

MEDIAN TECHNOLOGIES
A French *Société anonyme* with a share capital of EUR 1,747,081.10
Registered office: Les 2 Arcs, 1800 Route des Crêtes 06560 Valbonne
RCS Grasse N° 443 676 309
(Hereinafter the “Company”)

SHAREHOLDERS’ ORDINARY AND EXTRAORDINARY GENERAL MEETING
DATED OCTOBER 31, 2025

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS
PRESENTED TO THE SHAREHOLDERS’ GENERAL MEETING

Dear Shareholders,

We have called the Shareholders’ Ordinary and Extraordinary General Meeting to inform you on the proposed transactions.

I. COMPANY’S AFFAIRS DURING FINANCIAL YEAR 2024

This report summarizes the information provided in the management report presented to the shareholders by the Board of Directors in the context of the Company’s Annual Ordinary and Extraordinary Shareholders’ General Meeting dated June 17, 2025.

A. Situation of the Company during the financial year of 2024, closed on December 31, 2024

During the 2024 financial year, the Company's turnover amounted to EUR 16,278,264.

As of December 31, 2024, the Company had 153 employees.

During the 2024 financial year, the Company comprised an average of 164 employees.

Please note that:

- The turnover for the year amounted to EUR 16,278,264 compared to EUR 15,665,037 for the previous year;
- The revenues from operations amounted to EUR 17,834,609 compared to EUR 17,725,157 for the previous year;
- The operating costs for the year amounted to EUR 41,232,256 compared to EUR 39,618,438 for the previous year;
- The operating income amounted to EUR (23,397,647) compared to EUR (21,893,281) for the previous year;
- The financial income amounted to EUR (2,964,113) compared to EUR (479,403) for the previous year;
- The exceptional items amounted to EUR (12,029) compared to EUR (187,375) for the previous year;
- The net income for the year amounted to EUR (24,552,521) compared to EUR (20,980,088) for the previous year.

The wages and salaries amounted to EUR 12,808,884 compared to EUR 12,797,389 for the previous year. Social contributions amounted to EUR 5,659,167 compared to EUR 5,623,135 for the previous year.

The financial result is a loss of EUR 2,964,113 which includes interests relating to the EIB financing for an amount of EUR 1,957,669 and to the CSF financing for an amount of EUR 882,265. Other financial charges mainly include negative exchange differences.

The net income includes a research tax credit for an amount of EUR 1,797,211. This amount is relative to the 2024 calendar year.

On December 31, 2024, the Company had a cash flow of EUR 6,592,628 compared to EUR 15,999,283 for the previous year.

B. Analysis of the financial situation against liabilities

At the end of 2024, the financial liabilities of the Company amounted to EUR 40,345,183.

The company's available cash amounted to EUR 6,592,628 as of December 31, 2024. The payment of the Research Tax Credit 2023 was made in October 2024, for an amount of EUR 1.6 M.

On the basis of the consolidated financial statements, as of December 31, 2024, the Group's cash and cash equivalents amounted to EUR 8,133,745. Cash flows used in operating activities during the year 2024 amounted to EUR 17,949,902.

The financial statements of the Company and of the Group, as of December 31, 2024, have been prepared on a going concern basis, taking into account the data and assumptions set out below and the measures implemented by the Group's management. The Group is focused on the sale of services to pharmaceutical companies and on the invention and development of new medical devices. The Group's loss-making position in the years presented is not unusual given the stage of development of its commercial activity and its innovative products.

The Group has managed to finance its activities until now primarily through:

- Successive capital fundraisings;
- Margins generated by the sale of services;
- Reimbursement of research tax credit claims by the French government;
- The exercise of a tranches of financing under the financing agreement with the European Investment Bank (EIB);
- The issuance of a convertible bond.

A certain number of covenants were also made by the group as part of the execution of financing contracts (EIB and Celestial), until their end.

In the event of default or non-performance, it may be required that (i) Loan EIB be subject to early repayment, or (ii) all convertible bonds (Contract Celestial) be immediately redeemed at their current nominal value plus any accrued and unpaid interest up to the date set for early repayment. The main commitments are as follows:

- Ensure a minimum level of available cash flow of more than EUR 3M for the Group (consolidated cash flow);
- Do not distribute any dividends;
- Ensure annual growth in iCRO turnover, based on revenues declared as part of the half-yearly and annual consolidated accounts, and this, for the first time in 2025 on the accounts closed on December 31, 2024. A "clarification agreement" was signed with CSF on April 11, 2024 in order to specify the first date of application of the covenant relating to iCRO turnover. This clarification was also confirmed by the EIB.

These covenants are respected at the end of December 2024.

There is also a specific covenant related to Loan EIB regarding the maximum amount of financing. Indeed, the financing obtained from the European Investment Bank was allocated in connection with the research and development operations of Project Eyonis. The total amount of financing granted should represent no more than 50% of the total costs invested by the company in this project as of December 31, 2024. If the financing were to exceed 50% of these amounts, the bank could request the immediate repayment of the excess funds. Based on the reports submitted by the Company to Bank B, the covenant is complied with as of December 31, 2024. The report is currently under review by EIB.

Based solely on the available committed financial resources, as of today, the company Median Technologies estimates that it can finance its operations, according to its updated business plan, until the end of July 2025, without the need for additional funding. These projections were approved by the Company's Board of Directors on April 28, 2025.

The main elements included in the projections are:

- The level of the cash and cash equivalents as of December 31, 2024 (including current bank overdrafts), which amounts to EUR 8,1M.
- The payment of the first tranche of EUR 4M by Iris Capital on January 24, 2025, under the convertible bond financing agreement signed on January 23, 2025.
- In parallel, the Company successfully postponed the repayment date of Tranche A, amounting to EUR 20,1M, initially due in April 2025 to October 2025.
- The advance financing of research tax credit receivables reimbursed by the State in March 2025, which amounts to EUR 1,4M.
- The forecast cash consumption towards the company activities from April to September 2025 is estimated at EUR 1,2M.

The Company has undertaken several simultaneous initiatives to secure the financing of its operations for the period under consideration and beyond:

- Systematic prospecting and ongoing discussions, supported by several investment banks, with new and existing, European and North American investors, in view of carrying out a capital increase.
- Negotiation in progress with EIB for a new financing of several millions of euros
- Possible drawdown of additional tranches under financing agreement with Iris Capital for a total of EUR10M.

Based on the elements listed above, the going concern assumption has been adopted by the Board of Directors of Median Technologies.

As of today, there is no guarantee that the financing resulting from the ongoing negotiations will be secured.

This leads to significant uncertainty that may cast significant doubt on the company's ability to continue as a going concern. If the Company is unable to obtain the necessary financing, the application of accounting rules and principles under a normal going concern context, particularly with regard to the valuation of assets and liabilities, may no longer be appropriate.

C. Analysis of the development and performance of the business

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

The financial year's turnover amounted to EUR 16,278,264 compared to EUR 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 EUR 71M, 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.

D. Activity of the Company subsidiaries

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 3,307,805 (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 JANUARY 1ST, 2025

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 (EUR 8,34) to six euros and twenty-five cents (EUR 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 EUR 10M, with an initial tranche of EUR 4.

On January 24, 2025, Iris subscribed to a first tranche of 1,600 convertible bonds with a nominal value of EUR 4M.

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 EUR 4,000,000, the second for EUR 2,500,000, the third to fifth for EUR 1,000,000 each, and the sixth and final for EUR 500,000).
- Median Technologies will 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 will under no circumstance 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 1,829,131 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 completed 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.

Median Technologies signs financial agreement for up to EUR 37,5M new financing facility with the European Investment Bank (EIB)

The EIB 2025 financing facility could be drawn in three (3) tranches, i.e., EUR 19M (Tranche A), EUR 8,5M (Tranche B) and EUR 10M (Tranche C).

Median Technologies will request the drawdown of the EUR 19M Tranche A, as soon as all contractual conditions with respect to such tranche, are satisfied, notably:

- Full issuance of the EIB new Tranche A warrants to the EIB and registration, in accordance with the warrant issuance agreement,
- Completion of a share capital increase for an amount at least equal to EUR 16M (issuance premium included),
- Repayment of the first tranche of the previous EIB 2019 loan, for which the maturity has been extended from April to October 2025.

Furthermore, the Company has undertaken to have secured by June 30, 2026, incremental equity financing in a total amount of at least EUR 10M.

The characteristics of tranche A are:

- Maturity of 72 months, and monthly amortization over a period of 36 months after a 36-month grace period,
- Annual interest rate of 5%.

The release of the tranche A of EUR 19M will result in the issuance of warrants, whose quantity and exercise price will depend on the stock price on the date of issuance. At current trading stock price, and after fulfilment of all drawdown conditions, the total amount of shares resulting from the exercise of the warrants will represent 10% of the share capital.

As stated in the financial agreement, Tranche B and Tranche C disbursements remain at Median's discretion, subject to certain conditions, which are specified in the financial agreement.

The EIB funds will be to support Eyonis® Lung Cancer Screening (LCS) progress towards major milestones consisting of commercial launch and sales development in the U.S and in Europe, and to accelerate the expansion of Median's proprietary suite of Software as a Medical Device, Eyonis®, , for image-based early cancer diagnosis, notably the scientific and clinical development of Eyonis® IPN for incidental finding of pulmonary nodules, and Eyonis® HCC, for primary liver cancer early diagnosis.

Median Technologies has completed a capital increase of EUR 23.9M

The offering, carried out with the cancellation of shareholders' preferential subscription rights and including a five-trading-day subscription period (on both irreducible and reducible bases), amounted to total gross proceeds of EUR 23,9M, including the issuance premium.

In accordance with the Regulation (EU) 2017/1129, the Offering was addressed to investors, whether retail or institutional, who subscribed to it for a total consideration of at least EUR 100,000 per investor.

In total, the offering resulted in the issuance of 14,424,541 new ordinary shares of the Company, each accompanied by a warrant. The new ABSA were issued at a price of EUR 1,66 per ABSA, including the issuance premium, representing approximately 72.3% of the Company's existing share capital on a non-diluted basis. This price reflects a nominal discount of 17.9% compared to the volume-weighted average price (VWAP) of the Company's shares over the twenty trading days preceding and through the date of July 18, 2025.

The exercise of 2 warrants will entitle the holder to 3 ordinary shares of the Company.

Intended use of the transaction's net proceeds:

- Approximately one-third of the net proceeds will be used to support Eyonis® Lung Cancer Screening (LCS) progress towards major milestones consisting of commercial launch and sales development in the U.S,
- Approximately one-third of the net proceeds will be used to accelerate the expansion of Median's proprietary suite of Software as a Medical Device, Eyonis®, for image-based early cancer diagnosis, notably the scientific and clinical development of Software as a Medical Devices for incidental finding of pulmonary nodules (Eyonis® IPN) and liver cancer early diagnosis (Eyonis® HCC), and
- Approximately one-third of the net proceeds will be used to finance the Company's general corporate needs and to support its cash position through the fourth quarter of 2026.

Furthermore, successful settlement and delivery of the offering is expected to allow the Company to fulfill its contractual obligations with the European Investment Bank (EIB), the drawing down of the EUR 19M first tranche of the new EIB financing signing without delay . The signature of the new EIB financing facility of a total amount of EUR 37,5M.

III. OFFICES AND DUTIES EXERCISED BY EACH CORPORATE OFFICER

exercised by / Companies	Duties and/or functions	Exercised by / Companies	Duties and/or functions
A. Oran MUDUROGLU		M. Kapil DHINGRA	
Aedian Technologies SA	Director and Chairman of the board	Median Technologies SA	Director
listolix	Director and Chairman of the board	Replimune Inc.	Director
aristo	Chairman of the board	Black Diamonds Therapeutics inc.	Director
lyCoeus	CEO & Board Member	LAVA Therapeutics	Director and Chairman of the board
apid Infection Diagnostics	Chairman	Mariana Oncology	Director
M. Fredrik BRAG		Servier	Supervisory Board Member
Aedian Technologies SA	General Manager - Director	Kirilyx	Director
Aedian Technologies Inc.	Director and Chairman of the board	M. Ben Macdonald	
Aedian Medical Technology (Shanghai) Co., Ltd	Director	Median Technologies SA	Director
M. Tim HAINES		Aegis Group Partners Holdco	Director
Aedian Technologies SA	Director	Noble Biomaterials	Director
bingworth LLP	Member	SuperTurbo Technologies	Director
bingworth Bioventures GP Limited	Director	Next Generation Turbo	Director
bingworth Bioventures III GP Limited	Director	M. Oern STUGE	
bingworth Bioventures IV GP Limited	Director	MEDIAN Technologies SA	Director
bingworth Bioventures V GP Limited	Director	Phagenesis Ltd.	Chairman
bingworth CCD GP Limited	Director	Summit Medical	Chairman
bingworth Second Partner Limited	Director	Balt SAS	Vice-Chairman
bingworth Management Limited	Director	Neo Medical	Chairman
bingworth Management Holdings Limited	Director	Organox Ltd	Chairman
hroma Therapeutics Limited	Director	TegoSens Inc.	Chairman
Virion Biotherapeutics Limited	Director	Carthera	Chairman
enatorx Pharmaceuticals Inc	Director	CelRox AG	Chairman
Acrotarg Limited	Director		

IV. RESOLUTIONS PRESENTED BY THE BOARD OF DIRECTORS

During the Shareholders' General Meeting of October 31, 2025 at 2 PM, we will submit ordinary and extraordinary resolutions.

Consequently, we submit to your approval resolutions 1 to 12 the following points:

- Report of the Board of Directors on the resolutions;
- **Ordinary General Meeting:**
 1. Appointment of a new Director.
- **Extraordinary General Meeting:**
 2. 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 ;
 3. 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 ;
 4. 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;
 5. 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;

6. 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 in accordance with the provisions of article L.22-10-52-1 of the French commercial Code;
7. 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;
8. Setting of an aggregate upper limit for capital increases delegated under the previous resolutions;
9. Authorization to be given to the Board of Directors 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 15% 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;
10. 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;
11. Authorization to the Board in order to decide a capital increase reserved for employees of the Company ;
12. Power for formalities.

1. Appointment of a new director (resolutions n°1)

In conformity with the side letter signed by Mr. Oran Muduroglu on July 17, 2025, the Company's Board of Directors has submitted/presented the appointment of Mr. Didric Cederholm as a new Board member before the Company's ordinary general meeting at the earliest convenience, to be done no later than October 31, 2025.

As a consequence, the Board of Directors presented before the Shareholders the nomination as Administrator of the Company for the duration of three (3) years, (i.e. until the Shareholders' Meeting in 2028 to approve the fiscal year ending on December 31, 2027) a French citizen born on June 5, 2025 in Stockholm. Mr. Didric Cederholm holds a director position in the following companies:

COMPANY	OFFICE AND/OR DUTY
Offices and duties exercised by Mr. Didric Cederholm	
SUNIVA	CHAIR
EPALEX	DIRECTOR
LION POINT CAPITAL	CIO

2. 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°2)

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 15,000,000, this amount being then increased by the issue premium. This maximum amount shall be deducted by the maximum authorized amount set forth in the 8th 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 150,000,000 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.

3. 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°3)

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 15,000,000 (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 8th 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 150,000,000 (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.

4. 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°4)

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 8th 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 150,000,000 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.

5. 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°5)

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 15,000,000, this amount being then increased by the issue premium. This maximum amount shall be deducted by the maximum authorized amount set forth in the 8th 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 150,000,000 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.

6. 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 in accordance with the provisions of article L.22-10-52-1 of the French commercial Code (resolution n°6)

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:

- i. Shares of the Company; and/or
- ii. 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 8.

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.

7. 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°7)

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 2 to 6.

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

8. Setting of an aggregate upper limit for capital increases delegated under the previous resolutions (resolution n°8)

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 2 to 6 is set at EUR 15,000,000 without premium. The other delegations provide for their own upper limit for capital increases.

9. 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 15% 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°9)

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 15% 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.

10. 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°10)

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 or existing shares of the Company 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 total number of options granted may not exceed the legal limits set forth in Articles L.225-182 and R.225-143 of the French Commercial Code as of the date of their grant by the Board of Directors.

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.

11. Authorization to be given to the Board of Directors to decide a share capital increase reserved to the employees of the Company (resolution n°11)

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.

12. Powers for formalities (resolution n°12)

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

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

The Board of Directors