 and L. 22-10-9 I of the French Commercial Code, as included in the Company's 2026 universal registration document,

Approves, pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the financial year ended March 31, 2026 or awarded for the financial year ended March 31, 2026 to Mr. Philippe Guy, Chairman of the Board of Directors, as presented in Chapter 5, Section 2.2 of the said universal registration document.

TENTH RESOLUTION

(*Fixed annual amount to be allocated to members of the Board of Directors*)

The General Meeting,

Acting in accordance with the quorum and majority requirements for ordinary general meetings,

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Having considered the corporate governance report included in the Company's 2026 universal registration document,

Resolves to set the fixed annual amount to be allocated to the Board of Directors at €510,000.

This decision, applicable to the current financial year, will remain in force until a new decision is taken.

ELEVENTH RESOLUTION

(Approval of the compensation policy for the Chairman of the Board of Directors)

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

Having considered the corporate governance report included in the Company's 2026 universal registration document,

Approves, pursuant to Article L. 22-10-8 of the French Commercial Code, the compensation policy for the Chairman of the Board of Directors, as described in Chapter 5, Section 2.1.3 of the said universal registration document.

TWELFTH RESOLUTION

(*Approval of the compensation policy for the Chief Executive Officer*)

The General Meeting,

Acting in accordance with the quorum and majority requirements for ordinary general meetings,

Having considered the corporate governance report as included in the Company's 2026 universal registration document,

Approves, pursuant to Article L. 22-10-8 of the French Commercial Code, the compensation policy for the Chief Executive Officer, as described in Chapter 5, Section 2.1.2 of the said universal registration document.

THIRTEENTH RESOLUTION

(*Approval of the compensation policy for directors*)

The General Meeting,

Acting in accordance with the quorum and majority requirements for ordinary general meetings,

Having considered the corporate governance report included in the Company's 2026 universal registration document,

Approves, pursuant to Article L. 22-10-8 of the French Commercial Code, the compensation policy for directors, as described in Chapter 5, Section 2.1.3 of the said universal registration document.

FOURTEENTH RESOLUTION

(Authorization to be granted to the Board of Directors for the purchase by the Company of its own shares)

The General Meeting,

Acting in accordance with the quorum and majority requirements for ordinary general meetings,

Having considered the report of the Board of Directors,

In accordance with Article L. 22-10-62 of the French Commercial Code,

Authorizes the Board of Directors, with the option to delegate, to purchase a number of shares in the Company not exceeding 10% of the total number of shares comprising the share capital on the date of repurchase by the Company; it being specified that (i) for the calculation of the 10% limit, when shares are purchased under a liquidity contract, the number of shares resold during the term of the delegation will be taken into account, since the acquisitions made by the Company may not, under any circumstances, result in the Company holding, directly or indirectly, more than 10% of its share capital, and (ii) when the shares are acquired for the purpose of holding them and subsequently using them as payment or exchange in a merger, spin-off or contribution, the number of shares acquired may not exceed 5% of its capital,

Resolves that the purchase of these shares may be carried out by any means compatible with the legal provisions and regulations in force and at such times as the Board of Directors deems appropriate, and that any purchased shares may be sold or transferred by any means in accordance with the legal provisions in force;

Resolves that the maximum purchase price per share shall not exceed €40 (excluding purchase costs), subject to adjustments to take into account the impact of new transactions on the Company's share capital, in particular changes to the par value of the share, capital increases through the incorporation of reserves, free share allocations, stock splits or reverse stock splits, distributions of reserves or any other assets, capital write-downs, or any other transactions affecting shareholders' equity, up to a maximum amount that may be paid by the Company under this authorization equal to €50,000,000;

Resolves that this authorization to trade in the Company's own shares is granted for the following purposes:

- the promotion and liquidity of the Company's securities through an investment service provider acting independently under a liquidity contract that complies with a code of ethics recognized by the AMF; and/or
- to fulfill obligations related to stock option programs, free share allocations, employee savings plans, or other share allocations to employees and executives or corporate officers of the Company or its affiliates or subsidiaries; and/or
- the delivery of shares upon the exercise of rights attached to securities giving access to capital; and/or
- the cancellation of all or part of the securities thus repurchased, subject to the adoption by the General Meeting of the 15th resolution below and in accordance with the terms set out therein; and/or
- the completion of any transaction in accordance with the regulations in force; and/or
- more generally, to carry out any purpose that may be authorized by law or any market practice that may be accepted by the market authorities, it being specified that, in such a case, the Company would inform its shareholders by means of a press release;

Resolves that the number of shares purchased by the Company for the purpose of holding them and subsequently offering them for payment or exchange in connection with a merger, spin-off or contribution may not exceed 5% of its capital;

Resolves that the Board of Directors may not, unless prior authorization has been granted by a General Meeting of the Shareholders, carry out the transactions referred to in this resolution from the date on which a third party files a public tender offer for the Company's securities and until the end of the offer period;

Resolves that the Board of Directors shall have full powers to implement this authorization, with the option to delegate, under the conditions provided for by law, in particular to assess the appropriateness of launching a buyback program and determine its terms and conditions, place all stock market orders, sign all deeds of sale or transfer, enter into all agreements, all liquidity contracts, option contracts, make all declarations to the AMF and any other body, and carry out all necessary formalities, in particular to allocate or reallocate the shares acquired to the various formalities, and, in general, to do whatever is necessary;

Resolves that this authorization shall be valid for a period of eighteen (18) months from the date of this General Meeting;

Resolves that this authorization shall render ineffective, where applicable for its unused portion, any previous authorization having the same purpose.

RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY GENERAL MEETING

FIFTEENTH RESOLUTION

(Authorization to be granted to the Board of Directors to reduce the share capital by canceling treasury shares)

The General Meeting,

Acting in accordance with the quorum and majority requirements for extraordinary general meetings,

Having considered (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors,

Subject to the adoption of the14th resolution above,

Authorizes the Board of Directors, in accordance with Article L. 22-10-62 of the French Commercial Code, to cancel, on one or more occasions, up to a maximum of 10% of the share capital per twenty-four (24) month period, all or part of the shares purchased by the Company and to reduce the share capital by the corresponding amount, it being specified that this limit applies to an amount of share capital which will, where applicable, be adjusted to take into account any transactions that may affect it after the date of this General Meeting;

Resolves that any excess of the purchase price of the shares over their par value will be charged to the issue, merger or contribution premiums accounts or to any available reserve account, including the legal reserve, provided that the latter does not fall below 10% of the Company's share capital after the capital decrease has been completed;

Grants full powers to the Board of Directors to carry out the capital decrease by canceling shares, to determine the final amount of the capital decrease, to set the terms and conditions thereof and to record its completion, to allocate the difference between the book value of the canceled shares and their par value to any available reserves and premiums and, more generally, to perform all acts, formalities or declarations necessary to finalize the capital decrease(s) that may be carried out pursuant to this authorization and to amend the Company's articles of association accordingly;

Resolves that this authorization shall be valid for a period of eighteen (18) months from the date of this General Meeting;

Resolves that this authorization shall render ineffective, where applicable for its unused portion, any previous authorization having the same purpose.

SIXTEENTH RESOLUTION

(Delegation of authority to the Board of Directors to carry out a capital increase through the issue of shares, equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities, with preferential subscription rights maintained)

The General Meeting,

Acting in accordance with the quorum and majority requirements for extraordinary general meetings,

Having considered (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors,

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

Delegates to the Board of Directors, with the option to sub-delegate under the conditions set out in the law and regulations, its authority to decide to increase the share capital, on one or more occasions, in France or abroad, in the proportion and at the times it deems appropriate, in euros, foreign currencies or units of account fixed by reference to several currencies, through the issue of shares in the Company, or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or securities (including, in particular, all debt securities) giving access to equity securities of the Company, which may be paid up in cash, including by offsetting receivables;

Specifies, where necessary, that the issue of preferred shares and securities giving access to preferred shares is expressly excluded from this delegation;

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

Resolves that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation is set at €70,000 (or the equivalent of this amount in the event of an issue in another currency),

Resolves that the maximum nominal amount of debt securities that may be issued under this delegation is set at €200,000,000 (or the equivalent of this amount in the event of an issue in another currency), it being specified that:

- this amount shall be increased, where applicable, by any redemption premium above par; and
- this cap 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, the issue of which would be decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code 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;

Resolves, in the event that the Board of Directors makes use of this delegation, that:

- the issue(s) shall be reserved on a preferential basis for shareholders who may subscribe on an irreducible basis in proportion to the number of shares then held by them;
- the Board of Directors may, in accordance with Article L. 225-133 of the French Commercial Code, allocate, on a reducible basis, the shares not subscribed on an irreducible basis to shareholders who have subscribed for a number of shares greater than that to which they were entitled on a preferential basis, in proportion to the subscription rights they hold and within the limits of their requests;
- in accordance with Article L. 225-134 of the French Commercial Code, if subscriptions on an irreducible basis and, where applicable, on a reducible basis have not absorbed the entire capital increase, the Board of Directors may use the various options provided for by law, in the order it shall determine, including offering them to the public in France and/or abroad;

Resolves that the Company's share subscription warrants may be issued by way of a subscription offer or by way of a free allocation to existing shareholders;

Resolves that in the event of a free allocation of share subscription warrants, the Board of Directors shall have the option of deciding that fractional allocation rights shall not be negotiable and that the corresponding securities shall be sold;

Acknowledges that this delegation automatically entails the waiver by shareholders of their preferential subscription rights to the Company's ordinary shares to which the securities issued on the basis of this delegation give entitlement;

Resolves that, unless prior authorisation has been granted by the General Meeting, the Board of Directors may not exercise this delegation from the date on which a third party files a proposed public offer for the Company's securities until the end of the offer period;

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

- set the amount of the issue(s) to be carried out under this delegation, and in particular to determine the issue price, dates, deadline, terms and conditions of subscription, payment, delivery and dividend entitlement of the securities, within the legal and regulatory limits in force;
- set, where applicable, the terms and conditions for exercising the rights attached to the shares or securities giving access to the capital to be issued, determine the terms and conditions for exercising the rights, where applicable, in particular for conversion, exchange, redemption, including by delivery of Company assets such as securities already issued by the Company;
- collect the corresponding subscriptions and payments and record the completion of capital increases up to the amount of the shares to be subscribed and make the corresponding amendments to the articles of association;
- on its own initiative, allocate the costs of the capital increase(s) to the amount of the related issue premiums and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each capital increase;
- enter into any agreement, in particular with a view to the successful completion of any issue, to proceed, on one or more occasions, in the proportions and at the times it deems appropriate, in France and/or, where applicable, abroad, with the aforementioned issues;

- set and make any adjustments intended to take into account the impact of transactions on the Company's capital, in particular changes in the par value of the share, capital increases through the incorporation of reserves, free allocation of shares, stock splits or reverse stock splits, distribution of reserves or any other assets, capital amortization, or any other transaction affecting shareholders' equity, and to determine the terms and conditions under which, where applicable, the rights of holders of securities giving access to the capital will be preserved; and
- in general, take all measures and carry out all formalities necessary for the issue, listing, and financial servicing of securities issued pursuant to this delegation, as well as for the exercise of the rights attached thereto;

Resolves that this delegation shall be valid for a period of twenty-six (26) months from the date of this General Meeting;

Resolves that this delegation shall render ineffective, where applicable for any unused portion, any previous delegation with the same purpose.

SEVENTEETH RESOLUTION

(Delegation of authority to the Board of Directors to carry out a capital increase through the issue of shares, equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities, with cancellation of preferential subscription rights through a public offering and the option to confer a priority right)

The General Meeting,

Acting in accordance with the quorum and majority requirements for extraordinary general meetings,

Having considered (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors, and having noted that the share capital is fully paid up,

In accordance with Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-135-1, L. 225-136, L. 22-10-49 et seq. and L. 228-91 of the French Commercial Code,

Delegates to the Board of Directors its authority to decide to proceed with the issue, by way of a public offering (with the exception of the public offering referred to in Article L. 411-2 of the French Monetary and Financial Code), on one or more occasions, in the proportion and at the times it deems appropriate, both in France and abroad, in euros, foreign currencies or units of account fixed by reference to several currencies, with cancellation of preferential subscription rights and the option to confer priority rights, of shares in the Company, or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or securities (including, in particular, all debt securities) giving access to equity securities of the Company, which may be paid up in cash, including by offsetting receivables;

Specifies, where necessary, that the issue of preferred shares and securities giving access to preferred shares is expressly excluded from this delegation;

Resolves that the securities giving access to ordinary shares of the Company thus issued may consist of debt securities or be associated with the issue of such securities, or allow for their issue as intermediate securities. They may take the form of subordinated or non-subordinated securities (in which case the Board of Directors shall determine their subordination rank), with or without a fixed term, and be issued in euros, foreign currencies, or any monetary units established by reference to several currencies;

Resolves that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation is set at €35,000 (or the equivalent of this amount in the event of issue in another currency), it being specified that:

- the maximum nominal amount of capital increases that may be carried out immediately and/or in the future pursuant to this delegation shall be deducted from the overall nominal cap provided for in the 26th resolution;
- to this cap shall be added, where applicable, the nominal amount of securities to be issued in order to preserve, in accordance with the law and, where applicable, the applicable contractual provisions, the rights of holders of securities giving access to the capital in the future;

Resolves that the maximum nominal amount of debt securities that may be issued, immediately or in the future, pursuant to this delegation is set at €200,000,000 (or the equivalent of this amount in the event of an issue in another currency), it being specified that:

- this amount will be deducted from the overall cap provided for in the 26th resolution;
- this amount will be increased, where applicable, by any redemption premium above par; and

- this cap 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, the issue of which would be decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code 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;

Resolves to cancel the preferential subscription rights of shareholders to securities that may be issued pursuant to this delegation, without specifying beneficiaries, it being specified, however, that the Board of Directors may grant shareholders, for all or part of the securities issued pursuant to this delegation, a priority period, the terms and conditions of which it shall determine within the limits of the legal and regulatory provisions in force; this priority subscription right shall be exercised in proportion to the number of shares held by each shareholder and may not give rise to the creation of negotiable rights;

Acknowledges that this delegation automatically entails the waiver by shareholders of their preferential subscription rights to the Company's ordinary shares to which the securities issued on the basis of this delegation give entitlement;

Resolves that, if the subscriptions have not absorbed the entirety of such an issue, the Board of Directors may use, in the order it determines, any 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 upon,
- freely distribute all or part of the unsubscribed securities issued among persons of its choice, and
- offer all or part of the un-subscribed securities to the public on the French or international market;

Resolves that the issue price of the securities that may be issued pursuant to this delegation shall be determined by the Board of Directors in accordance with the following terms and conditions: the amount accruing or to accrue to the Company for each share that will be issued or created by subscription, conversion, exchange, redemption, exercise of warrants or other means must be at least equal to an amount determined in accordance with the regulations applicable on the date of issue (to date, the volume-weighted average price of the last three trading days preceding the start of the public offering within the meaning of Regulation (EU) No. 2017/1129 of June 14, 2017, possibly reduced by a maximum discount of 10%

Resolves that the Board of Directors may not, unless prior authorization has been granted by a General Meeting of the Shareholders, carry out the transactions referred to in this resolution from the date on which a third party files a public tender offer for the Company’s securities and until the end of the offer period;

Resolves that the public offering(s) decided upon pursuant to this resolution may be combined, within the framework of a single issue or several issues carried out simultaneously, with one or more offerings referred to in Article L. 411-2 of the French Monetary and Financial Code, decided upon pursuant to the 18th and 19th resolutions;

Resolves, subject to the conditions set out in the 26th resolution, that the Board of Directors shall have full powers to implement this delegation, with the option to sub-delegate to the Chief Executive Officer, within the limits and under the conditions specified above, in order to, in particular:

- set the amount of the issue(s) to be carried out under this delegation, and in particular to determine the issue price, dates, deadline, terms and conditions of subscription, payment, delivery and dividend entitlement of the securities, within the legal and regulatory limits in force;
- set, where applicable, the terms and conditions for exercising the rights attached to the shares or securities giving access to the capital to be issued, determine the terms and conditions for exercising the rights, where applicable, in particular for conversion, exchange, redemption, including by delivery of Company assets such as securities already issued by the Company;
- collect the corresponding subscriptions and payments and record the completion of capital increases up to the amount of the shares to be subscribed and make the corresponding amendments to the articles of association;
- on its own initiative, allocate the costs of the capital increase(s) to the amount of the related issue premium(s) and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each capital increase;
- enter into any agreement, in particular with a view to the successful completion of any issue, to proceed, on one or more occasions, in the proportions and at the times it deems appropriate, in France and/or, where applicable, abroad, with the aforementioned issues;
- set and make any adjustments intended to take into account the impact of transactions on the Company's capital, in particular changes in the par value of the share, capital increases through the incorporation of reserves, free allocation of shares, stock splits or reverse stock splits, distribution of reserves or any other assets, capital amortization, or any other transaction affecting

shareholders' equity, and to determine the terms and conditions under which, where applicable, the rights of holders of securities giving access to the capital will be preserved; and

- in general, take all measures and carry out all formalities necessary for the issue, listing, and financial servicing of securities issued pursuant to this delegation, as well as for the exercise of the rights attached thereto;

Resolves that this delegation shall be valid for a period of twenty-six (26) months from the date of this General Meeting;

Resolves that this delegation shall render ineffective, where applicable for its unused portion, any previous delegation having the same purpose.

EIGHTEENTH RESOLUTION

(*Delegation of authority to the Board of Directors to carry out a capital increase through the issue of shares, equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities, with cancellation of preferential subscription rights in favor of a category of persons*)

The General Meeting,

Acting in accordance with the quorum and majority requirements for extraordinary general meetings,

Having considered (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors,

In accordance with Articles L. 225-129 et seq., L. 225-138 and L. 228-91 et seq. and L. 22-10-49 et seq. of the French Commercial Code,

Delegates to the Board of Directors its authority to proceed, on one or more occasions, in France or abroad, in the proportion and at the times it deems appropriate, in euros, foreign currencies or units of account fixed by reference to several currencies, to capital increases through the issue of shares with the cancellation of preferential subscription rights or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or securities (including, in particular, all debt securities) giving access to equity securities, which may be paid up in cash, in particular by offsetting receivables and in full upon subscription;

Resolves that the maximum nominal amount of capital increases that may be carried out, immediately or in the future, pursuant to this delegation is set at €35,000 (or the equivalent of this amount in the event of an issue in another currency), it being specified that:

- the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation shall be deducted from the overall cap provided for in the 26th resolution;
- to this cap shall be added, where applicable, the nominal value of the shares to be issued in order to preserve, in accordance with the law and, where applicable, the applicable contractual provisions, the rights of securities holders and other rights giving access to the capital;

Resolves that the maximum nominal amount of debt securities that may be issued, immediately or in the future, under this delegation is set at €200,000,000 (or the equivalent of this amount in the event of issue in another currency), it being specified that:

- this amount will be deducted from the overall cap provided for in the 26th resolution;
- this amount shall be increased, where applicable, by any redemption premium above par; and
- this cap 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, the issue of which would be decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code 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;

Resolves to cancel the preferential subscription rights of shareholders to securities that may be issued pursuant to this delegation and to reserve the securities to be issued pursuant to this resolution:

i. to natural or legal persons, including companies, trusts, investment funds, or other investment vehicles of any form, under French or foreign law, which habitually invest in the pharmaceutical sector; and/or

ii. to one or more strategic partners of the Company, located in France or abroad, who have entered into or are expected to enter into one or more partnership agreements (development, co-development, distribution, manufacturing, etc.) or commercial agreements with the Company (or a subsidiary) and/or to companies that they control, that control them, or that are controlled by the same person(s), directly or indirectly, within the meaning of the French Commercial Code, or to companies that are controlled by the same person(s), directly etc.) or commercial agreements with the Company (or a subsidiary) and/or to companies that they control, that control them, or that are controlled by the same person(s), directly or indirectly, within the meaning of Article L. 233-3 of the French Commercial Code; and/or

iii. to any French or foreign investment service provider, or any foreign institution with an equivalent status, likely to guarantee the completion of an issue intended to be placed with the persons referred to in (i) and/or (ii) above and, in this context, to subscribe to the securities issued;

Acknowledges that this delegation automatically entails, for the benefit of the holders of securities giving access to the Company's capital that may be issued under this resolution, the express waiver by the shareholders of their preferential subscription rights to the shares to which the securities would give entitlement;

Resolves that the issue price of the securities issued under this delegation will be set by the Board of Directors based on a multi-criteria method, without the subscription price of the shares being less than 90% of the volume-weighted average price of the last ten (10) trading days preceding the day on which the issue price is set and that the issue price of securities giving access to equity securities shall be such that the amount immediately received by the Company upon such issue, plus, where applicable, that which may be received subsequently by it for each share issued as a result of the issue of these securities, may not be less than 90% of the volume-weighted average price of the last ten (10) trading days preceding the day on which the issue price is set;

Resolves that, if the subscriptions have not absorbed the entirety of such an issue, the Board of Directors may limit the issue to the amount of the subscriptions, provided that these reach at least three-quarters of the issue initially decided upon;

Resolves that the Board of Directors may not, unless prior authorization has been granted by a General Meeting of the Shareholders, carry out the transactions referred to in this resolution from the date on which a third party files a public tender offer for the Company's securities and until the end of the offer period;

Resolves that the public offering(s) decided upon pursuant to this resolution may be combined, within the framework of a single issue or several issues carried out simultaneously, with one or more public offerings decided upon pursuant to the 17^{th} and 19^{th} resolutions;

Resolves, subject to the conditions set out in the 26^{th} resolution, that the Board of Directors shall have full powers to implement this delegation, with the option to sub-delegate to the Chief Executive Officer, within the limits and under the conditions specified above, in order to, in particular:

- determine, within the category specified above, the list of beneficiaries who may subscribe to the securities issued and the number of securities to be allocated to each of them, within the limits mentioned above;
- set the amount of the issue(s) to be carried out under this delegation, and determine in particular the issue price (under the conditions set out above), the dates, the deadline, the terms and conditions of subscription, delivery and dividend entitlement of the securities, within the legal and regulatory limits in force;
- set, where applicable, the terms and conditions for exercising the rights attached to the shares or securities giving access to the capital to be issued, determine the terms and conditions for exercising the rights, where applicable, in particular for conversion, exchange, redemption, including by delivery of Company assets such as securities already issued by the Company;
- collect the corresponding subscriptions and payments and record the completion of capital increases up to the amount of the shares to be subscribed and make the corresponding amendments to the articles of association;
- on its own initiative, allocate the costs of the capital increase(s) to the amount of the related issue premium(s) and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each capital increase;
- set and make any adjustments intended to take into account the impact of transactions on the Company's capital, in particular changes in the par value of share, capital increases through the incorporation of reserves, free allocation of shares, stock splits or reverse stock splits, distribution of reserves or any other assets, capital amortization, or any other transaction affecting shareholders' equity, and to determine the terms and conditions under which, where applicable, the rights of holders of securities giving access to the capital will be preserved; and
- in general, take all measures and carry out all formalities necessary for the issue, listing, and financial servicing of securities issued pursuant to this delegation, as well as for the exercise of the rights attached thereto.

Resolves that this delegation shall be valid for a period of eighteen (18) months from the date of this General Meeting;

Resolves that this delegation shall render ineffective, where applicable for its unused portion, any previous delegation having the same purpose.

NINETEENTH RESOLUTION

(Delegation of authority to the Board of Directors to carry out a capital increase, up to a limit of 10% of the share capital per year, through the issue of shares, equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities, with cancellation of preferential subscription rights by way of an offer to qualified investors or a restricted circle of investors within the meaning of Article L. 411-2 of the French Monetary and Financial Code)

The General Meeting,

Acting in accordance with the quorum and majority requirements for extraordinary general meetings,

Having considered (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors,

In accordance with Articles L. 225-129, L. 225-135, L. 225-136 and L. 228-91 et seq., L. 22-10-51 and L. 22-10-52 of the French Commercial Code, and L. 411-2 1° of the French Monetary and Financial Code,

Delegates to the Board of Directors its authority to decide to proceed with the issue, by way of an offer referred to in Article L. 411-2 1° of the French Monetary and Financial Code, on one or more occasions, in the proportion and at the times it deems appropriate, both in France and abroad, in euros, foreign currencies or units of account fixed by reference to several currencies, of shares in the Company, or of equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or securities (including, in particular, all debt securities) giving access to equity securities of the Company, which may be paid up in cash, including by offsetting receivables;

Resolves that the securities giving access to ordinary shares of the Company thus issued may consist in particular of debt securities or be associated with the issue of such securities, or allow for their issue as intermediate securities. They may take the form of subordinated or non-subordinated securities (in which case the Board of Directors shall determine their subordination ranking), with or without a fixed term, and be issued in euros, foreign currencies, or any monetary units established by reference to several currencies;

Resolves that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation is set up to a limit of 10% of the share capital per year, at €35,000, and that in any event, the issue of equity securities carried out pursuant to this delegation by means of an offer referred to in Article L. 411-2 1° of the French Monetary and Financial Code may not exceed the limits provided for by the regulations applicable on the date of issue, it being specified that this limit will be assessed on the date of the Board of Directors' decision to use this delegation and that, where applicable, the following will be added to the above maximum nominal amount: the nominal value of the shares to be issued in order to preserve, in accordance with the law and, where applicable, the applicable contractual provisions, the rights of security holders and other rights giving access to the capital;

Resolves in addition that the nominal amount of capital increases that may be carried out pursuant to this delegation shall be deducted from the overall cap provided for in the 26th resolution;

Resolves that the maximum nominal amount of debt securities that may be issued, immediately or in the future, pursuant to this delegation is set at €200,000,000 (or the equivalent of this amount in the event of issue in another currency), it being specified that:

- this amount will be deducted from the overall cap provided for in the 26th resolution;
- this amount will be increased, where applicable, by any redemption premium above par; and
- this cap 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, the issue of which would be decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code 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;

Resolves to cancel the preferential subscription rights of shareholders to securities that may be issued pursuant to this delegation;

Acknowledges that this delegation automatically entails the waiver by shareholders of their preferential subscription rights to the Company's ordinary shares to which the securities issued on the basis of this delegation give entitlement;

Resolves that the issue price of shares and securities that may be issued under this delegation shall be set by the Board of Directors, provided that the amount payable or to be payable to the Company for each share issued or created by subscription, conversion, exchange, redemption, exercise of warrants or other means, shall be at least equal to an amount determined in accordance with the regulations applicable on the date of issue (to date, the volume-weighted average price of the last three trading days preceding the start of the public offering within the meaning of Regulation (EU) No. 2017/1129 of June 14, 2017, possibly reduced by a maximum discount of 10%;

Resolves that the Board of Directors may not, unless prior authorization has been granted by a General Meeting of the Shareholders, carry out the transactions referred to in this resolution from the date on which a third party files a public tender offer for the Company's securities and until the end of the offer period;

Resolves that, if the subscriptions have not absorbed the entirety of such an issue, the Board of Directors may limit the issue to the amount of the subscriptions, provided that these reach at least three-quarters of the issue initially decided upon;

Resolves that the public offering(s) decided upon pursuant to this resolution may be combined, within the framework of a single issue or several issues carried out simultaneously, with one or more public offerings decided upon pursuant to the 17th and 18th resolutions;

Resolves, subject to the conditions set out in the 26th resolution, that the Board of Directors shall have full powers to implement this delegation, with the option to sub-delegate to the Chief Executive Officer, within the limits and under the conditions specified above, in order to in particular:

- set the amount of the issue(s) to be carried out under this delegation, and in particular to determine the issue price, dates, deadline, terms and conditions of subscription, delivery and dividend entitlement of the securities, within the legal and regulatory limits in force;
- set, where applicable, the terms and conditions for exercising the rights attached to the shares or securities giving access to the capital to be issued, determine the terms and conditions for exercising the rights, where applicable, in particular for conversion, exchange, redemption, including by delivery of Company assets such as securities already issued by the Company;
- collect the corresponding subscriptions and payments and record the completion of capital increases up to the amount of the shares to be subscribed and make the corresponding amendments to the articles of association;
- on its own initiative, allocate the costs of the capital increase(s) to the amount of the related issue premium(s) and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each capital increase;
- set and make any adjustments intended to take into account the impact of transactions on the Company's capital, in particular changes in the par value of share, capital increases through the incorporation of reserves, free allocation of shares, stock splits or reverse stock splits, distribution of reserves or any other assets, capital amortization, or any other transaction affecting shareholders' equity, and to determine the terms and conditions under which, where applicable, the rights of holders of securities giving access to the capital will be preserved; and
- in general, take all measures and carry out all formalities necessary for the issue, listing, and financial servicing of securities issued pursuant to this delegation, as well as for the exercise of the rights attached thereto;

Resolves that this delegation shall be valid for a period of twenty-six (26) months from the date of this General Meeting;

Resolves that this delegation shall render ineffective, where applicable for its unused portion, any previous delegation having the same purpose.

TWENTYTH RESOLUTION

(Delegation of authority to the Board of Directors to carry out a capital increase through the issue of shares, equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities, with cancellation of shareholders' preferential subscription rights in favor of one or more persons designated by the Board of Directors)

The General Meeting,

Acting in accordance with the quorum and majority requirements for extraordinary general meetings,

Having considered (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors,

In accordance with Articles L. 225-129 et seq., L. 22-10-52-1, L. 225-138 and L. 228-91 et seq. of the French Commercial Code,

Delegates to the Board of Directors its authority to proceed, on one or more occasions, in France or abroad, in the proportion and at the times it deems appropriate, in euros, foreign currencies or units of account fixed by reference to several currencies, to capital increases through the issue of shares (excluding preferred shares) with the cancellation of preferential subscription rights in favor of one or more specifically designated persons or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or securities (including, in particular, , all debt securities) giving access to equity securities, which may be paid up in cash, including by offsetting receivables, and in full upon subscription;

Resolves that the securities giving access to ordinary shares of the Company thus issued may consist of debt securities or be associated with the issue of such securities, or allow for their issue as intermediate securities. They may take the form of subordinated or non-subordinated securities (in which case the Board of Directors shall determine their subordination rank), with or without a fixed term, and be issued in euros, foreign currencies, or any monetary units established by reference to several currencies;

Resolves that the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this delegation is set at €35,000 (or the equivalent of this amount in the event of issue in another currency), it being specified that it is also limited to the amount provided for by the law and regulations applicable on the date of use of this delegation, currently 10% of the capital per year; it being specified that, where applicable, the nominal value of the shares to be issued in order to preserve, in accordance with the law and, where applicable, the applicable contractual provisions, the rights of securities holders and other rights giving access to the capital will be added to this cap;

Resolves in addition that the nominal amount of capital increases that may be carried out pursuant to this delegation shall be deducted from the overall cap provided for in the 26th resolution;

Resolves that the maximum nominal amount of debt securities that may be issued immediately or in the future pursuant to this delegation is set at €200,000,000 (or the equivalent of this amount in the event of issue in another currency), it being specified that:

- the nominal amount of debt securities that may be issued immediately or in the future pursuant to this delegation shall be deducted from the overall nominal cap provided for in the 26th resolution;
- this amount will be increased, where applicable, by any redemption premium above par; and
- this cap 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, the issue of which would be decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code or in 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;

Resolves to cancel the preferential subscription rights of shareholders to securities that may be issued pursuant to this delegation and to reserve the securities to be issued pursuant to this resolution for the benefit of one or more specifically designated persons and to delegate to the Board of Directors the power to designate such person or persons;

Acknowledges that this delegation automatically entails, for the benefit of the holders of securities giving access to the Company's capital that may be issued under this resolution, an express waiver of the preferential subscription right to the shares to which the securities would give entitlement;

Resolves that, if the subscriptions have not absorbed the entirety of such an issue, the Board of Directors may use, in the order it determines, any 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 upon,
- freely distribute all or part of the unsubscribed securities issued among persons of its choice, and
- offer all or part of the unsubscribed securities to the public on the French or international market;

Resolves, in accordance with the provisions of Article L.22-10-52-1 of the French Commercial Code, that the issue price of the shares that may be issued under this delegation of authority shall be set by the Board of Directors and shall be at least equal to the closing price of the Company’s shares on the regulated market of Euronext Paris on the trading day immediately preceding the determination of the issue price, less, if applicable, a maximum discount of 10%;

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

- designate the person or persons or entity or entities to whom the issue or issues will be reserved and the number of securities to be issued to each of them;

- set the amount of the issue(s) to be carried out under this delegation, and in particular to determine the issue price (under the conditions set out above), the dates, the deadline, the terms and conditions of subscription, payment, delivery and dividend entitlement of the securities, within the legal and regulatory limits in force;
- set, where applicable, the terms and conditions for exercising the rights attached to the shares or securities giving access to the capital to be issued, determine the terms and conditions for exercising the rights, where applicable, in particular for conversion, exchange, redemption, including by delivery of Company assets such as securities already issued by the Company;
- set and make any adjustments intended to take into account the impact of transactions on the Company's capital, in particular changes in the par value of share, capital increases through the incorporation of reserves, free allocation of shares, stock splits or reverse stock splits, distribution of reserves or any other assets, capital amortization, or any other transaction affecting shareholders' equity, and to determine the terms and conditions under which, where applicable, the rights of holders of securities giving access to the capital will be preserved;
- collect the corresponding subscriptions and payments and record the completion of capital increases up to the amount of the shares to be subscribed and make the corresponding amendments to the articles of association;
- on its own initiative, allocate the costs of the capital increase(s) to the amount of the related issue premium(s) and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each capital increase; and
- in general, take all measures and carry out all formalities necessary for the issue, listing, and financial servicing of securities issued pursuant to this delegation, as well as for the exercise of the rights attached thereto;

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

Resolves that this delegation shall render ineffective, where applicable for its unused portion, any previous delegation having the same purpose.

TWENTY-FIRSTRESOLUTION

(*Authorization to be granted to the Board of Directors, in accordance with Articles L. 22-10-52 paragraph 1 and R. 22-10-32 of the French Commercial Code, for the purpose of setting the issue price of shares, equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities, with cancellation of preferential subscription rights within the framework of the delegation of authority, subject of the 17th and 19th resolutions)*

The General Meeting,

Acting in accordance with the quorum and majority requirements for extraordinary general meetings,

Having considered (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors,

In accordance with Articles L. 22-10-52, paragraph 1, and R. 22-10-32 of the French Commercial Code,

Authorizes the Board of Directors, with the option to sub-delegate under the conditions provided for by law, to set the issue price of shares, equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, and/or securities giving access to equity securities, issued under the delegations referred to in the 17th and 19th resolutions and within the limit of 10% of the capital per year, assessed on the date of the Board of Directors' decision, as adjusted for any transactions that may affect it after this decision, at a price to be determined by the Board of Directors using a multi-criteria method, without the subscription price of the shares being less than 90% of the volume-weighted average price of the last ten (10) trading days preceding the day on which the issue price is set, and that the issue price of the securities giving access to equity securities will be such that the sum immediately received by the Company at the time of this issue, plus, where applicable, by the amount that may be subsequently received by it for each share issued as a result of the issue of these securities, may not be less than 90% of the volume-weighted average price of the last ten (10) trading days preceding the day on which the issue price is set;

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

Resolves that this authorization shall be valid for a period of twenty-six (26) months from the date of this General Meeting;

Resolves that, as of its implementation, this authorization shall render ineffective any previous authorization having the same purpose.

TWENTY-SECOND RESOLUTION

(Delegation of authority to the Board of Directors to increase the number of securities to be issued in the event of a capital increase with or without preferential subscription rights)

The General Meeting,

Acting in accordance with the quorum and majority requirements for extraordinary general meetings,

Having considered (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors,

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

Delegates to the Board of Directors its authority, with the option to sub-delegate to the Chief Executive Officer, to increase the number of securities to be issued in the event of an increase in the Company's share capital with or without preferential subscription rights, at the same price as that used for the initial issue, within the time limits and limits provided for by the regulations applicable on the date of issue (to date, within thirty (30) days of the closing of the subscription, within the limit of 15% of the initial issue and at the same price as that retained for the initial issue), in particular with a view to granting an over-allotment option in accordance with market practices;

Resolves that the nominal amount of the capital increases decided by this resolution shall be deducted from the overall cap provided for in the 26th resolution;

Resolves that this delegation shall be valid for a period of twenty-six (26) months from the date of this General Meeting;

Resolves that this delegation shall render ineffective, where applicable for its unused portion, any previous delegation having the same purpose.

TWENTY-THIRD RESOLUTION

(Delegation of authority to the Board of Directors to increase the capital by incorporating premiums, reserves, profits, or other items)

The General Meeting,

Acting in accordance with the quorum and majority requirements for extraordinary general meetings,

Having considered the report of the Board of Directors,

In accordance with Articles L. 225-130 and L. 22-10-50 of the French Commercial Code,

Delegates to the Board of Directors its authority to increase, on one or more occasions, the share capital in the proportion and at the times it deems appropriate by incorporating premiums, reserves, profits, or other items whose capitalization is legally and statutorily possible, in the form of the allocation of new bonus shares or an increase in the par value of existing shares, or by the combined use of these two methods;

Resolves that the maximum nominal amount of capital increases that may be carried out, immediately or in the future, pursuant to this delegation is set at €70,000, it being specified that this cap shall be increased, where applicable, by the nominal value of the shares to be issued in order to preserve, in accordance with the law and, where applicable, the applicable contractual provisions, the rights of security holders and other rights giving access to the capital;

Resolves that the transactions referred to in this resolution may be carried out at any time, including during a public offering of the Company's securities;

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

- determine the dates and terms of the issues;
- set the amount and nature of the sums to be incorporated into the capital, set the number of new shares to be issued and/or the amount by which the par value of the existing shares comprising the share capital will be increased;
- set the date, even retroactive, from which the new shares will carry dividend rights or from which the increase in nominal value will take effect;

- decide, in the event of bonus share distributions, (i) that fractional rights shall not be negotiable or transferable and that the corresponding equity securities shall be sold; the proceeds from the sale shall be allocated to the holders of the rights in accordance with the conditions provided for by law and regulations, (ii) that those shares that would be allocated on a pro rata basis of old shares benefiting from double voting rights shall benefit from this right as soon as they are issued, (iii) make any adjustments necessary to take into account the impact of transactions on the Company's capital or shareholders' equity, and set the terms and conditions under which, where applicable, the rights of holders of securities giving access to the capital or beneficiaries of stock options or free share allocations will be preserved;
- record the completion of capital increases and make the corresponding amendments to the articles of association; and
- complete the necessary formalities and generally do whatever is necessary;

Resolves that this delegation shall be valid for a period of twenty-six (26) months from the date of this General Meeting;

Resolves that this delegation shall render ineffective, where applicable for its unused portion, any previous delegation having the same purpose.

TWENTY-FOURTH RESOLUTION

(Delegation granted to the Board of Directors to issue shares and securities resulting in a capital increase in consideration for contributions in kind)

The General Meeting,

Acting in accordance with the quorum and majority requirements for extraordinary general meetings,

Having considered (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors,

In accordance with Articles L. 225-129 et seq., and in particular L. 225-147 and L. 22-10-53, and L. 228-91 et seq. of the French Commercial Code,

Delegates to the Board of Directors the powers, with the option to sub-delegate under the conditions set forth by law and the articles of association, to carry out one or more capital increases through the issue of, in France and/or abroad, immediately and/or in the future, (i) ordinary shares or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraph 3 and L. 228-94 paragraph 2 of the French Commercial Code (a) giving immediate or future access, by subscription, conversion, exchange, redemption, presentation of a warrant or any other means, to shares in the Company or another company or (b) giving entitlement to the allocation of debt securities, up to a maximum nominal amount representing less than 10% of the share capital (as existing on the date of the transaction), in order to remunerate contributions in kind made 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; it being specified that the above maximum nominal amount shall be increased, where applicable, by the nominal value of the shares to be issued in order to preserve, in accordance with the law and, where applicable, the applicable contractual provisions, the rights of holders of securities and other rights giving access to the capital;

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

Acknowledges that this delegation automatically entails the waiver by shareholders of their preferential subscription rights to the shares to which the securities issued on the basis of this delegation give entitlement;

Specifies, where necessary, that the issue of preferred shares is expressly excluded from this delegation;

Resolves that the maximum nominal amount of capital increases carried out under this delegation may not exceed 10% of the Company's share capital (as existing on the date of the transaction), to which shall be added, where applicable, the amount of additional shares to be issued in order to preserve, in accordance with legal, regulatory, or contractual provisions, the rights of security holders and other rights giving access to capital;

Resolves that the nominal amount of the capital increases decided by this resolution shall be deducted from the overall cap provided for in the 26th resolution;

Resolves that the nominal amount of debt securities that may be issued pursuant to this delegation may not exceed €200,000,000 (or the equivalent of this amount in the event of an issue in another currency);

Resolves that the nominal amount of any debt securities issued pursuant to this resolution shall be deducted from the overall cap provided for in the 26th resolution;

Resolves, subject to the conditions set out in the 26th resolution, that the Board of Directors shall have full powers to implement this delegation, with the option to sub-delegate to the Chief Executive Officer, within the limits and under the conditions specified above, in order to, in particular:

- decide on the capital increase(s) remunerating the contributions and determine the shares and/or securities to be issued,
- draw up the list of securities contributed, decide on the valuation of the contributions,
- set the terms and conditions for the issue of shares and/or securities remunerating contributions, as well as, where applicable, the amount of any balancing cash adjustment to be paid, approve the granting of special benefits, and reduce, if the contributors agree, the valuation of contributions or the compensation of special benefits,
- determine the characteristics of the shares and/or securities remunerating the contributions; determine and make any adjustments to take into account the impact of transactions on the Company's capital or shareholders' equity and set any other terms and conditions to ensure and set the terms and conditions under which the following will be ensured, where applicable, the preservation of the rights of holders of securities giving access to capital or beneficiaries of stock options or free share allocations;
- on its own initiative, allocate the costs of capital increases to the amount of the related premiums and deduct from this amount the sums necessary to fund the legal reserve;
- set the terms and conditions of issue, record the completion of capital increases, amend the articles of association accordingly, complete the necessary formalities and generally do whatever is necessary.

Resolves that this delegation shall be valid for a period of twenty-six (26) months from the date of this General Meeting;

Resolves that this delegation shall render ineffective, where applicable for its unused portion, any previous delegation having the same purpose.

TWENTY-FIFTH RESOLUTION

(Delegation of authority granted to the Board of Directors to issue shares and securities resulting in a capital increase in the event of a public exchange offer initiated by the Company)

The General Meeting,

Acting in accordance with the quorum and majority requirements for extraordinary general meetings,

Having considered (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors,

In accordance with Articles L. 225-129 et seq., L. 22-10-54 and L. 228-91 et seq. of the French Commercial Code,

Delegates to the Board of Directors its authority to carry out, on one or more occasions, capital increases through the issue of shares and/or securities giving access by any means, immediately and/or in the future, to the Company's capital, in consideration for securities tendered to a public exchange offer initiated by the Company in France or abroad, in accordance with local rules, for securities of another company admitted to trading on one of the regulated markets referred to in Article L. 22-10-54 of the French Commercial Code;

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

Specifies, where necessary, that the issue of preferred shares is expressly excluded from this delegation;

Resolves that the maximum nominal amount of capital increases carried out under this delegation may not exceed €35,000 (or the equivalent of this amount in the event of an issue in another currency), to which shall be added, where applicable, the nominal value of the shares to be issued in order to preserve, in accordance with the law and, where applicable, the applicable contractual provisions, the rights of securities holders and other rights giving access to the capital;

Resolves that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation shall be deducted from the overall cap provided for in the 26tht resolution;

Resolves that the maximum nominal amount of debt securities that may be issued under this delegation shall be set at €200,000,000 (or the equivalent of this amount in the event of issue in another currency), it being specified that:

- this amount will be deducted from the overall cap provided for in the 26th resolution;
- this amount will be increased, where applicable, by any redemption premium above par; and
- this cap 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, the issue of which would be decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code or in 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;

Acknowledges that this delegation automatically entails the waiver by shareholders of their preferential subscription rights to the Company's ordinary shares to which the securities issued on the basis of this delegation give entitlement;

Resolves that, unless prior authorisation has been granted by the General Meeting, the Board of Directors may not exercise this delegation from the date on which a third party files a proposed public offer for the Company's securities until the end of the offer period;

Resolves, subject to the conditions set forth in the 26th resolution, that the Board of Directors shall have full powers to implement this delegation, with the option to sub-delegate to the Chief Executive Officer, within the limits and under the conditions specified above, for the purpose of, in particular:

- determine the list of securities to be exchanged and the form and characteristics of the shares or securities giving access to the capital to be issued, with or without a premium,
- set the terms and conditions of the issue, the exchange ratio and, where applicable, the amount of the balancing cash adjustment to be paid,
- determine the terms and conditions of the issue, in particular in the context of a public exchange offer, an alternative purchase or exchange offer, as the main offer, accompanied by a public exchange or purchase offer as a secondary offer,
- record the number of securities tendered for exchange,
- set the date of dividend entitlement, 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 exercising the rights to exchange, convert, redeem, or otherwise allocate equity securities or securities giving access to the capital,
- record the difference between the issue price of the new ordinary shares and their par value as a liability on the balance sheet under the "contribution premium" account, to which all shareholders' rights will be allocated,
- make any adjustments required in accordance with legal or regulatory provisions and, where applicable, the applicable contractual provisions, in order to protect the rights of holders of securities giving access to the Company's capital,
- suspend, where applicable, the exercise of the rights attached to these securities for a maximum period of three months,
- on its own initiative, allocate the costs of capital increases to the amount of the related premiums and deduct from this amount the sums necessary to fund the legal reserve,
- set the terms and conditions of issue, record the completion of capital increases, amend the articles of association accordingly, complete the necessary formalities, and generally do whatever is necessary,

Resolves that this delegation shall be valid for a period of twenty-six (26) months from the date of this General Meeting,

Resolves that this delegation shall render ineffective, where applicable for its unused portion, any previous delegation having the same purpose.

TWENTY-SIXTH RESOLUTION

(Setting overall limits on the amount of issues made under the delegations granted)

The General Meeting,

Acting in accordance with the quorum and majority requirements for extraordinary general meetings, Having considered the report of the Board of Directors,

Resolves that:

- the maximum aggregate nominal amount of capital increases that may be carried out pursuant to the delegations granted under the 17th to 20th, 22nd , 24th and 25th resolutions above is set at €35,000 (or the equivalent of this amount in the event of an issue in another currency), it being specified that this cap shall be increased by the additional amount of shares to be issued in order to preserve, in accordance with the law and, where applicable, the applicable contractual provisions, the rights of security holders and other rights giving access to capital;
- the maximum aggregate nominal amount of debt securities that may be issued pursuant to the delegations granted under the 17th to 20th, 22nd , 24th and 25th resolutions above is set at €200,000,000 (or the equivalent of this amount in the event of an issue in another currency).

TWENTY-SEVENTH RESOLUTION

*(Authorization to the Board of Directors to grant options to subscribe for and/or purchase shares (the "**Options**") with cancellation of shareholders' preferential subscription rights in favor of a category of persons)*

The General Meeting,

Acting in accordance with the quorum and majority requirements for extraordinary general meetings,

Having considered (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors,

In accordance with Articles L. 225-177 and L. 22-10-56 et seq. and L. 225-129 et seq. of the French Commercial Code,

Authorizes the Board of Directors to grant, on one or more occasions, during the periods authorized by law, to the employees and/or corporate officers (or some of them) of the Company or of companies or groups related to it under the conditions defined in I of Article L. 225-180 of the French Commercial Code (the "**Beneficiaries**"), options entitling them to subscribe for new shares to be issued by the Company as part of a capital increase or to purchase existing shares of the Company resulting from buybacks carried out under the conditions provided for by law (the "**Options**"), under the following conditions:

- the authorization covers a maximum number of Options, each entitling the holder to subscribe for and/or purchase one share, it being specified that the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this authorization shall be 4% of the number of shares comprising the share capital on the date on which the Board of Directors decides to implement this authorization; this maximum amount will be increased by the nominal value of the securities to be issued in order to preserve, in accordance with the law, the rights of security holders and other rights giving access to the capital; and in any event, the total number of shares that may be subscribed upon exercise of the Options granted and not yet exercised may never exceed one-third of the share capital;
- the total number of shares that may be granted, subscribed for, or purchased under the Options issued pursuant to this authorization shall be deducted from the cap referred to in the 30th resolution;
- the subscription or purchase price of the shares resulting from the Options shall be determined by the Board of Directors on the date on which the Options are granted, as follows:
    - in the case of options to subscribe for new shares, the price may not be less than 95% of the volume-weighted average price of the twenty (20) trading days preceding the date on which the Option is granted;
    - in the case of options to purchase existing shares, the price may not be less than 95% of the volume-weighted average price of the twenty (20) trading days preceding the date on which the Option is granted, nor less than the average purchase price (rounded up to the nearest euro cent) of the shares held by the Company pursuant to Article L. 22-10-62 of the French Commercial Code;
- the period during which the Options may be exercised shall be ten (10) years from the date of their grant by the Board of Directors, it being specified, however, that this period may be reduced by the Board of Directors for beneficiaries resident in a given country to the extent necessary to comply with the law of that country; the Options shall automatically lapse if they have not been exercised before their expiry date; no Options may be granted to employees or corporate officers who, on the date of the Board of Directors' decision, hold more than 10% of the share capital, in accordance with the law;

Resolves, subject to the conditions set out in the 30th resolution, that the Board of Directors shall have full powers to implement this authorization, with the option to sub-delegate, and in particular:

- determine the list of Beneficiaries and the number of Options allocated to each,
- set (i) the terms and conditions of the Options and determine the plan rules, including any performance and/or retention conditions within the Company or one of its subsidiaries, (ii) the exercise schedule(s), it being understood that the Board of Directors may bring forward the dates or periods for exercising the Options, maintain the exercisability of the Options or modify the dates or periods of non-transferability and/or non-convertibility to bearer shares obtained through the exercise of the Options, (iii) any clauses prohibiting the resale of all or part of the securities,
- decide on the terms and conditions under which the price and number of shares may be adjusted to take into account the financial transactions referred to in Article L. 225-181 of the French Commercial Code,
- where applicable, limit, suspend, restrict, or prohibit the exercise of the Options or the transfer or conversion to bearer shares of shares obtained through the exercise of the Options during certain periods or following certain events, with its decision applying to all or part of the shares,
- record the completion of capital increases up to the amount of the shares that will actually be subscribed through the exercise of the Subscription Options, amend the articles of association accordingly, and complete the subsequent formalities,
- at its sole discretion, if it deems it appropriate, to allocate all costs of capital increases to the amount of premiums relating to such increases and to deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase,
- in general, take all measures and carry out all formalities required for the listing of the new shares thus issued.

Resolves that the term of the authorization is set at thirty-eight (38) months from the date of this General Meeting;

Resolves that this authorization shall render ineffective, where applicable for its unused portion, any previous authorization having the same purpose;

Acknowledges that this authorization includes, for the benefit of the Option Beneficiaries, the express waiver by shareholders of their preferential subscription rights to the shares that will be issued as the Options are exercised;

Acknowledges that the capital increase resulting from the exercise of Options will be definitively completed solely by virtue of the declaration of exercise of the option, accompanied by the subscription form and the payments in full, which may be made in cash or by offsetting receivables.

TWENTY-EIGHTH RESOLUTION

*(Delegation of authority to the Board of Directors to issue and grant warrants to subscribe for ordinary shares (the "**Warrants**") with cancellation of preferential subscription rights in favor of a category of persons)*

The General Meeting,

Acting in accordance with the quorum and majority requirements for extraordinary general meetings,

Having considered (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors,

In accordance with Articles L. 225-129 et seq., L. 22-10-52, L. 225-135, L. 225-138 and L. 228-92 et seq. of the French Commercial Code,

Delegates its authority to the Board of Directors to issue, on one or more occasions, warrants to subscribe for ordinary shares (the "**Warrants**") with cancellation of preferential subscription rights in favor of a category of persons;

Resolves that the maximum nominal amount of capital increases that may be carried out, immediately or in the future, pursuant to this delegation shall be 4% of the number of shares comprising the share capital on the date on which the Board of Directors decides to implement this delegation, it being specified that this maximum amount shall be increased by the nominal value of the securities to be issued in order to preserve, in accordance with the law, the rights of security holders and other rights giving access to capital; and provided that the number of Warrants that may be issued pursuant to this delegation shall be deducted from the cap referred to in the 30th resolution;

Resolves that the subscription price for share warrants that may be issued under this delegation by the Board of Directors (or any other delegation of authority granted to it for the purpose of issuing share subscription warrants) shall be determined on the basis of a report by an independent expert appointed by the Company to determine their market value, given that the beneficiaries of the issue will be members of the Company's Board of Directors;

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

Resolves to cancel the preferential subscription rights of shareholders in favor of:

(i) any natural or legal persons in a business relationship with the Company or one of its subsidiaries, strategic partners of the Company, manufacturers or distributors in the pharmaceutical sector, persons bound by a service or consulting contract with the Company or one of its subsidiaries;

(ii) shareholders, managers, or employees of these persons in the case of legal entities;

(iii) persons exercising managerial responsibilities within the meaning of Article 3 §25 of Regulation No. 596/2014 on market abuse, corporate officers or employees of the Company or its subsidiaries;

Resolves that the Warrants must be exercised no later than fifteen (15) years after their issue and that any Warrants that have not been exercised at the end of this fifteen (15) year period will automatically lapse;

Resolves that the subscription price of the Warrants shall be determined by the Board of Directors, with the option to sub-delegate, when implementing this delegation, and shall be at least equal to 5% of the volume-weighted average price of the three (3) trading days preceding the date of allocation of the Warrants by the Board of Directors;

Resolves that the subscription price for one common share of the Company upon exercise of a Warrant, which shall be determined by the Board of Directors at the time of allocation of the Warrants, shall be at least equal to the volume-weighted average price of the shares on the twenty (20) trading days preceding the date of the Board of Directors' decision to allocate the Warrants, as reduced, where applicable, by a maximum discount of 20%;

Authorizes the Company to require the holders of the Warrants the repurchase or redemption of their rights as provided for in Article L. 228-102 of the French Commercial Code;

Acknowledges that this decision entails, for the benefit of the beneficiaries, the express waiver by the shareholders of their preferential subscription rights to the ordinary shares to which the Warrants give entitlement;

Resolves, subject to the conditions set forth in the 30th resolution, that the Board of Directors shall have full powers to implement this delegation, with the option to sub-delegate, within the limits and under the conditions specified above, for the purpose of, in particular:

- issue the Warrants and determine their specific characteristics,
- set the subscription price of the Warrants,
- as well as the exercise price of the Warrants,
- determine the list of beneficiaries and the number of Warrants that may be subscribed by each,
- determine the specific conditions of the Warrants that may be subscribed by each person,
- determine the terms and conditions for protecting the rights of Warrant holders,
- ensure compliance with the conditions of validity and exercise of the Warrants,
- receive notifications of the exercise of the Warrants, record the resulting capital increases and amend the articles of association accordingly,
- take all necessary measures to protect Warrants holders, and
- in general, take any measures and carry out any formalities necessary for the above issue.

Resolves that this delegation shall be valid for a period of eighteen (18) months from the date of this General Meeting;

Resolves that this delegation shall render ineffective, where applicable for its unused portion, any previous delegation having the same purpose.

TWENTY-NINTH RESOLUTION

*(Authorization to the Board of Directors to proceed with the free allocation of existing or new shares (the "**FSAs**") with cancellation of shareholders' preferential subscription rights in favor of a category of persons)*

The General Meeting,

Acting in accordance with the quorum and majority requirements for extraordinary general meetings,

Having considered (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors,

In accordance with Articles L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French Commercial Code,

Authorizes the Board of Directors, with the option to sub-delegate to the extent permitted by law, to proceed, on one or more occasions, with the free allocation of existing shares or shares to be issued by the Company;

Resolves that the maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this authorization shall be 4% of the number of shares comprising the share capital on the date on which the Board of Directors decides to implement this authorization; it being specified that this maximum amount will be increased by the nominal value of the securities to be issued in order to preserve, in accordance with the law, the rights of securities holders and other rights giving access to the capital, and that in any event, the maximum number of shares that may be allocated free of charge under this authorization may not exceed 15% of the number of shares comprising the share capital on the date on which the Board of Directors decides to implement this authorization;

Resolves that the number of shares that may be allocated free of charge pursuant to this authorization shall be deducted from the cap referred to in the 30th resolution;

Resolves that the beneficiaries of the allocations may be employees, or certain categories of employees, of the Company and/or entities directly or indirectly related to it within the meaning of Article L. 225-197-2 of the French Commercial Code, as well as the corporate officers of the aforementioned companies or entities, determined by the Board of Directors in accordance with the provisions of Articles L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French Commercial Code, or certain of them, and who also meet the conditions and, where applicable, the allocation criteria set by the Board of Directors;

Resolves that if allocations are granted to the corporate officers referred to in Article L. 22-10-59 of the French Commercial Code, they may only be granted under the conditions set forth in Article L. 22-10-60 of the French Commercial Code;

Resolves that the allocation of shares to their beneficiaries shall be final at the end of a minimum vesting period of one year;

Resolves, by way of derogation from the foregoing, that shares may be definitively allocated before the end of the vesting period in the event of disability of a beneficiary corresponding to classification in the second and third categories provided for in Article L. 341-4 of the French Social Security Code, on the date of recognition of the disability, and that said shares may be freely transferred by the beneficiary concerned regardless of the aforementioned retention period;

Acknowledges that in the event of a free allocation of new shares, this decision shall entail, as and when said shares are definitively allocated, a capital increase through the incorporation of reserves, profits, or issue premiums for the benefit of the beneficiaries of said shares and the corresponding waiver by the shareholders, for the benefit of the beneficiaries of said shares, of their preferential subscription rights to said shares;

Grants, subject to the conditions set out in the 30th resolution, full powers to the Board of Directors to implement this resolution, with the option to sub-delegate within the limits and under the conditions specified above, in order to, in particular:

- determine whether the shares allocated are to be issued and/or existing shares, and modify its choice before the final allocation;
- determine the categories of beneficiaries of the allocation(s);
- freely determine the identity of the beneficiaries, the number of shares allocated to each of them, set the conditions and, where applicable, the criteria for allocating the shares and, where applicable, the performance criteria;
- decide on the amount of the allocation(s), the dates and terms of each, as well as the date, even retroactive, from which the securities issued will carry dividend rights;

- determine the final duration of the vesting period and the holding period for the shares within the limits set by law and the above-mentioned General Meeting;
- register the shares allocated free of charge in a registered account in the name of their holder, stating that they are unavailable and for how long;
- create an unavailable reserve allocated to the rights of the beneficiaries in an amount equal to the total nominal value of the shares that may be issued through a capital increase, by withdrawing the necessary amounts from any reserves freely available to the Company;
- make the necessary withdrawals from this unavailable reserve in order to pay up the par value of the shares to be issued to their beneficiaries, and increase the share capital accordingly by the nominal amount of the shares allocated;
- in the event of a capital increase, amend the articles of association accordingly and carry out the necessary formalities;
- in the event of financial transactions referred to in Article L. 228-99, paragraph 1, of the French Commercial Code, during the acquisition period, implement, if it deems appropriate, any measures necessary to preserve and adjust the rights of the beneficiaries of shares in accordance with the terms and conditions set forth in said article;

Resolves that this authorization shall be valid for a period of thirty-eight (38) months from the date of this General Meeting;

Resolves that, as of its implementation, this authorization shall supersede any previous authorization with the same purpose.

THIRTYTH RESOLUTION

(Setting overall limits on the amount of issues made pursuant to authorizations to grant Options and FSAs and the delegation to issue Warrants)

The General Meeting,

Acting in accordance with the quorum and majority requirements for extraordinary general meetings,

Having considered (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors,

Resolves that the sum of the shares that may be issued or allocated pursuant to the 27th, 28th and 29th resolutions above may not exceed 4% of the share capital on a non-diluted basis as recorded on the date of the allocation or issue decision, it being specified that this limit should include the additional amount of shares to be issued to preserve, in accordance with legal and provisions and, where applicable, the applicable contractual provisions, the rights of holders of securities or other rights giving access to shares;

Resolves that the Board of Directors may only make use of the authorizations and delegations provided for in the 27th, 28th and 29th resolutions, with regard to the issue of Options and/or Warrants and/or FSAs, for the benefit of one or more executives (Chief Executive Officer or Deputy Chief Executive Officer), only after consultation with the Compensation Committee.

THIRTY-FIRST RESOLUTION

(Delegation to the Board of Directors to carry out a capital increase through the issue of shares or securities giving access to capital, reserved for participants in a company savings plan, with cancellation of preferential subscription rights in favor of the latter)

The General Meeting,

Acting in accordance with the quorum and majority requirements for extraordinary general meetings,

Having considered (i) the report of the Board of Directors and (ii) the report of the Statutory Auditors,

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

Delegates to the Board of Directors its authority, with the option to sub-delegate, to decide on an increase in share capital, on one or more occasions, at the time and in accordance with the terms and conditions it shall determine, up to a maximum amount of €9,900 per issue of ordinary shares or financial securities giving access to the Company's capital reserved for participants in a company savings plan (or any other plan whose participants, under Articles L. 3332-1 et seq. of the French Labor Code or any similar law or regulation, would be entitled to a capital increase under equivalent conditions), established or to be established within the Company; it being specified that this maximum nominal amount above shall be increased by the securities issued in order to preserve the rights of holders of securities giving access to the capital in accordance with the provisions of the French Commercial Code;

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

Resolves that this delegation shall entail cancellation of shareholders' preferential subscription rights to new shares or securities to be issued to the aforementioned beneficiaries, in the event of the capital increase provided for in the previous paragraph being carried out;

Resolves that the Board of Directors may provide for the free allocation of shares or financial securities giving access to the Company's capital, under the terms provided for in Article L. 3332-21 of the French Labor Code;

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

Resolves that the characteristics of the issues of financial securities giving access to the Company's capital shall be determined by the Board of Directors under the conditions set out in the regulations;

Grants full powers to the Board of Directors to implement this delegation, and in particular:

- decide and set the terms and conditions for the issue and allocation of shares or financial securities giving access to capital, pursuant to this delegation; and in particular to set the subscription price in accordance with the rules defined above, the opening and closing dates for subscriptions, the dates of dividend entitlement (including retroactive dates), the deadlines for payment of shares and, where applicable, financial securities giving access to capital, all within the legal limits;
- record the completion of the capital increase(s) up to the amount of the shares or securities that are actually subscribed and make the corresponding amendments to the articles of association;
- carry out, directly or through an agent, all transactions and formalities;
- and generally do whatever is useful and necessary to definitively carry out the increase or successive increases in share capital.

Resolves that this delegation shall be valid for a period of eighteen (18) months from the date of this General Meeting;

Resolves that this delegation shall render ineffective, where applicable for its unused portion, any previous delegation having the same purpose.

THIRTY-SECOND RESOLUTION

(*Amendment of the Articles of Association to allow for the appointment of a director representing employee shareholders consultation*)

The General Meeting,

Acting in accordance with the quorum and majority requirements for extraordinary general meetings,
Having considered the report of the Board of Directors and the text of the proposed new articles of association,

Taking note of the provisions of Articles L. 225-23 and L. 225-102 of the French Commercial Code;

Resolves to insert, following the existing Article 11 of the Articles of Association, an Article 11.5 expressed as follows:

11.5 Employee Shareholder Representative Director

If the threshold provided for under the French Commercial Code is exceeded and in accordance with the applicable laws and regulations, at least one director representing employee shareholders shall be appointed by the Ordinary General Meeting of Shareholders.

The director representing employee shareholders shall perform their duties under the same conditions as the other directors, subject to the specific legal and statutory provisions applicable to them. They shall be eligible for re-election.

Prior to the Ordinary General Meeting called to appoint the director representing employee shareholders, the Chairman of the Board of Directors or the Chief Executive Officer shall organize the designation of a single candidate (and an alternate) in accordance with the provisions of this Article 11.5 and under procedures of their choice.

Such designation procedure shall be organized so as to ensure compliance with the applicable legal and regulatory requirements relating to gender balance within the Board of Directors. The candidate ultimately submitted to the Ordinary General Meeting shall be determined subject to compliance with such requirements.

Eligible candidates shall include employee shareholders of the Company or of its affiliated companies and, where applicable, employees serving on the supervisory board of an employee shareholding mutual fund (*Fonds Commun de Placement d'Entreprise* – FCPE) holding Company shares.

The election of a candidate for the position of director representing employee shareholders shall be conducted by a simple majority of voting rights through a single-round election or a single consultation, covering all voting rights attached to Company shares held by the relevant employee shareholders, whether such shares are held directly or through one or more employee shareholding mutual funds holding Company shares. The election, following a call for nominations, shall be organized using any technical means ensuring the confidentiality, integrity and reliability of the vote, whether electronically or by correspondence.

The purpose of the election shall be to determine a single nomination to be submitted to the Ordinary General Meeting, namely the principal candidate who receives the highest number of valid votes cast at the conclusion of the election. Each candidate shall stand together with an alternate designated to replace them in the event of a vacancy.

The detailed terms and timetable of such election or single consultation that are not specified by law or by these articles of associations shall be determined by executive management. For this purpose, election regulations governing the nomination of a candidate for the position of director and their alternate may be adopted. Such regulations shall be communicated by any means to the members of the supervisory boards of employee shareholding mutual funds holding Company shares and to direct employee shareholders.

For Company shares held directly by employee shareholders, each direct employee shareholder shall have a number of votes equal to the number of Company shares held directly by such shareholder.

For Company shares held through one or more employee shareholding mutual funds holding Company shares, voting rights shall be exercised within the scope of the consultation in accordance with the rules of the relevant fund. Where voting rights are exercised by the supervisory board of the fund, such board shall have a number of votes equal to the number of Company shares held through the fund. Where voting rights are exercised individually by unit holders, each unit holder shall have a number of votes determined according to the number of Company shares indirectly held through the fund, in accordance with the arrangements specified, where applicable, in the designation regulations.

For the purpose of determining the nomination to be submitted to the Ordinary General Meeting, account shall be taken, for each candidate, of all votes validly cast in the election or single consultation, whether such votes relate to shares held directly by employee shareholders or to shares held through one or more employee shareholding mutual funds.

Where Company shares are held both directly by employee shareholders and indirectly through one or more employee shareholding mutual funds, the principal candidate submitted for the vote of the Ordinary General Meeting shall be the candidate who, among the principal candidates designated respectively by direct employee shareholders and by the employee shareholding mutual fund(s), has received or represents the highest number of votes, including votes from both direct employee shareholders and employee shareholding mutual funds.

In the event of a tie, the candidate with the greatest length of service within the Company or its affiliated companies shall prevail and, failing that, the older candidate shall prevail, or any other tie-breaking rule provided for under the designation regulations shall apply.

The nomination of the candidate to be submitted to the Ordinary General Meeting shall, where applicable, be recorded in minutes transmitted to the Board of Directors no later than eight (8) days before the Board meeting at which the resolutions relating to the appointment of the director representing employee shareholders are approved (or within any other period provided for in the designation regulations).

If, for any reason, no candidate is designated at the conclusion of the designation procedure, the Chief Executive Officer shall prepare a statement of deficiency and transmit it to the Board of Directors in accordance with the preceding paragraph, and such deficiency shall be reported to the General Meeting.

The Ordinary General Meeting shall decide on the appointment of the principal candidate under the quorum and majority requirements applicable to any director appointment. The election of the principal candidate shall automatically result in the appointment of the alternate solely for replacement purposes under the conditions set forth below.

If the principal candidate submitted to the General Meeting fails to obtain the required majority, no alternate shall be appointed and a new designation procedure shall be organized in accordance with the provisions of this Article 11.5.

The term of office of the director representing employee shareholders shall be identical to that of the other directors of the Company, except that the staggered board provisions shall not apply. However, the term shall automatically terminate and the director representing employee shareholders shall be deemed to have resigned automatically upon ceasing to be an employee of the Company or an affiliated company, upon losing shareholder status (or membership in an employee shareholding mutual fund holding Company shares), or upon losing the qualification by virtue of which they were eligible.

In the event that the office of the director representing employee shareholders becomes vacant for any reason, the alternate designated in accordance with this Article 11.5 shall immediately and automatically replace such director for the remainder of the term, provided that the alternate continues to satisfy all applicable legal and statutory requirements.

Failing the existence of an alternate, a new principal candidate and, where applicable, a new alternate candidate shall be designated in accordance with the procedures set out in this Article 11.5. The designated candidate shall be submitted for approval at the next Ordinary General Meeting, provided that the time required to organize the designation procedure permits inclusion of such item on the agenda. Until such appointment, the seat shall remain vacant, without affecting the validity of the deliberations of the Board of Directors.

The provisions of this Article 11.5 shall cease to apply prospectively if, at the end of a financial year, employee ownership by employees of the Company and its affiliated companies falls below the threshold of 3% of the share capital. In such case, unless otherwise decided by the Board of Directors, the current mandate shall expire at the close of the Ordinary General Meeting approving the financial statements for the relevant financial year, such date constituting the statutory term of the mandate.

Resolves to make certain correlative amendments to the Articles of Association.

THIRTY-THIRD RESOLUTION

(*Amendment of the Warrant Agreement and of the terms and conditions of the warrants subscribed for by the European Investment Bank*)

The General Meeting,

Acting in accordance with the quorum and majority requirements for extraordinary general meetings,
Having considered:

- the report of the Board of Directors;
- the report of the Statutory Auditors;

Approves the modifications (i) of the share subscription warrant agreement (the **Warrant Agreement**), dated November 22, 2022, entered into between the Company and the European Investment Bank (**EIB**) (the **Warrant Agreement**), pursuant to which the Company issued in favor of the EIB 175,000 warrants on December 21, 2022 (Tranche A), 286,041 warrants on January 26, 2023 (Tranche B), and 313,607 warrants on July 31, 2023 (Tranche C) (together, the **Warrants**), and (ii) the terms and conditions of the Warrants, pursuant the amendments of the Warrant Agreement as described in the Board of Directors's report, and hereby **approves** the executions of such amendments ;

THIRTY-FORTH RESOLUTION

(Powers for formalities)

The General Meeting,

Acting in accordance with the quorum and majority requirements for extraordinary general meetings,

Grants full powers to the bearer of an original, copy or extract of these minutes to carry out the legal publicity formalities and other formalities as required.