

**MEDIAN TECHNOLOGIES**  
**A French Société anonyme with a share capital of EUR 504,216.70**  
**Les 2 Arcs, 1800 Route des Crêtes, 06560 Valbonne**  
**RCS Grasse N° 443 676 309**  
**(Hereinafter the “Company”)**

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**TEXT OF THE RESOLUTIONS**

**THE SHAREHOLDERS' ANNUAL GENERAL ORDINARY  
AND EXTRAORDINARY MEETING DATED 16 DECEMBER 2016**

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**ORDINARY RESOLUTIONS**

**FIRST RESOLUTION**

*(Capital increase of a maximum nominal amount of €75,384.60 in cash for an amount of €19,599,996, by issuance of 1,507,692 shares, to subscribe at a price of €13 each, premium included; terms and conditions of the issue)*

The Shareholders' General Meeting, ruling under the conditions of quorum and majority required for extraordinary meetings, after acknowledging the Board of Directors' report, the Statutory Auditors special report and the draft Articles of Incorporation of the Company, and acknowledging that the share capital of the company is fully paid-up at this date,

1. Hereby **decided**, in accordance with the provisions of articles L.225-129 of the French Commercial Code and subject to the condition precedent that the second resolution concerning the removal of the preferential subscription rights is adopted, to increase the share capital by a nominal amount of €75,384.60 by issuance of 1,507,692 new ordinary shares (the "**New Shares**"), for a total unit price of €19,599,996, corresponding to a €0.05 nominal value and a premium of €12.95 for each New Share issued to increase the share capital from €504,216.70 to €579,601.30 by cash for a total amount of €19,599,996;
2. Hereby **decided** that subscriptions will be received at the registered office of the Company once the decisions herein have been taken and until 24 December 2016 at 10.30 AM (Paris time), being clearly specified that subscriptions will be closed in advance as soon as all the New Shares have been subscribed under the conditions stated in the decision herein;
3. Hereby **decided** that the New Shares shall be fully paid up for their entire nominal value and premium in cash upon their subscription by payment in cash, either by delivery of a bank check or by wire transfer of immediately available funds or by set-off of unquestionable, liquid and due claims on the Company;

4. Hereby **decided** that funds from the payments will be deposited on the bank account opened in the name and on behalf of the Company in the books of the bank “Banque Populaire Provençale et Corse” which contact details are as follows:
  - Code Banque : 14607
  - Code Guichet : 00050
  - Numéro de Compte : 26889610583
  - Clé RIB : 25
  - Swift : CCBPFRPPMAR
  - IBAN : FR76 1460 7000 5026 8896 1058 325
5. Hereby **decided** that the capital increase will be completed on the date of issue of the certificate of the depositary of the funds evidencing the payment in full of the subscriptions;
6. Hereby **decided** that amount of the premium issue will be registered on a special account “Premium Issue”, to which all shareholders shall have rights in conditions set forth by laws and the bylaws of the Company.
7. Hereby **noted** that, in accordance with Article L. 228-16 of the French Commercial Code the issuance of the 1,507,692 New Shares has no impact on the rights of the holders of class B and E preference shares;
8. Hereby **decided** that the new shares shall be submitted to all bylaws provisions, shall be equally treated as the existing shares and shall enjoy the same rights as of the issue date, upon their issue shall be entitled to any distribution decided by the Company from that date and shall be traded on the Alternext market on the same listing line as the existing shares upon their admission; and
9. Hereby **delegated** to the Board of Directors of the Company, the power of delegating its powers, all powers for the purpose of implementing the decision herein under the conditions provided by law and applicable regulations, and in particular :
  - acknowledge the completion of the condition precedent referred to in paragraph 1 above,
  - collect the subscriptions and the corresponding payments,
  - proceed to the anticipated closure of the subscription period or extend the date, if applicable,
  - obtain the certificate of the depositary of the funds evidencing the payment in full of the subscriptions,
  - acknowledge the completion of the New Shares issuance and modify the Company’s bylaws accordingly,
  - enter into any agreement related to the said issue,
  - deduct the costs of the capital increase from the premium, and
  - more generally, carry out, directly or by proxy, all appropriate measures and perform all formalities including publication formalities required to finalize the capital increase resulting from the issuance of the New Shares, including the admission to trading of the the New Shares on the Alternext market.

## **SECOND RESOLUTION**

### ***(Removal of shareholders' preferential subscription right for the benefit of FURUI Medical Science Company Luxembourg, Sàrl)***

The Shareholders' General Meeting, ruling under the conditions of quorum and majority required for extraordinary meetings, after acknowledging the Board of Directors' and the Statutory Auditor's reports, hereby decides as a result, the adoption of the First Resolution, to remove the *preferential subscription rights reserved to the shareholders* pursuant to the provisions of article L.225-132 of the French Commercial Code and to allot, pursuant to the provisions of article L. 225-138 of the French Commercial Code, the right to subscribe to the 1,507,692 New Shares to be issued pursuant to the first resolution, for the benefit of:

- **FURUI Medical Science Company Luxembourg, Sàrl**, a *société à responsabilité limitée* organized under the laws of the Duchy of Luxembourg, which registered office is located at 6 rue Guillaume Schneider L-2522 Luxembourg, registered with the Trade and Companies Registry of Luxembourg under number B188437, up to 1,507,692 New Shares, corresponding to a total maximum subscription amount of total 19,599,996.

## **THIRD RESOLUTION**

### ***(Delegation of powers to the Board of Directors for the purpose of deciding the terms and conditions of the capital increase in accordance with the provisions of article L. 225-129-6 of the French Commercial Code and article L. 3332-18 and seq. of the French Labor Code without preferential subscription rights for the benefit of the employees of the Company)***

The Shareholders' General Meeting, ruling under the conditions of quorum and majority required for extraordinary meetings, after acknowledging the Board of Directors' and the Statutory Auditors report, and the provisions of article L.225-129-6 of the French Commercial Code hereby decides, within the framework of the resolutions hereinabove, to increase, pursuant to the provisions provided for in articles L. 3332-18 to L. 3332-24 of the French Labor Code, the share capital by a maximum nominal amount of 1% of the Company's share capital by creating and issuing new shares with a par value of five cents (€0.05) each.

The Shareholders' General Meeting hereby decides to remove the preferential subscription rights reserved to shareholders pursuant to article L. 225-132 of the French Commercial Code and hereby allocates the subscription right to the new ordinary shares to be issued for the benefit of the employees of the Company.

The General Meeting hereby confers all powers to the Board of Directors for the purpose of determining the time at which the capital increase shall be completed as well as the terms and conditions of such completion, in particular to determine the conditions and calendar of the exercise, fix the subscription price of the shares, and the subscription calendar, in accordance with the aforementioned legal provisions.

In this context, the General Meeting hereby also confers to the Board of Directors all powers needed to decide and execute any deeds, take any measures and carry out any formalities

required to finalize the thereby authorized capital increase transaction, and proceed to the amendments of Company's bylaws as required by the execution of the share capital increase.

**EXTRAORDINARY RESOLUTIONS**

**FOURTH RESOLUTION**

**(Appointment of a new Board Member)**

The Shareholders' General Meeting, ruling under the quorum and majority requirements for ordinary meetings, decides to appoint as of today Mrs. Jeanne HECHT, a US citizen, born on Michigan in the United States of America, residing at 102 Livingston Place, Chapel Hill, NC 27516, as new Board Member for a period of three (3) years until the General Meeting convened in 2019 to approve the financial statements for the fiscal year ending on December 31, 2020.

**FIFTH RESOLUTION**

**(Powers for carrying out the formalities)**

The Shareholders' General Meeting, ruling under the conditions of quorum and majority required for ordinary meetings, hereby confers all powers to any holder of an original copy, a copy or an abstract of the foregoing minutes to proceed to any and all required legal formalities.