

**MEDIAN TECHNOLOGIES**  
**A French *Société anonyme* with a share capital of EUR 951,016.55**  
**Registered office : Les 2 Arcs, 1800 Route des Crêtes 06560 Valbonne**  
**RCS Grasse N° 443 676 309**  
**(Hereinafter the "Company")**

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**SHAREHOLDERS' ANNUAL ORDINARY AND EXTRAORDINARY  
GENERAL MEETING DATED JUNE 17, 2025**

**REPORT OF THE BOARD OF DIRECTORS ON THE EXTRAORDINARY DECISIONS**

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Dear Shareholders,

We have called the Shareholders' General Annual Meeting to inform you of the proposed transactions.

This report completed the Management report for the fiscal year ended on December 31, 2024.

**I. COMPANY'S AFFAIRS**

The **iCRO** business unit generated 100 % of the Company's turnover for financial year 2024.

The Company's turnover amounted to € 16,278,264 compared to € 15,665,037 for the previous financial year, i.e. an increase of 3,91 %. Globally, the order book as of December 31, 2024 was € 71 million, Median's all-time high.

The **Eyonis®** business unit did not generate any revenue during the financial year as it is in the investment phase (Software, Clinical and Scientific) for new products and services. In 2024, Median continued its Research and Development activities for its Eyonis® platform and confirmed the relevance of its technology by publishing a new series of promising clinical results.

For the fiscal year ending on December 31, 2024, the average number of employees is 164.

**1.** The Company owns the entire share capital and voting right of **MEDIAN TECHNOLOGIES, INC.**, the US subsidiary of the Company (hereinafter the "**US Subsidiary**").

The US Subsidiary comprised 17 employees as of December 31, 2024.

During the 2024 financial year, the turnover of the US Subsidiary amounted to USD 307,805 (i.e. EUR 3,057 K). Like the previous financial year, MEDIAN TECHNOLOGIES INC's turnover is due to the introduction in 2014 of a "cost-plus" contract between the parent company and its subsidiary. Thus, the total turnover in 2024 corresponds to the invoicing of costs to the Company.

**2.** The Company also owns the entire share capital and voting right of **MEDIAN MEDICAL TECHNOLOGY (SHANGHAI) CO., LTD**, the Chinese subsidiary of the Company (hereinafter the "**CN Subsidiary**").

The CN Subsidiary comprised 55 employees as of December 31, 2024.

During the financial year, the turnover of the CN Subsidiary amounted to RMB 65,651,465 (i.e. EUR 8,432 K). This corresponds also to invoicing of services performed for Median technologies SA in the amount of RMB 1,998,288 (EUR 256 K). The remaining turnover corresponds to medical imaging services provisions performed as part of clinical trials contracted these last years with the Chinese companies.

**3.** The Company holds 100% of the share capital and voting rights of **MEDIAN EYONIS, INC.**, the Company's U.S. subsidiary (hereinafter referred to as the "**U.S. Eyonis Subsidiary**").

The U.S. Eyonis Subsidiary has no employees and had no activity during the year 2024.

## **II. MAJOR DEVELOPMENTS SINCE THE END OF THE FINANCIAL YEAR**

### **Postponement of the Repayment of the 2020 EIB Loan to October 2025 (Initially Scheduled for April 2025)**

Median Technologies and the European Investment Bank (EIB) have agreed to extend the maturity of the loan granted by the EIB in 2020 by six months, i.e., until October 2025. In this context, the company has decided to approve the following amendments to the terms and conditions of the EIB-A Warrants (BSA BEI-A), issued by the Board of Directors on April 6, 2020, under the delegation granted by the Extraordinary General Meeting on June 26, 2019: the exercise price of the EIB-A Warrants has been reduced from eight euros and thirty-four cents (€8.34) to six euros and twenty-five cents (€6.25).

### **Signature of a Financing Agreement with Iris in the Form of Convertible Bonds Repayable in Shares**

On January 23, Median Technologies signed a financing agreement with Iris in the form of convertible bonds repayable in shares, for a maximum amount of €10 million, with an initial tranche of €4 million. On January 24, 2025, Iris subscribed to a first tranche of 1,600 convertible bonds with a nominal value of €4 million.

The company will have the right to suspend and reactivate the drawdowns of tranches without penalty. The main terms and conditions of the financing line are as follows:

- A single tranche of 4,000 warrants subscribed by Iris Capital, each warrant entitling the holder to a convertible bond repayable in shares upon subscription.
- Iris Capital has committed to subscribing, over a 24-month period, to 4,000 bonds upon exercise of the warrants, in six (6) tranches (the first for €4,000,000, the second for €2,500,000, the third to fifth for €1,000,000 each, and the sixth and final for €500,000).
- Median Technologies shall have the right to suspend and reactivate the tranche drawdowns without penalty. The repayment price in new shares of the bonds is equal to 95% of the lowest volume-weighted average price over the twenty-five (25) trading days immediately preceding the bond repayment date. By way of exception, the parties may agree on a repayment price for the bonds in the event of a block sale of shares resulting from the repayment of said bonds by Iris Capital.
- It is further specified that the repayment price of the bonds shall in no case be lower than (i) the minimum price set by the Board of Directors of Median Technologies, namely 95% of the volume-weighted average price on the trading day immediately preceding the repayment date, (ii) the minimum price set by the combined general meeting of shareholders on June 19,

2024, namely the average closing price of Median Technologies' ordinary shares over the twenty (20) trading sessions preceding the bond repayment date, less a 20% discount, or (iii) the nominal value of the company's shares.

- Since the signing, following the redemption notices sent by Iris Capital, a total of 372,320 ordinary shares have been issued in its favor.

#### **Eyonis LCS Meets Its Primary Endpoint in the RELIVE Clinical Trial, the Final Pivotal Study Required for Regulatory Submissions**

Median Technologies announces that eyonis™ LCS (Lung Cancer Screening), its medical device software leveraging artificial intelligence and machine learning for lung cancer screening, has met the primary endpoint in the RELIVE study. Top-line results from RELIVE show that a radiologist assisted by eyonis™ LCS achieves statistically significantly better diagnostic performance compared to a radiologist without eyonis™ LCS ( $p=0.027$ ).

RELIVE is the second of two pivotal studies required to obtain market authorization in both the United States and Europe. By achieving the primary endpoint of the RELIVE study, eyonis™ LCS successfully completes its clinical validation and confirms the prior analytical validation obtained in REALITY, the first pivotal standalone study, whose positive results were announced in August 2024.

The success of these two clinical studies is a prerequisite for regulatory submissions in the U.S. and Europe. As a result, regulatory filings for the FDA's 510(k) clearance and the CE marking of eyonis™ LCS are currently being prepared and will be submitted to the respective agencies in the second quarter of this year.

Median's eyonis™ LCS medical device software is a computer-aided detection and diagnosis (CAdE/CADx) tool based on artificial intelligence and machine learning technologies. It aims to enhance diagnostic accuracy for radiologists when analyzing low-dose computed tomography (LDCT) scans in the context of lung cancer screening.

#### **Median Technologies Announces that the Efficacy and Safety of Its eyonis™ LCS Medical Device Software for Lung Cancer Screening Are Confirmed by the Results of the Pivotal RELIVE Study**

The results successfully conclude the pivotal studies of eyonis™ LCS (Lung Cancer Screening), the medical device software from Median for assisting in the detection and diagnosis of lung cancer, based on AI and Machine Learning (ML) technologies. These pivotal studies are a prerequisite for regulatory submissions in the United States and Europe. The submission of the application for U.S. market authorization will be made in May 2025 to the FDA, followed shortly in June by the one for CE marking for Europe. As a result, considering standard review timelines, Median Technologies expects to receive FDA 510(k) clearance in the third quarter of 2025 and CE marking in the first quarter of 2026, as previously communicated. The eyonis™ LCS medical device software has been developed for the following intended use: first, to enable early detection and characterization of pulmonary nodules as likely benign, suspicious, or highly suspicious in order to assist in cancer diagnosis and guide the clinical pathway of patients; second, to assist radiologists in the detection, localization, and characterization of pulmonary nodules from medical images by generating a proprietary results report identifying nodules as "likely benign," "suspicious," or "highly suspicious" and assigning malignancy scores to each nodule; finally, third, to help identify tumors at their earliest stage, in order to allow better patient management while reducing unnecessary medical tests and procedures, as well as healthcare costs. The final results of RELIVE obtained on a highly enriched cohort show that the eyonis™ LCS medical device software met all key criteria to statistically significantly demonstrate the superiority of its performance compared to the state of the art, as well as its efficacy and safety. The results support the intended use for which eyonis™ LCS was developed. The intended use of eyonis™ LCS has been shared with the European notified body and discussed with the FDA during the

preliminary submission phase (Q-submission). It is mandatory to demonstrate the efficacy and safety of a medical device within the specific framework of its intended use in order to secure market authorization issued by regulatory agencies in the United States and Europe.

### **III. RESOLUTIONS SUBMITTED TO YOUR APPROVAL**

As part of the resolutions presented to you related to the approval of the annual accounts, we submit a number of extraordinary resolutions.

To benefit from the flexibility and responsiveness necessary to conduct at the time and in the manner that will be appropriate, to fundraisers for the development of the Company and to finance its investments, we propose to grant various authorizations to the Board of Directors.

These capital increases appear to be essential to provide the Company with the financial means to cope with planned developments.

Consequently, we submit to your approval resolutions 13 to 28 on the following points:

13. Authorization to reduce the share capital by cancelation of treasury shares in accordance with the provisions of article L.22-10-62 of the French Commercial Code;
14. Decision to be taken in accordance with article L.225-248 of the French Commercial Code;
15. Authorization to be given to the Board of Directors to increase the share capital by issuance of shares or securities that are equity securities giving access to other shares or entitling the allocation of debt securities and/or securities granting access to the share capital of the Company, with preferential right;
16. Authorization to be given to the Board of Directors to increase the share capital of the Company by issuance of shares or securities that are equity securities giving access to other shares or entitling the allocation of debt securities and/or securities granting access to the share capital of the Company without preferential right in the context of a public offering;
17. Authorization to be given to the Board of Directors for the issuance of shares and securities that are equity securities giving access to other shares or entitling the allocation of debt securities and/or securities granting access to the share capital of the Company without preferential right in the context of offering referred to in article L.411-2, 1° of the French financial and monetary Code;
18. Authorization to be given to the Board of Directors to increase the share capital by issuance of shares and/or securities that are equity securities giving access to other shares or entitling the allocation of debt securities and/or securities granting access to the share capital of the Company without preferential right for the benefit of a category of persons in accordance with the provisions of article L.225-138 of the French commercial Code;
19. Authorization to be given to the Board of Directors to decide on the issuance of shares and/or securities giving immediate or future access to ordinary shares to be issued to one or more individuals specifically designated by the Board of Directors, without preferential right;
20. Authorization to be given to the Board of Directors to increase the share capital by issuance of shares or securities that are equity securities giving access to other shares or entitling the allocation of debt securities and/or securities granting access to the share capital of the Company without preferential right;
21. Cancellation of the shareholder's preferential subscription right in relation to the previous authorization in favor of named persons;

22. Authorization to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights;
23. Setting of an aggregate upper limit for capital increases delegated under the previous resolutions;
24. Authorization to be given to the Board of Directors in order to grant to the beneficiaries it shall identify, in compliance with applicable laws and regulations, existing shares or shares to be issued up to a maximum of 10% of the share capital of the Company pursuant to articles L.225-197-1 and seq. and L.22-10-59 and seq. of the French Commercial Code;
25. Authorization to be given to the Board of Directors in order to grant stock options pursuant to articles L.225-177 and seq. and L.22-10-56 and seq. of the French Commercial Code;
26. Authorization to the Board in order to decide a capital increase reserved for employees of the Company;
27. Cancellation of the authorizations granted to the Board of Directors by the General Shareholders' Meeting dated June 19, 2024;
28. Power for formalities.

**1. Authorization to reduce the share capital by cancellation of treasury shares in accordance with the provisions of article L.22-10-62 of the French Commercial Code (resolution n°13)**

In this extraordinary resolution, it would be submitted to the General Meeting to authorize the Board of Directors, pursuant to article L.22-10-62 of the French Commercial Code, to acquire shares of the Company.

This authorization is linked to resolution 12 related to the authorization conferred to the Company to purchase its own shares pursuant to article L.22-10-62 of the French Commercial Code.

In this context, the Board of Director would be authorized to proceed, at any time, in one or several times, to the reduction of the share capital of the Company by cancelling shares that the Company would have acquired further to an authorization granted by the General Shareholders' Meeting, representing up to 10% of the share capital as of the date of cancellation, for periods of eighteen (18) months at a time.

This authorization would be valid for a period of **eighteen (18) months**.

**2. Equity Below Half of Share Capital (resolution n°14)**

As of December 31, 2022, the Company's equity became less than half of its share capital. Consequently, in accordance with Article L.225-248 of the French Commercial Code, you decided to continue the Company's operations at the General Meeting on June 20, 2023. Due to the capital increase of €11.7 million on August 21, 2023, equity was positive for part of the year and therefore exceeded half of the share capital. As a result, the requirement to restore equity before December 31, 2025, was met during the 2023 fiscal year. As of December 31, 2024, the Company's equity remains below half of its share capital. Consequently, in accordance with Article L.225-248 of the French Commercial Code, you must decide whether or not to proceed with the early dissolution of the Company.

**3. Authorization to be given to the Board of Directors to increase the share capital by issuance of shares or securities that are equity securities giving access to other shares or entitling the allocation of debt securities and/or securities granting access to the share capital of the Company with preferential right (resolution n°15)**

Pursuant to this resolution, the General Meeting would be asked to confer to the Board of Directors the power to proceed, on one or more occasions, to capital increases with preferential subscription rights, in France or abroad, in the proportion and at the times that it shall deem fit, in euros or in any other currency or monetary unit based on several currencies, by issuing shares for value (excluding preference shares) and/or securities that are equity securities giving access to other shares or entitling the allocation of debt securities and/or securities giving access to equity securities to be issued governed by articles L.228-91 and *seq.* of the French Commercial Code, it being specified that the subscription for shares may be made either in cash or by offset against certain debts due and payable on the Company and must be fully paid up upon subscription.

The General Meeting would be asked to set the following limits on the capital increase amounts in the event the Board of Directors uses of this authorization:

- The maximum amount of the total face value of the capital increases that may be authorized to immediately or in the future pursuant to this authorization shall be **EUR 5,000,000**, this amount being then increased by the issue premium. This maximum amount shall be deducted by the maximum authorized amount set forth in the 23<sup>rd</sup> resolution.
- This maximum authorized amount shall be deducted, if applicable, by the nominal value of additional shares that may be issued in the event of new financial transactions to protect the rights of holders of securities giving access to the share capital,

The nominal amount of the debt securities thus issued may not exceed EUR 100,000,000 or their equivalent value on the date of the decision to issue, it being specified that this amount does not include the redemption premium(s) above par, if any.

The General Meeting would be asked to acknowledge that this authorization automatically entails in favor of the holder of securities giving access to Company shares to be issued in the context of this resolution the waiver by the shareholders of their preferential subscription rights to shares they would have been entitled to by such securities.

This authorization would be granted for a period of **eighteen (18) months**.

If the Board of Directors uses this authorization:

- the issuance(s) shall be reserved in priority to shareholders who may subscribe on an irreducible basis prorated to the number of shares they hold,
- the Board of Directors may, in accordance with article L.225-133 of the French Commercial Code, allocate the shares not subscribed for on an irreducible basis to shareholders who have subscribed for a number of shares higher than they could subscribe for on a preferential basis, pro-rata to their subscription right and within the limits of their requests,
- in accordance with article L.225-134 of the French Commercial Code, if the irreducible subscriptions and, if applicable, excess subscriptions have not covered the whole capital increase, the Board of Directors may use the different options provided by law, in the order

of its choice, including offering to the public all or part of the shares or, in the case of securities giving access to share capital, said unsubscribed securities, on the French market and/or abroad and/or on the international market,

- in the event of free allocation or warrants to holders of existing shares, the Board of Directors shall be entitled to decide that the fractional rights are not negotiable and that the corresponding shares will be sold,
- the Board of Directors shall have full powers to implement this authorization, with the option to sub-delegate to the General Manager or, as mutually agreed with him, to one or more Deputy General Managers, under the conditions laid down by law, to implement this authorization, within the limits and under the conditions specified above, in particular to:
  - set the amount of the issuance or issuances to be carried out pursuant to this authorization and notably set the issue price, dates, time, terms and conditions of subscription, delivery and vesting of securities within the legal or regulatory limits, provided that the price may not be lower than the Company's volume-weighted average share prices (VWAP) recorded during the twenty trading days preceding its fixation, less a discount of 20% (the issue price of securities shall be such that the sum received immediately by the Company plus, if applicable, that likely to be subsequently received by the Company may, for each share issued as a result of the issuance of these securities, be at least equal to the amount described above).
  - set, if applicable, the terms of exercise of rights attached to shares or securities convertible into shares to be issued, determine the exercise of the rights, if any, including conversion, exchange, redemption including by delivery of assets of the Company such as securities already issued by the Company,
  - collect the subscriptions and the corresponding payments, and record the completion of capital increases to the amount of shares subscribed for and proceed to the related amendments of the By-laws,
  - at its sole discretion, charge the costs of any capital increases to the amount of the related issue premium(s) and deduct from such amount the sums needed to increase the legal reserve to one tenth of the new share capital after each capital increase,
  - determine and make all adjustments to take into account the impact of the transactions on the capital of the Company, including a modification of the par value of shares, a capital increase by incorporation of reserves, free allocation shares, stock split or reverse stock split, distribution of reserves or any other assets, amortization of the share capital or any other transaction involving equity, and set the terms according to which, if any, the rights of holders of securities giving access to capital may be protected,
  - suspend, if need be, the exercise of share allocation rights attached to existing securities for a period not to exceed three (3) months,
  - in general take all steps and complete all formalities required for the issuance, the listing and financing of the securities issued pursuant to this authorization and the exercise of the rights attached thereto.

In the event the Board of Directors would use this authorization, it shall prepare a supplementary report to the next Ordinary General Meeting, as certified by the Statutory Auditors, describing the conditions under which it uses this authorization.

**4. Authorization to be given to the Board of Directors to increase the share capital of the Company by issuance of shares or securities that are equity securities giving access to other shares or entitling the allocation of debt securities and/or securities granting access to the share capital of the Company without preferential right in the context of a public offering (resolution n°16)**

Pursuant to this resolution, the General Meeting would be asked, under the condition precedent to fulfill the terms of issuance in the context of a public offering,

- To confer powers the Board of Directors to proceed to, on one or more occasions, capital increases with preferential subscription rights through a public offering in France or abroad, in the proportion and within the time it deems fit, either in euros or in any other foreign currency or monetary unit based on several currencies, by issuance of shares for value (including, as the case may be, represented by American Depositary Shares – ADS – or American Depositary Receipts – ADR, but excluding preference shares), and/or of securities that are equity securities giving access to other shares or entitling the allocation of debt securities and/or securities giving access to equity securities to be issued governed by articles L.228-91 and *seq.* of the French Commercial Code, it being specified that the subscription for shares may be made either in cash or by set-off of due, liquid and payable debts on the Company and must be fully paid up upon subscription,

The securities issued could be debt securities, be combined with issuance of such securities or allow such issuance of debt securities as intermediary securities.

- To set the following limits on the capital increase amounts in the event the Board of Directors uses this authorization:
  - The maximum amount of the total face value of the capital increases that may be made immediately or in the future pursuant to this authorization shall be **EUR 5,000,000** (or its counter-value in case of issuance in another currency), this amount being then increased by the issue premium, and within the limits lay down by article L.225 -136 of the French Commercial Code. This maximum amount shall be deducted by the maximum authorized amount set forth in the 23<sup>rd</sup> resolution,
  - This maximum authorized amount shall be deducted, if applicable, by the nominal amount of additional shares that may be issued, in the event of new financial transactions to protect the rights of holders of securities giving access to share capital,
- To cancel the preferential subscription right of shareholders to securities covered by this resolution,
- To acknowledge that this authorization automatically entails in favor of the holder of securities giving access to Company shares to be issued in the context of this resolution the

waiver by the shareholders of their preferential subscription rights to shares they would have been entitled to by such securities.

The maximum amount of the total face value of debt securities that could be issued pursuant to this authorization would be set at the amount of EUR 100,000,000 (or its countervalue in case of issuance in another currency).

This authorization would be valid for a period **of twenty-six (26) months**.

The issue price of the securities issued under this authorization will be determined by the Board of Directors in the following conditions:

- a) The share issue price shall not be lower than the Company's volume-weighted average share prices (VWAP) recorded during the twenty trading days preceding its fixation, less a discount of 20%.
- a) the issue price of securities shall be such that the sum received immediately by the Company plus, if applicable, that likely to be subsequently received by the Company may, for each share issued as a result of the issuance of these securities, be at least equal to the amount referred to in paragraph a) above,

The Board of Directors shall have full powers to implement this authorization, sub-delegate to the General Manager or, as mutually agreed with him, to one or more Deputy General Managers, under the conditions laid down by law, to implement this authorization, within the limits and under the conditions specified above, in particular to:

- Set the amount of the issuance or issuances that will be carried out pursuant to this authorization and in particular set the issue price (in the setting conditions specified above), date, time, terms and conditions of issuance, purchase, delivery and vesting of securities, as well as the form and characteristics of the share or securities giving access to the share capital to be issued, within the legal or regulatory limits,
- Lay down, if appropriate, the terms of exercise of rights attached to shares or securities convertible into shares to be issued, determine the terms and conditions of the exercise of the rights, if any, in particular conversion, exchange, redemption including by delivery of assets of the Company such as securities already issued by the Company,
- Collect the subscriptions and the corresponding payments, and record the completion of capital increases to the amount of shares subscribed for and proceed to the related amendment of the By-laws,
- At its discretion, charge the costs of any capital increases to the amount of the issue premium(s) and deduct from this amount the sums needed to increase the legal reserve to one tenth of the new capital after each capital increase,
- Determine and make all adjustments to take into account the impact of the transactions on the share capital of the Company, including any modification of the par value of shares, a capital increase by incorporation of reserves, free allocation shares, stock split or reverse stock split, distribution of reserves or any other assets, amortization of the capital or any other transaction involving equity, and set the terms according to which, the rights of the holders of securities giving access to capital may be protected,

- Suspend, if necessary, the exercise of share allocation rights attached to existing securities for a period not to exceed three (3) months,
- In general take all steps and complete all formalities required for the issuance, the listing on the Euronext Growth market of Euronext Paris or any other regulated or non-regulated market, in France or abroad, and financing of the securities issued pursuant to this authorization and to the exercise of the rights attached thereto and to finalize the resulting share capital increase and to amend the bylaws accordingly.

If the subscriptions do not cover the total number of issued shares, the Board of Directors may limit the amount of the transaction to the amount of subscriptions, provided that it reaches at least three quarters of the issuance decided.

In the event the Board of Directors would use this authorization, it shall prepare a supplementary report to the next Ordinary General Meeting, as certified by the Statutory Auditors, describing the conditions under which it uses this authorization.

**5. Authorization to be given to the Board of Directors for the issuance of shares and securities that are equity securities giving access to other shares or entitling the allocation of debt securities and/or securities granting access to the share capital of the Company without preferential right in the context of offering referred to in Article L.411-2, 1° of the French Monetary and Financial Code (resolution n°17)**

Pursuant to this resolution, the General Meeting would be asked to authorize the Board of Directors, for a period of **eighteen (18) months** from the date of this Meeting, to decide the issuance, in France or abroad, by way of offers referred to in Section 1° of article L.411-2 of the French Monetary and Financial Code (i) shares of the Company (including, as the case may be, represented by American Depositary Shares – ADS – or American Depositary Receipts – ADR) and (ii) securities that are equity securities giving access to other shares or entitling the allocation of debt securities and/or securities giving access to existing shares or new shares of the Company, which may be subscribed for in cash or by offsetting receivables.

The issuance of preference shares and of securities giving immediate or future access to preference shares will be specifically excluded. The offers referred to in Section 1° of article L.411-2 of the French Monetary and Financial Code, carried out pursuant to this resolution may be associated, in the context of the same issuance or of several issuances made simultaneously to public offerings.

The General Meeting would be asked to cancel the preferential subscription right of shareholders to these shares and securities to be issued by means of offers referred to in Section 1° of article L.411-2 of the French Monetary and Financial Code as provided for in this resolution.

The maximum amount of the total face value of the capital increases, that may be made immediately or in the future pursuant to this authorization, will be limited pursuant to the provisions of **article L.225-136, 2°) of the French Commercial Code**. This maximum amount shall be deducted by the maximum authorized amount set forth in the 23<sup>rd</sup> resolution.

The nominal amount of shares that may be issued in respect of adjustments made to protect the rights of holders of securities giving access to shares shall be added to the maximum authorized amount set by this resolution.

The securities giving access to shares so issued may consist of debt securities or be associated with the issuance of such securities or allow their issuance as intermediate securities. They may take the

form of subordinated or non-subordinated securities with a determined or undetermined term, and be issued in EUROS or in foreign currencies or in any monetary units established by reference to several currencies.

The nominal amount of the debt securities thus issued may not exceed EUR 100,000,000 or their equivalent value on the date of the decision to issue, it being specified that this amount does not include the redemption premium(s) above par, if any.

The duration of the loans (giving access to shares of the Company) other than those represented by perpetual securities, may not exceed fifty (50) years. The loans (giving access to shares of the Company) may bear interest at a fixed and/or a variable rate or capitalization rate, and be reimbursed, with or without premium, or depreciation, whereas securities may also be repurchased on the stock market or offered for purchase or exchange by the Company.

The securities issued may, if appropriate, be accompanied by warrants giving right to the allocation, acquisition or subscription of bonds or other securities representing debt instruments or include an option for the Company to issue debt securities (fungible or non-fungible) in payment of interest whose disbursement has been suspended by the Company.

If the subscriptions do not cover the total number of issued shares, the Board of Directors may limit the amount of the transaction to the amount of subscriptions, provided that it reaches at least three quarters of the issuance decided.

This authorization would entail the waiver by shareholders of their preferential subscription rights to shares of the Company to which the securities to be issued pursuant to this authorization may give right.

The Board of Directors should determine the characteristics, amount and terms of any issuance and of the securities issued.

In particular, it should determine the category of securities issued and set their subscription price, the date may be retroactive and, if applicable, the duration or manner of exercise of rights attached to the new shares, if any, rights to conversion, exchange, redemption, including by delivery of assets such as securities already issued by the Company; it being specified that:

- b) The share issue price shall not be lower than the Company's volume-weighted average share prices (VWAP) recorded during the twenty trading days preceding its fixation, less a discount of 20%.
- c) The issue price of securities shall be such that the sum received immediately by the Company plus, if applicable, that likely to be subsequently received by the Company may, for each share issued as a result of the issuance of these securities, be at least equal to the amount referred to in paragraph "a)" above.

The Board of Directors may, if need be, amend the terms of the securities issued or to be issued under this resolution during the life of the securities and in compliance with applicable formalities.

The Board of Directors may also, if need be, make any adjustments to take into account the impact of the transactions on the share capital of the Company, especially in the event of any change in the par value, any capital increase by incorporation of reserves, any allocation of free shares, any stock split or reverse stock split, any distribution of reserves or of any other assets, amortization of capital, or any other capital transaction (including potential changes in the control of the Company) or equity

transaction, and fix the terms according to which, if need be, the rights of holders of securities giving access to capital shall be protected.

The Board of Directors should have full powers to implement this resolution, sub-delegate to the General Manager or, as mutually agreed with him, to one or more Deputy General Managers, under the conditions laid down by law, to implement this authorization, including by entering into any agreement for this purpose, especially to successfully complete any issuance, and to proceed to, on one or more occasions, and in such amounts and at the time it deems appropriate, the aforementioned issuances, as well as, if need be, to delay such, acknowledge its completion and proceed to the related amendments of the By-laws, and to carry out all formalities and declarations and request all authorizations that may be necessary for the completion and the proper performance of the issuances, and the admission to trading on the stock market of the new shares.

The Board of Directors may, at its sole discretion, charge the costs of any capital increases to the amount of issue premium(s) and deduct from this amount the sums needed to increase the legal reserve to a tenth of the new capital after each capital increase,

Suspend, if need be, the exercise of the share allocation rights attached to the existing securities for a period not to exceed three (3) months.

In the event the Board of Directors would use this authorization, it shall prepare a supplementary report to the next Ordinary General Meeting, as certified by the Statutory Auditors, describing the conditions under which it uses this authorization.

**6. Authorization to be given to the Board of Directors to increase the share capital by issuance of shares and/or securities that are equity securities giving access to other shares or entitling the allocation of debt securities and/or securities granting access to the share capital of the Company without preferential right for the benefit of a category of persons in accordance with the provisions of article L.225-138 of the French commercial Code (resolution n°18)**

Pursuant to this resolution, the General Meeting would be asked to authorize the Board of Directors proceed to capital increases in France or abroad, in one or more times, in the proportion and at the times it deems appropriate, either in Euros or any other currency or monetary unit based on several currencies by issuing shares (excluding preference shares) and/or securities that are equity securities giving access to other shares or entitling the allocation of debt securities and/or securities giving access to equity securities to BE issued governed by articles L.228-91 and *seq.* of the French Commercial Code, it being specified that subscriptions for shares or other securities may be made either in cash or by offsetting debts due and payable on the Company and must be fully paid up upon subscription.

The General Meeting would be asked to set the following limits on the amounts of capital increases that may be carried out by the Board of Directors of this authorization:

- The maximum amount of the total face value of the capital increases that may be made immediately or in the future pursuant to this authorization shall be **EUR 5,000,000**, this amount being then increased by the issue premium. This maximum amount shall be deducted by the maximum authorized amount set forth in the 23<sup>rd</sup> resolution
- This maximum authorized amount shall be deducted, if applicable, by the nominal amount of the additional shares to be issued, in the event of new financial transactions to protect the rights of holders of securities giving access to the capital.

The nominal amount of the debt securities thus issued may not exceed EUR 100,000,000 or their equivalent value on the date of the decision to issue, it being specified that this amount does not include the redemption premium(s) above par, if any.

The General Meeting would be asked to cancel the preferential subscription right of shareholders to securities covered by this authorization in favor of

- investment companies and investment funds existing under French or foreign law (including, without limitation, any investment fund or venture capital/investment company, in particular any FPCI, FCPR, FIP or holding company) investing on a regular basis in the technology, biotechnology, pharmaceutical or medical sector, participating in the share issuance for a unit investment amount greater than EUR 150,000 (share issue premium included),
- companies or financial institutions operating in the technological, biotechnological, pharmaceutical or medical sector subscribing to shares in the share capital of the Company upon the signature of an agreement with the Company, for a unit amount of investment greater than EUR 150,000 (share issue premium included).

This authorization implies for the benefit of holders of securities convertible into shares of the Company to be issued under this resolution, the full and express waiver by shareholders of their preferential subscription rights to shares to which such securities will give right to.

The issue price of the securities issued under this authorization will be set by the Board of Directors under the following conditions:

- a) The share issue price shall not be lower than the Company's volume-weighted average share prices (VWAP) recorded during the twenty trading days preceding its fixation, less a discount of 20%.
- a) the issue price of securities shall be such that the sum received immediately by the Company plus, if applicable, that is likely to be subsequently received by the Company may, for each share issued as a result of the issuance of these securities, be at least equal to the amount referred to in paragraph "a)" above.

This authorization will be given for a period of **eighteen (18) months**.

The Board of Directors shall have full powers to implement this authorization, sub-delegate to the General Manager or, as mutually agreed with him, to one or more General Managers, under the conditions laid down by law, in order to implement this authorization, within the limits and under the conditions specified above, in particular to:

- Determine, within the category specified above, the list of beneficiaries who may subscribe for securities issued and the number of shares to be allocated to each of them, within the limits mentioned above.
- Set the amount of the issuance or issuances that will be carried out pursuant to this authorization and notably set the issue price (in the setting conditions specified above), date, time, terms and conditions of purchase, delivery and vesting of securities, within the legal or regulatory limits,

- Lay down, if appropriate, the terms of exercise of rights attached to shares or securities convertible into shares to be issued, determine the exercise of the rights, if any, including conversion, exchange, redemption including by delivery of assets of the Company such as securities already issued by the Company,
- Collect the subscriptions and the corresponding payments, and record the completion of capital increases to the amount of shares subscribed and proceed to the relevant amendment of the By-laws,
- At its own discretion, charge the costs of any capital increases to the amount of the issue premium(s) and deduct from this amount the sums needed to increase the legal reserve to one tenth of the new capital after each capital increase,
- Determine and make all adjustments to take into account the impact of transactions on the capital of the Company, including modification of the par value of the shares, a capital increase by incorporation of reserves, free allocation shares, stock split or reverse stock split, distribution of reserves or any other assets, amortization of capital or any other transaction involving equity, and set the terms according to which, if any, the rights of holders of securities giving access to capital shall be protected,
- Suspend, if need be, the exercise of share allocation rights attached to existing securities for a period not to exceed three (3) months,
- In general, take all steps and complete all formalities required for the issuance, listing and financing of the securities issued pursuant to this authorization and the exercise of the rights attached thereto.

If the subscriptions do not cover the total number of issued shares, the Board of Directors may limit the amount of the transaction to the amount of subscriptions, provided that it reaches at least three-quarters of the issue decided.

Finally, when the Board of Directors should use this authorization, it should prepare an additional report to the next Ordinary General Meeting, as certified by the Statutory Auditors and describing the terms of use this authorization.

**7. Authorization to be given to the Board of Directors to decide on the issuance of shares and/or securities giving immediate or future access to ordinary shares to be issued to one or more individuals specifically designated by the Board of Directors, without preferential right (resolution n°19)**

In accordance with the provisions of Article L.22-10-52-1 of the French Commercial Code, as amended by Law 2024-537, the General Meeting will be asked to decide, subject to the required quorum and majority conditions for extraordinary general meetings, and in compliance with the provisions of Articles L. 225-129 and following, and in particular Articles L. 225-129-2, L. 225-132, L. 225-135, L. 225-138, Articles L. 22-10-49 and L. 22-10-52-1 of the Commercial Code, after having reviewed the report of the Board of Directors and the special report from the Auditors, and after having verified that the share capital is fully paid up:

To delegate to the Board of Directors the authority to decide and carry out the issuance, in one or more transactions, in France or abroad, and in such proportions and at such times as it deems appropriate, subject to the conditions and limits outlined below:

- a) Shares of the Company; and/or
- b) Securities of any kind, issued for consideration or free of charge, providing immediate or future access to existing or to-be-issued shares of the Company,

with the waiver of the preferential subscription rights and issued to one or more people specifically designated by the Board of Directors.

To decide, if necessary, that subscriptions may be made either in cash, by offsetting debts, or by a combination of both methods.

To decide that the subscription for shares and/or securities giving access to capital will be made in favor of one or more specifically designated individuals, and to delegate to the Board of Directors all powers necessary to designate these individuals.

To decide that the issuances authorized by the Board of Directors under this delegation must comply with the capital increase ceiling in accordance with Article L.22-10-52-1 of the Commercial Code. This ceiling will be charged against the overall ceiling set in Resolution 23.

To decide to waive the preferential subscription rights of shareholders with respect to shares and securities giving access to capital that may be issued under this resolution.

To acknowledge that the decision to issue securities giving access to capital will automatically result, for the holders of such securities, in a waiver by shareholders of their preferential subscription rights to the shares to which these securities entitle them, in accordance with Article L. 225-132 of the Commercial Code.

To decide that the issue price of shares issued under this delegation will be determined by the Board of Directors in accordance with applicable regulations at the time of the use of this delegation.

To decide that the issue price of securities giving access to capital will be such that the sum immediately received by the Company, and if applicable, the sum potentially received later, will be at least equal to the minimum issue price defined above for each share issued as a result of the issuance of these securities.

To decide that the Board of Directors will have all necessary powers, with the possibility of sub-delegation in accordance with applicable legal and regulatory conditions, to implement this delegation of authority, and in particular to:

- Determine the terms, conditions, and modalities, including the dates, of the issuance of shares and/or securities giving access to capital to be issued, including the number and characteristics of the securities to be issued under this resolution, including debt securities, their rank, interest rate, payment terms, currency of issuance, duration, and redemption and amortization conditions;
- Designate the individual(s) in favor of whom the issuance of shares and/or securities giving access to capital is reserved, in accordance with Article L.22-10-52-1 of the Commercial Code;
- Set the enjoyment date, even retroactive, of the securities issued under this resolution;
- Set the terms under which the Company may, if applicable, repurchase or exchange the securities issued under this resolution;
- suspend, if necessary, the exercise of subscription rights to the Company's shares attached to the securities, in accordance with applicable regulations;

- Determine the terms under which the rights of holders of securities giving access to capital or other rights giving access to capital will be preserved, in accordance with applicable legal and regulatory provisions and the terms of said securities;
- If necessary, amend the terms of the securities issued under this resolution during their life, in compliance with applicable formalities;
- Charge, if deemed appropriate, the costs, duties, and fees incurred from the issuances against the corresponding premiums after each issuance;
- Seek the admission of the securities issued under this resolution to trading wherever it deems appropriate;
- And more generally, take any necessary measures or steps, conclude all agreements, seek all necessary approvals, perform all formalities, and do what is necessary to ensure the success of the contemplated issuances or to defer them, including acknowledging the capital increases resulting immediately or in the future from any issuance made under this delegation and making the corresponding amendments to the bylaws;
- Acknowledge that the Board of Directors will report to the next ordinary general meeting, in accordance with the law and regulations, on the use of this delegation granted under this resolution. This delegation is granted for a period of eighteen (18) months from the date of this meeting.

**8. Authorization to be given to the Board of Directors to increase the share capital by issuance of shares or securities that are equity securities giving access to other shares or entitling the allocation of debt securities and/or securities granting access to the share capital of the Company without preferential right (resolution n°20 and 21)**

According to the provisions of articles L.225-129 and *seq.* and L.22-10-49 and *seq.* of the French Commercial Code, in particular articles L.225-129-2, L.225-135, L.225-138 of said Code, and articles L.228-91 and *seq.* of said Code, we propose you to authorize the Board of Directors, for **eighteen (18) months** from the date of the shareholders' meeting, to issue, in one or several times, in France or abroad, securities giving access by all means, immediately or in the end, to Company's existing shares or shares to be issued, which subscription could be made either by cash, or by compensating amount due.

It is stated that the issuance of preferred shares and securities giving immediate or, in the end, access to preferred shares would be excluded.

We hereby specify that the ceiling on the nominal amount of the capital increase of the Company, immediate or in the future, resulting from all issuances made under this delegation is set at €5,000,000. This ceiling will be charged against the global ceiling set in Resolution 23.

This upper limit could be adjusted, where appropriate, pursuant to the adjustments made in order to protect the holders of rights attached to securities giving access to shares.

The securities giving access to the Company's shares issued under this delegation may consist of debt securities or be linked to the issuance of such securities, or allow their issuance as intermediate securities. They may take the form of subordinated or non-subordinated securities with a fixed or variable term, and may be issued either in euros, in foreign currencies, or in any monetary unit established by reference to several currencies.

The nominal amount of the debt securities issued shall not exceed €100,000,000 or their equivalent in the currency at the date of the decision to issue, with the clarification that this amount does not include any premiums for repayment above par, if provided for.

The term of the loans (giving access to shares of the Company), other than those represented by securities with an indefinite term, shall not exceed 50 years. The loans (giving access to shares of the Company) may be accompanied by a fixed and/or variable interest rate or with capitalization, and may be subject to repayment, with or without a premium, or amortization. The securities may also be subject to buyback in the market or an offer to buy or exchange by the Company.

The issued securities may, if applicable, be accompanied by warrants granting the right to allocate, acquire, or subscribe to shares, bonds, or other securities representing debt, or provide for the Company's option to issue debt securities (assimilated or not) in payment of interest whose payment has been suspended by the Company.

If the subscriptions do not absorb the entire issuance for the tranche, the Board of Directors may limit the amount of the transaction to the amount of subscriptions, provided that it reaches at least three-quarters of the issuance decided for the tranche.

The delegation would result in a waiver by the shareholders of their preferential subscription rights to the Company's shares to which the securities issued under this delegation may give access.

The issue price of the securities issued under this authorization will be set by the Board of Directors under the following conditions:

- a) The share issue price shall not be lower than the Company's volume-weighted average share prices (VWAP) recorded during the twenty trading days preceding its fixation, less a discount of 20%.
- a) the issue price of securities shall be such that the sum received immediately by the Company plus, if applicable, that likely to be subsequently received by the Company may, for each share issued as a result of the issuance of these securities, be at least equal to the amount referred to in paragraph "a)" above.

In this context, we propose to confer on the Board of Directors all powers, with the possibility of sub-delegation to the Chief Executive Officer or, in agreement with the latter, to one or more Deputy Chief Executive Officers, under the conditions set by law, to implement this delegation, within the limits and under the conditions specified above, for the following purposes:

- To set the amount of the issuance or issuances to be made under this delegation, and to determine the dates, deadlines, modalities, and conditions for subscription, issuance, and enjoyment of the securities, within the legal or regulatory limits in force.
- To determine the modalities for the exercise of the rights attached to the securities to be issued, and in particular to set the dates, deadlines, modalities, and conditions for exercising the securities and the subscription price of the shares, as well as the issuance and enjoyment of the Company's shares, within the legal or regulatory limits in force.
- To receive subscriptions for the securities.

- In the case of the exercise of the securities, to receive subscriptions and corresponding payments, acknowledge the completion of the capital increases in proportion to the subscribed shares, and proceed with the corresponding amendment of the bylaws.
- On its own initiative, to allocate the costs of the capital increase resulting from the exercise of the securities to the amount of the issuance premiums corresponding to it, and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each capital increase.
- To set and make all necessary adjustments to account for the impact of operations on the Company's capital, notably changes to the nominal value of shares, capital increases through reserves, free share allocations, stock splits or consolidations, reserve distributions or any other assets, capital reductions, or any other operation involving equity, and to set the modalities under which the rights of holders of securities giving access to capital will be preserved, if applicable.
- To suspend, if applicable, the exercise of the subscription rights attached to the existing securities for a period not exceeding three (3) months.
- More generally, to take all necessary measures, sign any documents, and complete any formalities necessary for the issuance, listing, and financial servicing of the securities issued under this delegation, as well as the exercise of the rights attached to them.
- If applicable, to modify the terms of the securities issued or to be issued under this resolution during the life of the relevant securities and in accordance with applicable formalities.

When exercising this authorization, the Board of Directors will submit a supplementary report at the next general meeting, certified by the statutory auditor, detailing the conditions of use of this authorization.

For all purposes, it is specified that this delegation will be cumulative with the delegation authorized at the General Meeting of March 20, 2025, as referred to in Resolutions 3 and 4.

The Meeting will be asked to waive the preferential subscription rights of shareholders for these securities, in favor exclusively of the European Investment Bank (EIB), whose registered office is located at 100, boulevard Konrad Adenauer, L-2950 Luxembourg, which will hold the exclusive right to subscribe to the securities giving access to the capital that may be issued.

In accordance with the law, you will hear the reading of the special report from the statutory auditor on this waiver.

**9. Authorization to be given to the Board of Directors in order to increase the number of shares to be issued in the event of an increase in capital with or without preferential rights (resolution n°22)**

Pursuant to this resolution, the General Meeting would be asked to delegate to the Board of Directors its powers to, by authorization to the General Manager or, as mutually agreed with him, to one or more General Managers, under the conditions laid down by the law, to implement this authorization, in order to increase the number of shares to be issued in case of increase of the share capital of the Company with or without preferential subscription rights, at the same price as that used for the initial issuance, within thirty (30) days of the closing of the subscription and within the

limit of fifteen percent (15%) of the initial issuance resulting from the authorizations used resulting from Resolutions 15 to 21.

This authorization will be given for a period of **eighteen (18) months**.

**10. Setting of an aggregate upper limit for capital increases delegated under the previous resolutions (resolution n°23)**

Pursuant to this resolution, it is proposed that the maximum nominal amount of capital increases that may be realized immediately or in the future by virtue of the authorizations mentioned in resolutions from 15 to 21 is set at **EUR 5,000,000** without premium. The other delegations provide for their own upper limit for capital increases.

**11. Authorization to be given to the Board of Directors in order to grant to the beneficiaries it shall identify, in compliance with applicable laws and regulations, existing shares or shares to be issued up to a maximum of 10% of the share capital of the Company pursuant to Articles L.225-197-1 and seq. and L.22-10-59 and seq. of the French Commercial Code (resolution n°24)**

Pursuant to this resolution, the General Meeting would be asked to grant powers to the Board of Directors to allocate, in one or more times, existing free shares of the Company or free shares to be issued by the Company to the beneficiaries as referred to in articles L.225-197-1 and L.225-197-2 of the French Commercial Code.

The total number of free shares granted may not exceed 10% of the share capital at the date of their allocation by the Board of Directors.

The allocation of such shares to the beneficiaries thereof will be final after a minimum vesting period of one (1) year. However, in the event of the beneficiary's invalidity, pursuant to the categories as defined by applicable law, the allocation of shares shall be final before the expiry of the term as defined in this paragraph.

The Board of Directors will determine the length of the period during when the beneficiaries shall have the obligation to hold the free shares so that the total duration of the vesting and the holding period shall not be less than two (2) years, such period commencing upon the final allocation of shares. However, in the event of the beneficiary's invalidity, pursuant to the categories as defined by applicable law, the transfer of shares shall be authorized and free before the expiry of the term as defined in this paragraph.

The Board of Directors shall determine the beneficiaries of such free shares, as well as their terms and, where applicable, the criteria for the awarding. Subject to compliance with the minimum vesting period and the cumulated duration of the vesting and holding period mentioned above, the Board of Directors may freely determine the duration of these said periods.

The Board of Directors may, if necessary, during the vesting period, proceed to any adjustments to the number of shares related to any changes on the Company share capital in order to safeguard the rights of the beneficiaries of free shares.

This authorization entails, in case of allocation of such shares to be issued in favor of the beneficiaries of such share allocations, renunciation by shareholders of their preferential subscription rights to ordinary shares to be issued in the course of the final allocation of free shares, and of all their rights to ordinary shares allocated under this authorization.

The corresponding capital increase shall be final just because of the final allocation of shares to the beneficiaries.

The General Meeting shall be asked to decide in accordance with article L.225-197-1 of the French Commercial Code, that this present authorization is valid for thirty-eight (38) months as from this General Meeting.

The Board of Directors shall have all powers to implement such authorization.

The General Meeting shall be asked to grant 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, or the category or categories of beneficiaries of the shares allocation and the number of shares allocated to each of them;
- Determine the length of the vesting and holding period;
- Set the terms and conditions and, where applicable, the criteria pursuant to which the shares shall be allocated;
- Provide for the possibility to provisionally suspend the allocation rights as provided for by law and applicable regulations;
- Duly record the final allotment dates and the dates from which the shares will be freely transferable, pursuant to this present resolution and subject to legal restrictions;
- Enter the free shares in a registered account in the shareholder's name, mentioning, where appropriate, that they are locked up and the term of the lock-up period, and release the shares in any circumstances under which this resolution or the applicable regulation allow such release;
- Provide for the right to, if it deems necessary, adjust the number of free shares required in order to safeguard the rights of beneficiaries under the conditions it shall determine;
- In the case of an issuance of new shares, charge any amounts required to pay up said shares against reserves, profits, or share premium of its choice, the amounts needed to fully pay-up such shares, duly record the completion of the capital increase thereunder, and make the necessary amendments to the bylaws; and
- In general, perform any and all required acts and formalities and take all the necessary steps and measures in accordance with all enforceable laws and regulations.

**12. Authorization to be given to the Board of Directors in order to grant stock options pursuant to articles L.225-177 and *seq.* and L.22-10-56 and *seq.* of the French Commercial Code (resolution n°25)**

Pursuant to this resolution, the General Meeting would be asked to authorize the Board of Directors to issue to all or some of 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 number of

stock options entitling the holder to subscribe to new shares for an amount equivalent to **10 % of the share capital** on the date of their allocation 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 will 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 will 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.

This authorization will be granted for **thirty-eight (38) months** from the date of the Shareholders' General Meeting.

The total number of stock options granted under this resolution may not result in the subscription of a number of shares of more than **10 % of the share capital** on the date of their allocation.

The options may be exercised at any time for a period of seven (7) years from the date of grant.

Pursuant to article L.225-178 of the French Commercial Code, this authorization entails renunciation by shareholders of their preferential subscription rights to ordinary shares to be issued in the course of the exercising of the stock options.

The capital increase resulting from the exercising of the stock options will be definitively effected solely by the declaration of the exercising of the stock options, accompanied by the subscription form and the payment in cash or by offsetting with receivables of the corresponding amount.

The General Meeting shall be asked to grant 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.

**13. Authorization to be given to the Board of Directors to decide a share capital increase reserved to the employees of the Company (resolution n°26)**

According to the provisions of article L.225-129-6 of the French Commercial Code, we ask you to grant powers to the Board of Directors, 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.

We propose to confer 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, we also propose to confer 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.

We also propose to remove the preferential subscription rights reserved to shareholders pursuant to article L.225-132 of the French Commercial Code and to allocate the subscription right to the new ordinary shares to be issued for the benefit of the employees of the Company.

We inform you that this resolution is only proposed in order to comply with a statutory requirement but considering the Company's current development stage, we advise that you reject this resolution.

**14. Cancellation of the authorizations granted to the Board of Directors by the General Shareholders' Meeting dated June 19, 2024 (resolution n°27)**

Given the new proposed resolutions under this resolution the Meeting shall be asked to cancel the unused portion of each of the authorizations granted by the Extraordinary General Meeting held on June 19, 2024 in resolutions from 14 to 20.

**15. Powers for formalities (resolution n°28)**

This resolution covers the usual powers granted for formalities.

\* \* \*

We propose to grant all powers to the bearer of a copy or extract of the minutes herein to proceed with the legal formalities.

The impact of the above-mentioned capital increases on the equity share held by each of the Company's current shareholders is presented in the table attached to this report.

The impact of capital increases delegated to the Board on the equity share held by each of the existing shareholders of the Company will be presented in the annex or complementary report(s) that the Board of Directors will upon using such authorizations.

We now invite you to listen to the reading of the various reports of your Auditor.

If you agree with the proposals submitted to you, we suggest that you confirm this by your vote.

**The Board of Directors**