

MEDIAN TECHNOLOGIES
A French *Société anonyme* with a share capital of EUR 735,211.40
Registered office : Les 2 Arcs, 1800 Route des Crêtes 06560 Valbonne
RCS Grasse N° 443 676 309
(Hereinafter the “Company”)

**SHAREHOLDERS’ ANNUAL ORDINARY AND EXTRAORDINARY
GENERAL MEETING DATED JUNE 1ST, 2021**

**REPORT OF THE BOARD OF DIRECTORS
ON STOCK OPTIONS**

Dear Shareholders,

In accordance with Article L.225-184 of the French Commercial Code, we have prepared this report to inform you on the stock options transactions carried out during the financial year ended December 31, 2020.

I. GRANT OF STOCK OPTIONS

A. Extraordinary General Meeting of June 26, 2019

The Extraordinary General Meeting of June 26, 2019 pursuant to its 19th resolution, authorized the Board of Directors, for a period of 38 months, its authority to grant to the Company's officers and employees, or to the employees of the related companies within the meaning of article L.225-180 of the French Commercial Code, a maximum of 500,000 stock options entitling the holder to subscribe to new shares in accordance with the provisions of articles L.225-177 and *seq.* and L.22-10-56 and *seq.* of the French Commercial Code.

The subscription price of the shares by the beneficiaries would be determined on the day the options are granted by the Board of Directors in accordance with the provisions of article L.225-177 of the French Commercial Code; this subscription price would be determined in accordance with the objective methods used for valuation of shares, taking into account, in a weighting appropriate to each case, the Company's net book value, profitability and prospects.

The total number of granted stock options could not result in the subscription of more than 500.000 new shares.

The General Meeting grants all of its powers to the Board of Directors, with an option to sub-delegate these powers, within the legal limits, to implement this authorization, including the powers to:

- determine the identity of the beneficiaries and the number of stock-options allocated to each of them;
- set the terms and conditions and, where applicable, the criteria pursuant to which the stock options shall be exercised;

- extend the benefit of these stock options to employees of related companies within the meaning of article L.225-180 of the French Commercial Code, which would be added to the group's current composition;
- provide the obligation to be an employee of the Company and / or a related company within the meaning of article L.225-180 of the French Commercial Code, at the time the stock options are exercised;
- set the period for the prohibition of immediate resale of the subscribed shares, but that the period may not exceed three (3) years from the date of exercising of the stock options pursuant to article L.225-177 of the French Commercial Code.

B. Board of Directors Meeting of January 16, 2020

On January 16, 2020, the Board of Directors, proceeded to such grant using the authorization conferred to it by the 19th resolution of the Shareholders' General Meeting dated June 26, 2019, and granted 90,000 stock options following two stock options plans, namely STOCK OPTIONS 2020-M, and STOCK OPTIONS 2020-Z, pursuant to the main conditions below.

1. STOCK OPTIONS 2020-M

(i) Total number of options: 60,000 options.

(ii) Subscription price to the shares

The subscription price was set to one euro and fifty euro cents (1.50 €) per share.

This price was set in accordance with the provisions of article L.255-177 of the French Commercial Code.

This price shall remain fixed throughout the period of validity of the options unless the Company has to carry out one of the transactions requiring an adjustment provided for by law (article L.225-181 of the French Commercial Code).

(iii) Period for which the stock options will be valid

The period for which the stock options will be valid was set at seven (7) years from the date of issuance by the Board of Directors, i.e. until January 15, 2027 (included).

2. STOCK OPTIONS 2020-Z

(i) Total number of options: 30,000 options.

(ii) Subscription price to the shares

The subscription price was set to one euro and fifty euro cents (1.50 €) per share.

This price was set in accordance with the provisions of article L.255-177 of the French Commercial Code.

This price shall remain fixed throughout the period of validity of the options unless the Company has to carry out one of the transactions requiring an adjustment provided for by law (article L.225-181 of the French Commercial Code).

(iii) Period for which the stock options will be valid

The period for which the stock options will be valid was set at seven (7) years from the date of issuance by the Board of Directors, i.e. until January 15, 2027 (included).

C. Extraordinary General Meeting of June 19, 2020

The Extraordinary General Meeting of June 19, 2020 pursuant to its 23rd resolution, authorized the Board of Directors, for a period of 38 months, its authority to grant to the Company's officers and employees, or to the employees of the related companies within the meaning of article L.225-180 of the French Commercial Code, a maximum of 500,000 stock options entitling the holder to subscribe to new shares in accordance with the provisions of articles L.225-177 and *seq.* and L.22-10-56 and *seq.* of the French Commercial Code.

The subscription price of the shares by the beneficiaries would be determined on the day the options are granted by the Board of Directors in accordance with the provisions of article L.225-177 of the French Commercial Code; this subscription price would be determined in accordance with the objective methods used for valuation of shares, taking into account, in a weighting appropriate to each case, the Company's net book value, profitability and prospects.

The total number of granted stock options could not result in the subscription of more than 500.000 new shares.

The General Meeting grants all of its powers to the Board of Directors, with an option to sub-delegate these powers, within the legal limits, to implement this authorization, including the powers to:

- determine the identity of the beneficiaries and the number of stock-options allocated to each of them;
- set the terms and conditions and, where applicable, the criteria pursuant to which the stock options shall be exercised;
- extend the benefit of these stock options to employees of related companies within the meaning of article L.225-180 of the French Commercial Code, which would be added to the group's current composition;
- provide the obligation to be an employee of the Company and / or a related company within the meaning of article L.225-180 of the French Commercial Code, at the time the stock options are exercised;
- set the period for the prohibition of immediate resale of the subscribed shares, but that the period may not exceed three (3) years from the date of exercising of the stock options pursuant to article L.225-177 of the French Commercial Code.

D. Board of Directors Meeting of July 9, 2020

On July 9, 2020, the Board of Directors, proceeded to such grant using the authorization conferred to it by the 23rd resolution of the Shareholders' General Meeting dated June 19, 2020, and granted 50,000 stock options following two stock options plans, namely STOCK OPTIONS 2020-S, pursuant to the main conditions below.

(i) Total number of options: 50,000 options.

(ii) Subscription price to the shares

The subscription price was set to two euros and sixty-five euro cents (2.65 €) per share.

This price was set in accordance with the provisions of article L.255-177 of the French Commercial Code.

This price shall remain fixed throughout the period of validity of the options unless the Company has to carry out one of the transactions requiring an adjustment provided for by law (article L.225-181 of the French Commercial Code).

(iii) Period for which the stock options will be valid

The period for which the stock options will be valid was set at seven (7) years from the date of issuance by the Board of Directors, i.e. until July 8, 2027 (included).

E. Board of Directors Meeting of October 16, 2020

On October 16, 2020, the Board of Directors, proceeded to such grant using the authorization conferred to it by the 23rd resolution of the Shareholders' General Meeting dated June 19, 2020, and granted 15,000 stock options following two stock options plans, namely STOCK OPTIONS 2020-D, pursuant to the main conditions below.

(iv) Total number of options: 15,000 options.

(v) Subscription price to the shares

The subscription price was set to four euros and eighteen euro cents (4.18 €) per share.

This price was set in accordance with the provisions of article L.255-177 of the French Commercial Code.

This price shall remain fixed throughout the period of validity of the options unless the Company has to carry out one of the transactions requiring an adjustment provided for by law (article L.225-181 of the French Commercial Code).

(vi) Period for which the stock options will be valid

The period for which the stock options will be valid was set at seven (7) years from the date of issuance by the Board of Directors, i.e. until October 15, 2027 (included).

II. STOCK OPTIONS GRANTED TO CORPORATE OFFICERS

A. Grants of stock options to corporate officers

The table below shows the number, exercise price and expiry date of stock options granted by the Company during the financial year 2020 to the managers:

BENEFICIARY	NUMBER OF STOCK OPTIONS 2020-M GRANTED	STRIKE PRICE	EXPIRY DATE
Oran MUDUROGLU	60,000	€ 1.50	January 15, 2027

According to the provisions of article L.225-185, paragraph 4 of the French Commercial Code, the Board of Directors has set the quantity of shares resulting from the exercise of the stock options granted that the above beneficiaries, in their capacity as manager, are required to keep at registered until the termination of his functions:

BENEFICIARY	STOCK OPTIONS 2020-M
Oran MUDUROGLU	15,000 (25%)

B. Exercise of stock options by corporate officers

NONE

III. STOCK OPTIONS GRANTED TO NON-EXECUTIVE EMPLOYEES

A. Grants of stock options to non-executive employees

The table below shows the number, exercise price and expiry date of stock options granted by the Company during the financial year 2020 to each of the ten non-executive employees who were granted the most stock options:

BENEFICIARY	NUMBER OF STOCK OPTIONS 2020-S GRANTED	STRIKE PRICE	EXPIRY DATE
Yan LIU	25,000	€ 2.65	July 8, 2027

The table below shows the number, exercise price and expiry date of stock options granted by the Company during the financial year 2020 to a non-executive employee of MEDIAN MEDICAL TECHNOLOGY CO., LTD., subsidiary of the Company, according to article L.225-180 of the French Commercial Code:

BENEFICIARY	NUMBER STOCK OPTIONS 2020-Z GRANTED	STRIKE PRICE	EXPIRY DATE
Min ZHANG	30,000	€ 1.50	January 15, 2027

The table below shows the number, exercise price and expiry date of stock options granted by the Company during the financial year 2020 to a non-executive employee of MEDIAN TECHNOLOGIES INC., subsidiary of the Company, according to article L.225-180 of the French Commercial Code:

BENEFICIARY	NUMBER OF STOCK OPTIONS 2020-S GRANTED	NUMBER OF STOCK OPTIONS 2020-D GRANTED	STRIKE PRICE	EXPIRY DATE
Mike DOHERTY	25,000	-	€ 2.65	July 8, 2027
Mike DOHERTY	-	15,000	€ 4.18	October 15, 2027

B. Exercise of stock options by non-executive employees

Stock options exercised by the ten non-executive employees:

BENEFICIARIES	NUMBER OF SHARES SUBSCRIBED	STRIKE PRICE	PAR VALUE
Sébastien GROSSET	2,250	€ 3,375	€ 0.05
Jean OLIVIER	2,250	€ 3,375	€ 0.05
Anne-Sophie AUROUX	1,500	€ 2,250	€ 0.05
Sophie CAMPAGNO	5,000	€ 7,500	€ 0.05

Stock options exercised by the ten non-executive employees on companies targeted by article L.225-180 of the French Commercial Code:

NONE.

The Board of Directors