

CARBIOS

Société anonyme (public limited company) with capital of €7,815,130.40
Registered office: Biopôle Clermont-Limagne – 63360 rue Emile Duclaux – 63360 Saint-Beauzire,
France
RCS Clermont-Ferrand 531 530 228

NOTICE OF MEETING

ANNUAL ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETINGS **OF JUNE 23, 2021**

Ladies and Gentlemen, the shareholders are informed of the holding of an Ordinary and Extraordinary Shareholders' Meeting on **Wednesday June 23, 2021 at 9 a.m. (Paris time)** at the Company's registered office at Biopôle Clermont-Limagne, rue Emile Duclaux, 63360 Saint-Beauzire, France in order to discuss the following agenda:

AGENDA

COMPETENCE OF THE ORDINARY SHAREHOLDERS' MEETING

1. Approval of the parent company financial statements for the fiscal year ended December 31, 2020 and discharge to the Directors;
2. Approval of the expenses and charges referred to in item 4 of Article 39 of the French General Tax Code;
3. Appropriation of net income for the fiscal year;
4. Allocation of negative retained earnings to the "Issue, merger and contribution premiums" item;
5. Approval of the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code;
6. Recognition of the expiry of the term of office of Mr. Jean-Claude LUMARET as a Director and decision to be taken on the renewal of his term of office;
7. Recognition of the expiry of the term of office as Director of Mr. Ian HUDSON as a Director and decision to be taken on the renewal of his term of office;
8. Recognition of the expiry of the term of office of Mr. Alain CHEVALLIER as a Director and decision to be taken on the renewal of his term of office;
9. Recognition of the expiry of the term of office of Mr. Jacques BREUIL as a Director and decision to be taken on the renewal of his term of office;
10. Recognition of the expiry of the term of office of Ms. Jacqueline LECOURTIER as a Director and decision to be taken on the renewal of her term of office;
11. Recognition of the expiry of the term of office of TRUFFLE CAPITAL as a Director and decision to be taken on the renewal of its term of office;
12. Decision to be taken on the appointment of Business Opportunities for L'Oréal Development as a new Director of the Company;

13. Decision to be taken on the appointment of Michelin Ventures as a new Director of the Company;
14. Decision to be taken on the appointment of Mr. Vincent KAMEL as a new Director of the Company;
15. Decision to be taken on the appointment of Ms. Mieke JACOBS as a new Director of the Company;
16. Determination of the total annual compensation allocated to the members of the Board of Directors;
17. Authorization granted to the Board of Directors for the purchase by the Company of its own shares in accordance with Article L.22-10-62 of the French Commercial Code;

WITHIN THE REMIT OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

18. Delegation of authority to the Board of Directors to decide on either the issuance, with preferential subscription rights, of shares and/or securities giving access, immediately or in the future, to the share capital or giving rights to debt securities, or the incorporation into the share capital of profits, reserves or share premiums;
19. Delegation of authority to the Board of Directors to decide on the issuance of shares and/or securities giving access, immediately or in the future, to the share capital or giving rights to debt securities, with cancellation of preferential subscription rights without naming beneficiaries and by public offering;
20. Delegation of authority to the Board of Directors to decide on the issue of shares and/or securities giving access, immediately or in the future to the share capital or giving rights to debt securities, by way of an offer referred to in Article L. 411-2 1° of the French Monetary and Financial Code and within the limit of 20% of the share capital per year, with cancellation of preferential subscription rights without naming beneficiaries;
21. Delegation of authority to the Board of Directors to decide on the issuance of shares and/or securities giving access, immediately or in the future, to the share capital or giving rights to debt securities, with cancellation of shareholders' preferential subscription rights in favor of certain categories of beneficiary;
22. Authorization to the Board of Directors, for the purposes of increasing the number of securities issued in accordance with the provisions of Article L.225-135-1 of the French Commercial Code, up to a maximum of 15%, in the event of the implementation of the delegations of authority referred to in the previous four resolutions, with maintenance or cancellation of preferential subscription rights, depending on the case;
23. Delegation of authority to the Board of Directors to decide to issue, on one or more occasions, a maximum number of 700,000 share subscription warrants – the “BSAs” – granting rights to the subscription of 700,000 new ordinary Company shares, this issuance being reserved for the benefit of a specific category of persons;
24. Delegation of authority to the Board of Directors to decide to issue, on one or more occasions, a maximum number of 700,000 founder share subscription warrants – the “BSPCEs” – granting rights to the subscription of 700,000 new ordinary Company shares, this issuance being reserved for the benefit of a specific category of persons;

25. Delegation of powers to be granted to the Board of Directors for the purpose of deciding on a capital increase in cash reserved for employees who are members of a company savings plan in accordance with the provisions of Articles L. 225-129-6 of the French Commercial Code and L.3332-18 et seq. of the French Labor Code, with cancellation of preferential subscription rights reserved for the benefit of Company employees;
26. Setting the overall ceiling for authorizations to issue shares and securities giving access to the share capital applicable and securities representing debt;
27. Authorization to the Board of Directors to reduce the Company's share capital by means of canceling shares;
28. Powers for formalities.

WARNING: COVID-19

Due to the exceptional situation of the coronavirus pandemic, the organizational arrangements for the Shareholders' Meeting may change depending on health and/or legal requirements. Consequently, shareholders are invited to regularly consult the section dedicated to the Annual Ordinary and Extraordinary Shareholders' Meeting 2021 on the Company's website: <https://carbios.fr/investisseurs/assemblee-generale/>.

In all cases, as a precautionary measure, we invite you now to anticipate and favor participation in the Shareholders' Meeting by the means of voting by mail or by proxy made available to you. The precise procedures for voting by mail or by proxy are described below.

TEXT OF THE RESOLUTIONS SUBMITTED TO THE SHAREHOLDERS' MEETING

COMPETENCE OF THE ORDINARY SHAREHOLDERS' MEETING

FIRST RESOLUTION

(Approval of the parent company financial statements for the fiscal year ended December 31, 2020 and discharge to the Directors)

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having taken note of:

- the management report prepared by the Board of Directors,
- the Statutory Auditor's report on the parent company financial statements for the fiscal year ended December 31, 2020,

Approves the annual financial statements, namely the statement of financial position, the income statement and the notes to the financial statements, ended December 31, 2020 as presented to it, as well as the transactions reflected in these financial statements and summarized in these reports.

Consequently, the Shareholders' Meeting grants full and unreserved discharge to the members of the Board of Directors for the performance of their respective mandates for the past fiscal year.

SECOND RESOLUTION

(Approval of the expenses and charges referred to in item 4 of Article 39 of the French General Tax Code)

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the management report of the Board of Directors and the Statutory Auditor's report, ruling pursuant to the provisions of Article 223 quater of the French General Tax Code,

Notes the existence of expenses and charges not deductible from corporate tax referred to in Article 39 of the French General Tax Code;

Approves the amount of expenses and charges not deductible from corporate income tax referred to in item 4 of Article 39 of the French General Tax Code, i.e. the sum of €36,024.

THIRD RESOLUTION

(Appropriation of net income for the fiscal year)

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings,

Approves the proposal of the Board of Directors and resolves to allocate the loss for the fiscal year amounting to €(6,145,616.69), in full to the "Retained earnings" item which will thus be increased after allocation, to a debit balance of €(20,260,880.40).

In accordance with Article 243 bis of the French General Tax Code, the Shareholders' Meeting recalls that no dividend has been paid over the last three financial years.

FOURTH RESOLUTION

(Allocation of negative retained earnings to the "Issue, merger and contribution premiums" item).

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the management report of the Board of Directors,

Notes that after appropriation of the loss for the fiscal year ended December 31, 2020 as decided by the Ordinary Shareholders' Meeting today, the "Retained earnings" item is negative at €(20,260,880.40),

Resolves to clear the said "Retained earnings" item in full, i.e. up to €(20,260,880.40), by allocation to the "Issue, merger and contribution premiums" item, for which the balance before allocation amounts to €59,687,448.86,

Notes that as a result of this allocation the "Retained earnings" item is equal to 0 euro and that the "Issue, merger and contribution premiums" item is profitable in the amount of €39,426,568.46.

FIFTH RESOLUTION

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

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, after hearing the Statutory Auditor's special report,

Approves the conclusions of the report presented by the Statutory Auditor pursuant to Article L. 225-38 of the French Commercial Code on the agreements subject to authorization, as well as the agreements mentioned therein.

SIXTH RESOLUTION

(Recognition of the expiry of the term of office of Mr. Jean-Claude LUMARET as a Director and decision to be taken on the renewal of his term of office)

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and having noted that the term of office of Mr. Jean-Claude LUMARET as a Director expires at the end of this Meeting,

Resolves to renew his term of office for a period of four years expiring at the end of the Ordinary Shareholders' Meeting to be held in 2025 and which will be called to approve the financial statements for the fiscal year ended on December 31, 2024.

SEVENTH RESOLUTION

(Recognition of the expiry of the term of office of Mr. Ian HUDSON as a Director and decision to be taken on the renewal of his term of office)

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and having noted that the term of office of Mr. Ian HUDSON as a Director expires at the end of this Meeting,

Resolves to renew his term of office for a period of four years expiring at the end of the Ordinary Shareholders' Meeting to be held in 2025 and which will be called to approve the financial statements for the fiscal year ended on December 31, 2024.

EIGHTH RESOLUTION

(Recognition of the expiry of the term of office of Mr. Alain CHEVALLIER as a Director and decision to be taken on the renewal of his term of office)

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and having noted that the term of office of Mr. Alain CHEVALLIER as a Director expires at the end of this Meeting,

Resolves to renew his term of office for a period of four years expiring at the end of the Ordinary Shareholders' Meeting to be held in 2025 and which will be called to approve the financial statements for the fiscal year ended on December 31, 2024.

NINTH RESOLUTION

(Recognition of the expiry of the term of office of Mr. Jacques BREUIL as a Director and decision to be taken on the renewal of his term of office)

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and having noted that the term of office of Mr. Jacques BREUIL as a Director expires at the end of this Meeting,

Resolves to renew his term of office for a period of four years expiring at the end of the Ordinary Shareholders' Meeting to be held in 2025 and which will be called to approve the financial statements for the fiscal year ended on December 31, 2024.

TENTH RESOLUTION

(Recognition of the expiry of the term of office of Ms. Jacqueline LECOURTIER as a Director and decision to be taken on the renewal of her term of office)

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and having noted that the term of office of Ms. Jacqueline LECOURTIER as a Director expires at the end of this Meeting,

Resolves to renew her term of office for a period of four years expiring at the end of the Ordinary Shareholders' Meeting to be held in 2025 and which will be called upon to approve the financial statements for the fiscal year ended on December 31, 2024.

ELEVENTH RESOLUTION

(Recognition of the expiry of the term of office of TRUFFLE CAPITAL as a Director and decision to be taken on the renewal of its term of office)

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and having noted that the term of office of TRUFFLE CAPITAL as a Director, represented by Mr. Philippe POULETTY, expires at the end of this Meeting,

Resolves to renew its term of office for a period of four years expiring at the end of the Ordinary Shareholders' Meeting to be held in 2025 and which will be called to approve the financial statements for the fiscal year ended on December 31, 2024.

TWELFTH RESOLUTION

(Decision to be taken on the appointment of Business Opportunities for L'Oréal Development as a new Director of the Company)

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors,

Resolves to appoint as a Director of the Company:

- **Business Opportunities for L'Oréal Development**, a simplified joint-stock company (*société par actions simplifiée*) whose registered office is located at 41 rue Martre, 92,117 Clichy Cedex, represented by Laurent Schmitt, born April 24, 1964 in Paris 14th (France), of French nationality, residing at 11 boulevard du Général Koenig, 92200. Neuilly-sur-Seine as a permanent representative.

for a period of four years expiring at the end of the Ordinary Shareholders' Meeting to be held in 2025 and which will be called to approve the financial statements for the fiscal year ended on December 31, 2024.

Business Opportunities for L'Oréal Development has already indicated that it has accepted the directorship that has just been conferred on it and has declared that it does not hold any office in other companies in France that would prevent it from accepting such duties.

THIRTEENTH RESOLUTION

(Decision to be taken on the appointment of Michelin Ventures as a new Director of the Company)

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors,

Resolves to appoint as a Director of the Company:

- **Michelin Ventures**, a simplified joint-stock company (*société par actions simplifiée*) whose registered office is located at Place des Carmes-Déchaux, 63000 Clermont-Ferrand, represented

by Nicolas Seeboth, born February 7, 1978 in Ermont (95), of French nationality, residing at 15 rue Berlioz 63000 Clermont Ferrand, as a permanent representative.

for a period of four years expiring at the end of the Ordinary Shareholders' Meeting to be held in 2025 and which will be called to approve the financial statements for the fiscal year ended on December 31, 2024.

Michelin Ventures has already indicated that it has accepted the directorship that has just been conferred on it and has declared that it does not hold any office in other companies in France that would prevent it from accepting such duties.

FOURTEENTH RESOLUTION

(Decision to be taken on the appointment of Mr. Vincent KAMEL as a new Director of the Company)

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors,

Resolves to appoint as a Director of the Company:

- Mr. Vincent KAMEL, born on October 1, 1962 in Fès (Morocco), of French nationality, residing at 4 route de Lyon, 69450 Saint Cyr au Mont d'Or.

for a period of four years expiring at the end of the Ordinary Shareholders' Meeting to be held in 2025 and which will be called to approve the financial statements for the fiscal year ended on December 31, 2024.

Mr. Vincent KAMEL has already indicated that he has accepted the directorship that has just been conferred on him and has declared that he does not hold any office in other companies in France that would prevent him from accepting such duties.

FIFTEENTH RESOLUTION

(Decision to be taken on the appointment of Ms. Mieke JACOBS as a new Director of the Company)

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors,

Resolves to appoint as a Director of the Company:

- Ms. Mieke JACOBS, born June 23, 1973 in Turnhout (Belgium), of Belgian nationality, residing at Mergelputstraat 76, 1800 Vilvoorde, Belgium.

for a period of four years expiring at the end of the Ordinary Shareholders' Meeting to be held in 2025 and which will be called to approve the financial statements for the fiscal year ended on December 31, 2024.

Ms. Mieke JACOBS has already indicated that she has accepted the directorship that has just been conferred on her and has declared that she does not hold any office in other companies in France that would prevent her from accepting such duties.

SIXTEENTH RESOLUTION

(Determination of the total annual compensation allocated to the members of the Board of Directors)

The Shareholders' Meeting, voting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors,

Resolves to set, as from the current fiscal year, the amount of the annual fixed sum provided for by Article L. 225-45 of the French Commercial Code that the Company may allocate to Directors as compensation for their activity at two hundred and twenty thousand (220,000) euros per fiscal year,

This amount remains unchanged for subsequent fiscal years until the Meeting decides otherwise.

The Board of Directors may freely distribute among its members the fixed annual sum allocated to the directors.

SEVENTEENTH RESOLUTION

(Authorization granted to the Board of Directors for the purchase by the Company of its own shares in accordance with Article L.22-10-62 of the French Commercial Code)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings,

having taken note of the Board of Directors' report, and in accordance with European Regulation no. 596/2014 of the European Parliament and Council of April 16, 2014 and the provisions of Article L. 22-10-62 et seq. of the French Commercial Code,

Authorizes the Board of Directors, with the option of subdelegation, to purchase or cause to be purchased, on one or more occasions, the shares of the Company, relating to a number of shares not exceeding 10% of the Company's share capital (at any time, this percentage being applied to capital adjusted according to subsequent transactions).

Resolves that the purpose of the buyback by the Company of its own shares will be:

- the implementation of stock option plans, free share plans and employee shareholding plans reserved for members of a company savings plan, in accordance with legal provisions in force, or the allocation of shares to employees and/or executive corporate officers of the Company and related companies;
- the delivery of shares upon the exercise of rights attached to securities giving access to the Company's share capital;
- their use in any transaction to hedge the Company's commitments in respect of financial instruments relating, in particular, to changes in the Company's share price;
- the holding of shares and their subsequent delivery in payment or exchange in the context of potential external growth, merger, spin-off or contribution transactions;
- the total or partial cancellation of the shares by way of a reduction in the share capital (in particular with a view to optimizing cash management, return on equity or earnings per share), subject to adoption by this Shareholders' Meeting of the 27th Resolution below;
- market making as part of a liquidity contract entered into with an investment service provider, in accordance with the Code of Ethics recognized by the Autorité des Marchés Financiers;

- the implementation of any market practice authorized by the AMF and, more generally, the completion of all transactions in accordance with the legal and regulatory provisions in force.

Sets the terms and conditions for this purchase as follows:

The maximum amount of funds allocated to the share buyback program is six million (6,000,000) euros. These purchases, sales, exchanges or transfers may be carried out by any means, i.e. on the market or over-the-counter, within the limits allowed by the regulations in force. These transactions may take place at any time, in compliance with the regulations in force, including during a takeover bid, subject to the legal and regulatory provisions in force.

It is specified that (i) a maximum of 5% of the shares comprising the Company's share capital may be allocated with a view to their retention and subsequent delivery in payment or exchange in the context of a merger, spin-off or contribution transaction, and (ii) that in the event of acquisition under a liquidity contract, the number of shares taken into account for the calculation of the limit of 10% of the share capital mentioned above will correspond to the number of shares purchased less the number of shares resold during the term of this authorization.

The maximum purchase price per share by the Company of its own shares must not exceed one hundred and twenty (120) euros. It is specified that in the event of transactions in the share capital, in particular by incorporation of reserves and/or division or consolidation of shares, this price will be adjusted by a multiplying coefficient equal to the ratio between the number of shares comprising the share capital before the transaction and this number after the transaction.

Delegates to the Board of Directors, in the event of a change in the nominal value of the share, capital increase by capitalization of reserves, division, consolidation of securities and distribution of reserves or any other assets, capital amortization or any other transaction affecting shareholders' equity, the power to adjust the aforementioned purchase and sale prices to take into account the impact of these transactions on the value of the share,

Gives all powers to the Board of Directors, subject to strict compliance with legal and regulatory texts, with the option of subdelegation, for the purpose of:

- assessing the advisability of launching a buyback program;
- determining the terms and conditions of the buyback program, including the price of the shares purchased;
- carrying out the acquisition, sale or transfer of these shares by any means, or placing any orders on the stock market;
- allocating or reallocating the shares acquired to the various objectives pursued under the applicable legal and regulatory conditions;
- entering into any agreement with a view, in particular, to keeping share purchase and sale registers, making all declarations to the Autorité des Marchés Financiers and any other body, and completing all formalities;
- preparing and publishing the disclosure release relating to the implementation of the buyback program; and
- in general, doing all that is necessary to carry out and implement this decision.

Resolves that the authorization is valid for a maximum of **eighteen (18) months** from the date of this decision, i.e. until **December 22, 2022**.

The Board of Directors shall provide the shareholders at the Annual Shareholders' Meeting, in the report provided for in Article L. 225-100 of the French Commercial Code and in accordance with Article L. 225-211 of the French Commercial Code, the information on the completion of the share purchase transactions authorized by the Shareholders' Meeting, in particular the number and price of shares thus acquired, and the volume of shares used.

Resolves that this authorization will supersede the previous delegation with the same purpose (3rd Resolution of the Meeting of January 8, 2021).

WITHIN THE REMIT OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

EIGHTEENTH RESOLUTION

(Delegation of authority to the Board of Directors to decide on either the issuance, with preferential subscription rights, of shares and/or securities giving access, immediately or in the future, to the share capital or giving rights to debt securities, or the incorporation into the share capital of profits, reserves or share premiums)

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings,

having taken note of the Board of Directors' report and the Statutory Auditor's special report, in accordance with the provisions of Article L. 225-129 et seq. of the French Commercial Code, in particular Articles L. 225-129-2, L. 22-10-50 and L.228-92 and L.228-93 of the French Commercial Code,

Delegates to the Board of Directors its authority, with the option of subdelegating to the Chief Executive Officer, to proceed, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, in euros or in a foreign currency or in any other monetary unit established by reference to several currencies, with one or more capital increases:

- through the issue, on the French and/or international market, with preferential subscription rights, of ordinary Company shares and/or any other securities giving access immediately or in the future, at any time or at a fixed date, to the share capital of the Company, or of companies which would directly or indirectly own more than half of its share capital or of companies in which it directly or indirectly owns more than half of the share capital, or giving entitlement to debt securities, by subscription, either in cash or by offsetting receivables, conversion, redemption, presentation of a warrant or in any other manner;
- and/or by incorporation in the share capital of all or part of the profits, reserves or premiums, the capitalization of which will be legally and statutorily possible and in the form of an allocation of free ordinary shares or an increase in the par value of existing shares or through the combination of these two processes;

it being specified that the issue of preferred shares is strictly excluded from this delegation:

Resolves to set the following limits on the amounts of issues authorized in the event of use by the Board of Directors of this delegation:

- the maximum nominal amount of the capital increases that may be carried out immediately or in the future under this delegation is set at two million one hundred thousand (2,100,000) euros or in any other monetary unit established by reference to several currencies, it being specified that the total nominal amount of these capital increases will be deducted from the total ceiling provided for in the 26th Resolution of this Shareholders' Meeting. To this ceiling will be added, where applicable, the nominal amount of any shares to be issued, in the event of new financial transactions to preserve, in accordance with the law, the rights of holders of securities giving access to the share capital,
- the nominal amount of bonds and other debt securities giving access to the capital that may be issued under this delegation may not exceed one hundred million (100,000,000) euros or in any other monetary unit established by reference to several currencies, it being specified that the total nominal amount of these bonds or other debt securities will be deducted from the overall ceiling applicable to bonds or other debt securities set by the 26th Resolution of this Shareholders' Meeting,

Sets at twenty-six (26) months, from the date of this Shareholders' Meeting, the period of validity of the delegation of authority covered by this resolution, i.e. until **August 22, 2022**, date on which it will be considered void if the Board of Directors has not made use of it.

If the Board of Directors uses this delegation:

- resolves that the issue(s) will be reserved by preference for shareholders who may subscribe on an irreducible basis in proportion to the number of shares then held by them under the conditions provided for in Article L. 225-132 of the French Commercial Code;
- notes that the Board of Directors will have the option to grant access subscription rights;
- notes and resolves, as necessary, that, in the case of issues of shares or securities as defined above, if subscriptions proportional to existing holdings and, where applicable, to excess shares have not absorbed the entire issue, the Board of Directors may use, under the conditions provided for by law and in the order it determines, one or more of the following options:
 - limit the issue to the amount of subscriptions, provided that this amounts to at least three-quarters of the issue decided,
 - freely distribute all or part of the shares or, in the case of securities, the aforementioned securities, the issue of which has been decided but which have not been subscribed on a proportional basis to existing holdings and, where applicable, on the basis of excess shares,
 - offer to the public, by a public offering of financial securities, all or part of the shares or, in the case of securities giving access to the capital, unsubscribed securities, on the French market and/or abroad and/or on the international market,
- resolve that the Board of Directors may, on its own initiative and in all cases, limit the issue decided upon to the amount reached when the unsubscribed shares and/or other securities represent less than 3% of said issue;
- notes and resolves, as necessary, that, in the event of use of this delegation of authority, the decision to issue securities giving access, immediately or in the future, to the share capital shall automatically carry, in favor of the holders, waiver by shareholders to their preferential subscription rights to the shares to which these securities give entitlement, in accordance with the provisions of Article L.225-132 of the French Commercial Code;

- resolves, in accordance with the provisions of Article L.22-10-50 of the French Commercial Code, that the fractional rights shall not be negotiable or transferable and that the corresponding securities shall be sold; the sums resulting from the sale will be allocated to the holders of the rights no later than thirty days after the date of registration in their account of the whole number of shares allocated;

Specifies that the transactions referred to in this resolution may be carried out at any time, including in the event of a public offer for the Company's shares, in compliance with the legal and regulatory provisions,

Resolves that the Board of Directors shall have full powers to implement this delegation or not, as well as the power to defer it, if applicable, under the legal conditions and within the limits and conditions specified above, in particular in order to:

- decide on the capital increase and determine the securities to be issued and, more generally, to decide on issues under this delegation;
- decide on the amount of the capital increase, the issue price as well as the amount of the premium that may be requested upon issue;
- determine the dates and terms of the capital increase, the nature and characteristics of the securities to be created, and, in the case of bonds or other debt securities giving access to the Company's share capital, to decide on whether or not they are subordinated (and, where applicable, their rank of subordination in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (notably fixed or variable rate or zero or indexed coupon), their duration (fixed or indefinite), and the other terms of issue (including the granting of guarantees or collateral) and amortization; these securities could be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds as defined by the stock market authorities; modify, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities;
- determine the method of payment for shares or securities giving access to the share capital to be issued or securities to be issued;
- set, where applicable, the terms and conditions of exercise of the rights attached to the shares or securities to be issued and, in particular, set the date, even retroactively, from which the new ordinary shares (i.e. any underlying securities) will carry dividend rights, determine the terms of exercise of the rights to conversion, exchange, redemption, including by delivery of Company assets such as shares or securities already issued by the Company, as well as all other conditions and procedures for carrying out the capital increase;
- provide for the option of suspending the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions for a maximum period of three months;
- at its sole initiative, charge the costs of the capital increase to the amount of the related premiums and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each capital increase;
- set, and make any adjustments, in order to take into account the impact of transactions on the Company's share capital, in particular in the event of a change in the par value of the share, a capital increase through the incorporation of reserves, allocation of free shares, stock split or reverse stock split, distribution of reserves or any other assets, amortization of capital, or any

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

- record the completion of each capital increase and make the corresponding amendments to the bylaws;
- in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities necessary for the issuance, listing and financial service of the securities issued under this delegation, as well as the exercise of the rights attached thereto.

The final terms of the transactions carried out pursuant to this authorization will be the subject of an additional report, in accordance with the provisions of Article L.225-129-5 of the French Commercial Code, which the Board of Directors will prepare at the time. where it will make use of the delegation of authority conferred on it by this Meeting. The Statutory Auditor will also prepare a supplementary report at that time.

Resolves that this authorization will supersede the previous delegation with the same purpose (4th Resolution of the Meeting of January 8, 2021).

NINETEENTH RESOLUTION

(Delegation of authority to the Board of Directors to decide on the issuance of shares and/or securities giving access, immediately or in the future, to the share capital or giving rights to debt securities, with cancellation of preferential subscription rights without naming beneficiaries and by public offering)

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings,

having read the Board of Directors' report and the Statutory Auditor's special report, in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and in particular Articles L. 225-129-2, L.225-135, L.225-136, L.228-91 et seq. of the said French Commercial Code,

Delegates to the Board of Directors its authority, with the option of subdelegating to the Chief Executive Officer, to proceed, on one or more occasions, in France or abroad, in the proportion and at the times that it deems to be appropriate with the issue, on the French and/or international market, by offering financial securities to the public, with cancellation of preferential subscription rights without naming beneficiaries, in euros or in a foreign currency, or in any other monetary unit established by reference to several currencies, of ordinary shares of the Company and/or any other securities giving access immediately or in the future, at any time or at a fixed date, to the share capital of the Company, or of companies that would directly or indirectly own more than half of its share capital or companies in which it directly or indirectly owns more than half of the share capital, or giving entitlement to a debt security, by subscription either in cash or by offsetting receivables, conversion, exchange, redemption, presentation of a warrant or in any other manner, the securities representing debt may be issued with or without guarantee, under the forms, rates and conditions that the Board of Directors deems appropriate;

it being specified that the issue of preferred shares is strictly excluded from this delegation:

Resolves to set the following limits on the amounts of issues authorized in the event of use by the Board of Directors of this delegation:

- the maximum nominal amount of capital increases that may be carried out immediately and/or in the future under this delegation is set at two million one hundred thousand (2,100,000) euros or the equivalent in foreign currencies on the day of the issue, it being specified that the total nominal amount of these capital increases will be deducted from the amount of the overall ceiling provided for in the 26th Resolution of this Shareholders' Meeting. To this ceiling may be added, where applicable, the nominal amount of additional shares to be issued in order to preserve, in accordance with the law and applicable contractual provisions, the rights of holders of securities giving access to Company's shares;
- the nominal amount of bonds and other debt securities giving access to the share capital that may be issued under this delegation may not exceed one hundred million (100,000,000) euros or their equivalent in foreign currencies on the day of issue, it being specified that the total nominal amount of these bonds or other debt securities will be deducted from the overall ceiling applicable to bonds or other debt securities, set by the 26th Resolution of this Shareholders' Meeting;

Resolves to cancel, without specifying the beneficiaries, the shareholders' preferential subscription rights to shares, other securities and all debt securities that may be issued pursuant to this resolution, while nevertheless leaving the Board of Directors the option to institute for the benefit of the shareholders, on all or part of the issues, a priority right to subscribe to them during the specified period and under the terms that it will set in accordance with the provisions of Article L. 22-10-51 of the French Commercial Code, with this priority not giving rise to the creation of transferable rights, but may be exercised on both a pro rata entitlement and reducible basis,

Takes note and resolves as necessary, that this delegation of authority automatically entails for the benefit of the holders of securities giving access, immediately or in the future, to the Company's share capital, express waiver by the shareholders of their preferential subscription rights to the shares to which these securities give entitlement, in accordance with the provisions of Article L. 225-132 of the French Commercial Code,

Resolves that this delegation of authority is granted to the Board of Directors for a period of **twenty-six (26) months** from this Meeting, i.e. **until August 22, 2023, date** on which it will be considered void if the Board of Directors has not made use of it,

Resolves that:

- for capital increases, the issue price of the new shares will be set by the Board of Directors, in accordance with the provisions of Articles L.225-136 1° and R.225-114 of the French Commercial Code and must be at least equal to the volume-weighted average of the last five trading sessions preceding its setting, reduced where applicable by a maximum discount of 20%, after correction of this average in the event of a difference in the vesting dates, it being, however, specified that if, at the time of the use of this delegation, the Company's shares were admitted to trading on a regulated market, the price would be set in accordance with the provisions of Articles L. 22-10-52 and R.22-10-32 of the French Commercial Code,
- for securities giving access to the share capital, the issue price will be set by the Board of Directors in such a way that the sums received immediately by the Company at the time of the issue of the securities in question, increased by any sums liable to be received subsequently by the Company for each share attached to and/or underlying the securities issued, are at least equal to the minimum price provided for above;
- the conversion, redemption and transformation into shares of each security giving access to the share capital will give rise, taking into account the nominal value of said security, to a number

of shares such as the amount received by the Company, for each share will be at least equal to the minimum price referred to above.

However, in the event of the listing of the Company's shares on a regulated market, the minimum price referred to in the three paragraphs above must be at least equal to the minimum price provided for by law and the regulations in force applicable to companies whose shares are admitted to trading on a regulated market.

Resolves that the new shares issued under the capital increases will be identical to the old ordinary shares and subject to all the provisions of the bylaws and the decisions of the Shareholders' Meetings,

Specifies that the transactions referred to in this resolution formally exclude the offers referred to in item 1 of Article L. 411-2 of the French Monetary and Financial Code and may be carried out at any time, including in the event of a public offer on the Company's shares, in compliance with legal and regulatory provisions,

Resolves that the Board of Directors shall have full powers to implement this delegation or not, as well as the power to defer it, if applicable, under the legal conditions and within the limits and conditions specified above, in particular in order to:

- decide on the capital increase and determine the securities to be issued and, more generally, to decide on issues under this delegation;
- decide the amount of the capital increase;
- set the issue price as well as the amount of the premium that may be requested upon issue, within the limits set by this resolution;
- determine the dates and terms of the capital increase, the nature and characteristics of the securities to be created, and, in the case of bonds or other debt securities giving access to the Company's share capital, to decide on whether or not they are subordinated (and, where applicable, their rank of subordination in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (notably fixed or variable rate or zero or indexed coupon), their duration (fixed or indefinite), and the other terms of issue (including the granting of guarantees or collateral) and amortization; these securities could be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds as defined by the stock market authorities; modify, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities;
- decide, in the event that the subscriptions have not absorbed the entire issue, to limit the amount of the capital increase to the amount of subscriptions received, provided that this amounts to at least three-quarters of the total amount of the issue decided;
- determine the method of payment for shares or securities giving access to the share capital to be issued or securities to be issued;
- set, where applicable, the terms and conditions for exercising the rights attached to the shares or securities to be issued and, in particular, set the date, even retroactive, from which the new shares (i.e. any underlying securities) will carry rights, determine the terms of exercise of the rights, if any, to conversion, exchange, redemption, including by delivery of Company assets such as shares or securities already issued by the Company, as well as all other conditions and procedures for carrying out the capital increase;

- provide for the option of suspending the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions for a maximum period of three (3) months;
- at its sole initiative, charge the costs of the capital increase to the amount of the related premiums and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each capital increase;
- set, and make any adjustments, in order to take into account the impact of transactions on the Company's share capital, in particular in the event of a change in the par value of the share, a capital increase through the incorporation of reserves, allocation of free shares, stock split or reverse stock split, distribution of reserves or any other assets, amortization of capital, or any other transaction affecting shareholders' equity, and set the terms and conditions under which, where applicable, the rights of holders of securities giving access to the share capital will be preserved;
- record the completion of each capital increase and make the corresponding amendments to the bylaws;
- in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities necessary for the issuance, listing and financial service of the securities issued under this delegation, as well as the exercise of the rights attached thereto;

The final terms of the transaction will be the subject of an additional report, in accordance with the provisions of Article L. 225-129-5 of the French Commercial Code, which the Board of Directors will draw up when it uses the delegation of authority to be conferred on it by this Meeting. The Statutory Auditor will also prepare a supplementary report at that time.

Resolves that this authorization will supersede the previous delegation with the same purpose (5th Resolution of the Meeting of January 8, 2021).”

TWENTIETH RESOLUTION

(Delegation of authority to be granted to the Board of Directors, to decide on the issue of shares and/or securities giving access, immediately or in the future to the share capital or giving rights to debt securities, by way of an offer referred to in Article L. 411-2 1° of the French Monetary and Financial Code and within the limit of 20% of the share capital per year, with cancellation of preferential subscription rights without naming beneficiaries)

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings,

having read the Board of Directors' report and the Statutory Auditor's special report, in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and in particular Articles L. 225-129-2, L.225-135, L.225-136, L.228-91 et seq. of the said French Commercial Code,

Delegates to the Board of Directors its authority, with the option of subdelegating to the Chief Executive Officer, to proceed, on one or more occasions, in France or abroad, in the proportion and at the times that it deems to be appropriate with the issue, by an offer referred to in Article L. 411-2 of the French Monetary and Financial Code, with cancellation of preferential subscription rights without naming beneficiaries, in euros or in a foreign currency or in any other monetary unit established by reference to several currencies, of ordinary shares of the Company and/or any other transferable securities giving access immediately or in the future, at any time or at a fixed date, to the share capital of the Company, or of companies that would directly or indirectly more than half of its share capital or companies in

which it directly or indirectly owns more than half of the share capital, or giving entitlement to debt securities, by subscription either in cash or by offsetting receivables, conversion, exchange, redemption, presentation of a warrant or in any other manner, the securities representing debt may be issued with or without guarantee, under the forms, rates and conditions that the Board of Directors deems appropriate,

it being specified that the issue of preferred shares is strictly excluded from this delegation:

Resolves to set the following limits on the amounts of issues authorized in the event of use by the Board of Directors of this delegation:

- the maximum nominal amount of capital increases that may be carried out immediately and/or in the future under this delegation is set at two million one hundred thousand (2,100,000) euros or the equivalent in foreign currencies on the day of the issue, it being specified that the total nominal amount of these capital increases (i) will be limited to 20% of the share capital per year (assessed on the date of implementation of the delegation) and (ii) will be deducted from the amount of the overall ceiling provided for in the 26th Resolution of this Shareholders' Meeting. To this ceiling may be added, where applicable, the nominal amount of additional shares to be issued in order to preserve, in accordance with the law and applicable contractual provisions, the rights of holders of securities giving access to Company's shares;
- the nominal amount of bonds and other debt securities giving access to the share capital that may be issued under this delegation may not exceed one hundred million (100,000,000) euros or their equivalent in foreign currencies on the day of issue, it being specified that the total nominal amount of these bonds or other debt securities will be deducted from the overall ceiling applicable to bonds or other debt securities, set by the 26th Resolution of this Shareholders' Meeting;

Resolves to cancel, without naming beneficiaries, the shareholders' preferential subscription rights to shares, other securities and debt securities that may be issued pursuant to this resolution,

Resolves that the issues likely to be carried out pursuant to this resolution may be carried out by offers to qualified investors or to a restricted circle of investors within the meaning of paragraph 1 of Article L.411-2 of the French Monetary and Financial Code,

Takes note and resolves as necessary, that this delegation of authority automatically entails for the benefit of the holders of securities giving immediate or future access to the Company's share capital, express waiver by the shareholders of their preferential subscription rights to the shares to which these securities give entitlement, in accordance with the provisions of Article L. 225-132 of the French Commercial Code,

Resolves that this delegation of authority is granted to the Board of Directors for a period of **twenty-six (26) months** from this Meeting, i.e. **until August 22, 2023, date** on which it will be considered void if the Board of Directors has not made use of it,

Resolves that:

- for capital increases, the issue price of the new shares will be set by the Board of Directors, in accordance with the provisions of Articles L.22-10-52 and R.225-114 of the French Commercial Code and must be at least equal to the volume-weighted average of the last five trading sessions prior to its setting, reduced, where applicable, by a maximum discount of 20%, after correction of this average in the event of a difference in the vesting dates, it being, however, specified that if, at the time of the use of this delegation, the Company's shares were admitted to trading on a regulated market, the price would be set in accordance with the provisions of Articles L.22-10-52 and R.22-10-32 of the French Commercial Code;

- for securities giving access to the share capital, the issue price will be set by the Board of Directors in such a way that the sums received immediately by the Company at the time of the issue of the securities in question, increased by any sums liable to be paid to the Company for each share attached to and/or underlying the securities issued, are at least equal to the minimum price provided for above;
- the conversion, redemption and transformation into shares of each security giving access to the share capital will give rise, taking into account the nominal value of said security, to a number of shares such as the amount received by the Company, for each share will be at least equal to the minimum price referred to above.

However, in the event of the listing of the Company's shares on a regulated market, the minimum price referred to in the three paragraphs above must be at least equal to the minimum price provided for by law and the regulations in force applicable to companies whose shares are admitted to trading on a regulated market.

Resolves that the new shares issued under the capital increases will be identical to the old ordinary shares and subject to all the provisions of the bylaws and the decisions of the Shareholders' Meetings,

Specifies that the transactions referred to in this resolution may be carried out at any time, including in the event of a public offer for the Company's shares, in compliance with the legal and regulatory provisions,

Resolves that the Board of Directors shall have full powers to implement this delegation or not, as well as the power to defer it, if applicable, under the legal conditions and within the limits and conditions specified above, in particular in order to:

- decide on the capital increase and determine the securities to be issued and, more generally, to decide on issues under this delegation;
- decide the amount of the capital increase;
- set the issue price as well as the amount of the premium that may be requested upon issue, within the limits set by this resolution;
- determine the dates and terms of the capital increase, the nature and characteristics of the securities to be created, and, in the case of bonds or other debt securities giving access to the Company's share capital, to decide on whether or not they are subordinated (and, where applicable, their rank of subordination in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (notably fixed or variable rate or zero or indexed coupon), their duration (fixed or indefinite), and the other terms of issue (including the granting of guarantees or collateral) and amortization; these securities could be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds as defined by the stock market authorities; modify, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities;
- decide, in the event that the subscriptions have not absorbed the entire issue, to limit the amount of the capital increase to the amount of subscriptions received, provided that this amounts to at least three-quarters of the total amount of the issue decided;
- determine the method of payment for shares or securities giving access to the share capital to be issued or securities to be issued;

- set, where applicable, the terms and conditions for exercising the rights attached to the shares or securities to be issued and, in particular, to set the date, even retroactive, from which the new shares (i.e. any underlying securities) will carry rights, determine the terms of exercise of the rights, if any, to conversion, exchange, redemption, including by delivery of Company assets such as shares or securities already issued by the Company, as well as all other conditions and procedures for carrying out the capital increase;
- provide for the option of suspending the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions for a maximum period of three (3) months;
- at its sole initiative, charge the costs of the capital increase to the amount of the related premiums and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each capital increase;
- set, and make any adjustments, in order to take into account the impact of transactions on the Company's share capital, in particular in the event of a change in the par value of the share, a capital increase through the incorporation of reserves, allocation of free shares, stock split or reverse stock split, distribution of reserves or any other assets, amortization of capital, or any other transaction affecting shareholders' equity, and set the terms and conditions under which, where applicable, the rights of holders of securities giving access to the share capital will be preserved;
- record the completion of each capital increase and make the corresponding amendments to the bylaws;
- in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities necessary for the issuance, listing and financial service of the securities issued under this delegation, as well as the exercise of the rights attached thereto;

The final terms of the transaction will be the subject of an additional report, in accordance with the provisions of Article L. 225-129-5 of the French Commercial Code, which the Board of Directors will draw up when it uses the delegation of authority to be conferred on it by this Meeting. The Statutory Auditor will also prepare a supplementary report at that time.

Resolves *that this authorization will supersede the previous delegation with the same purpose (6th Resolution of the Meeting of January 8, 2021)."*

TWENTY-FIRST RESOLUTION

(Delegation of authority to the Board of Directors to decide on the issuance of shares and/or securities giving access, immediately or in the future, to the share capital or giving rights to debt securities, with cancellation of shareholders' preferential subscription rights in favor of certain categories of beneficiary)

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings,

having read the Board of Directors' report and the Statutory Auditor's special report, in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and in particular Articles L.225-129-2, L.225-135, L.225-138, L.228-92 and L.228-93 of the said French Commercial Code,

Delegates to the Board of Directors its authority, with the option of subdelegating to the Chief Executive Officer, to proceed, on one or more occasions, in France or abroad, in the proportion, at the times and in the manner it deems appropriate, with the issue, on the French and/or international market, with cancellation of shareholders' preferential subscription rights, in euros or in a foreign currency or in any other monetary unit established by reference to several currencies, of new Company shares and/or any other securities giving access immediately or in the future, at any time or at a fixed date, to the share capital of the Company, or of companies that would directly or indirectly own more than half of its share capital or companies in which it directly or indirectly owns more than half of the share capital, or giving entitlement to debt securities, by subscription either in cash or by offsetting receivables, conversion, exchange, redemption, presentation of a warrant or in any other manner, the securities representing debt may be issued with or without guarantee, under the forms, rates and conditions that the Board of Directors deems appropriate;

it being specified that the issue of preferred shares is strictly excluded from this delegation:

Resolves to set the following limits on the amounts of issues authorized in the event of use by the Board of Directors of this delegation:

- the maximum nominal amount of the capital increases that may be carried out immediately or in the future under this delegation is set at two million one hundred thousand (2,100,000) euros or in any other monetary unit established by reference to several currencies, it is specified that the total nominal amount of these capital increases will be deducted from the total ceiling provided for in the 26th Resolution of this Meeting. To this ceiling will be added, where applicable, the nominal amount of any shares to be issued, in the event of new financial transactions to preserve, in accordance with the law, the rights of the holders of securities giving access to the share capital;
- the nominal amount of bonds and other debt securities giving access to the share capital that may be issued under this delegation may not exceed one hundred million (100,000,000) euros or in any other monetary unit established by reference to several currencies, it being specified that the total nominal amount of these bonds or other debt securities will be deducted from the overall ceiling applicable to bonds or other debt securities set by the 26th Resolution of this Meeting.

Takes note and resolves as necessary that this delegation of authority automatically entails for the benefit of the holders of securities giving immediate or future access to the Company's share capital, express waiver by the shareholders of their preferential subscription rights to the shares to which these securities give entitlement, in accordance with the provisions of Article L.225-132 of the French Commercial Code;

Resolves that this delegation of authority is granted to the Board of Directors for a period of **twenty-six (18) months** from this meeting, i.e. **until December 22, 2022, date** on which it will be considered void if the Board of Directors has not made use of it,

Resolves to cancel the preferential subscription rights of shareholders to shares, other securities and debt securities that may be issued pursuant to this resolution, in favor of categories of beneficiaries of the shares or securities to be issued, namely:

- investment companies and investment funds governed by French or foreign law that invest on a regular basis in so-called "small or mid-cap" growth companies (including, without limitation, any investment funds or venture capital companies, notably all FPCI, FCPR, FIP or holding companies) in the biotechnology, cleantech, medtech, greentech, new technologies and consumer goods sectors, participating in the issue for a unit investment amount greater than €100,000 (issue premium included); and

- industrial companies operating in the biotechnology, cleantech, medtech, greentech, new technologies and consumer goods sectors, taking a stake in the Company's share capital at the time of the signing of an agreement with the Company, for a unitary investment amount greater than €100,000 (issue premium included).

The Board of Directors will determine the precise list of beneficiaries of this or these capital increases and/or issues of reserved securities within this or these categories of persons and the number of shares to be allocated to each of them.

Resolves that:

- for capital increases, the issue price of the new shares (which will be assimilated to old shares, as specified in the paragraph below) will be set by the Board of Directors, in accordance with the provisions of Articles L. 225-138-II and R.225-114 of the French Commercial Code and must be at least equal to the volume-weighted average of the last five trading sessions preceding its setting, reduced, where applicable, by a maximum discount of 20%, after correction of this average in the event of a difference in the vesting dates,
- for securities giving access to the share capital, the issue price will be set by the Board of Directors in such a way that the sums received immediately by the Company at the time of the issue of the securities in question, increased by any sums liable to be received subsequently by the Company for each share attached to and/or underlying the securities issued, are at least equal to the minimum price provided for above;
- the conversion, redemption and transformation into shares of each security giving access to the share capital will give rise, taking into account the nominal value of said security, to a number of shares such as the amount received by the Company, for each share will be at least equal to the minimum price referred to above.

However, in the event of the listing of the Company's shares on a regulated market, the minimum price referred to in the three paragraphs above must be at least equal to the minimum price provided for by law and the regulations in force applicable to companies whose shares are admitted to trading on a regulated market.

Resolves that the new shares issued under the capital increases will be identical to the old ordinary shares and subject to all the provisions of the bylaws and the decisions of the Shareholders' Meetings,

Specifies that the transactions referred to in this resolution may be carried out at any time, including in the event of a public offer for the Company's shares, in compliance with the legal and regulatory provisions,

Resolves that the Board of Directors shall have full powers to implement this delegation or not, as well as the power to defer it, if applicable, under the legal conditions and within the limits and conditions specified above, in particular in order to:

- decide on the capital increase and determine the securities to be issued and, more generally, to decide on issues under this delegation,
- decide the amount of the capital increase,
- set the issue price as well as the amount of the premium that may be requested upon issue, within the limits set by this resolution,

- determine the dates and terms of the capital increase, the nature and characteristics of the securities to be created, and decide, in the case of bonds or other debt securities giving access to the Company's share capital, decide on whether or not they are subordinated (and, where applicable, their rank of subordination in accordance with the provisions of Article L.228-97 of the French Commercial Code), set their interest rate (notably fixed or variable rate or zero or indexed coupon), their duration (fixed or indefinite), and the other terms of issue (including the granting of guarantees or collateral) and amortization; these securities could be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds as defined by the stock market authorities; modify, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities,
- decide, in the event that the subscriptions have not absorbed the entire issue, to limit the amount of the capital increase to the amount of subscriptions received, provided that this amounts to at least three-quarters of the total amount of the issue decided,
- determine the method of payment for shares or securities giving access to the share capital to be issued or securities to be issued,
- set, where applicable, the terms and conditions for exercising the rights attached to the shares or securities to be issued and, in particular, set the date, even retroactive, from which the new shares (i.e. any underlying securities) will carry rights, determine the terms of exercise of the rights, if any, to conversion, exchange, redemption, including by delivery of Company assets such as shares or securities already issued by the Company, as well as all other conditions and procedures for carrying out the capital increase,
- provide for the option of suspending the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions for a maximum period of three (3) months,
- at its sole initiative, charge the costs of the capital increase to the amount of the related premiums and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each capital increase,
- set, and make any adjustments, in order to take into account the impact of transactions on the Company's share capital, in particular in the event of a change in the par value of the share, a capital increase through the incorporation of reserves, allocation of free shares, stock split or reverse stock split, distribution of reserves or any other assets, amortization of capital, or any other transaction affecting shareholders' equity, and set the terms and conditions under which, where applicable, the rights of holders of securities giving access to the share capital will be preserved,
- record the completion of each capital increase and make the corresponding amendments to the bylaws,
- in general, enter into any agreement, in particular with a view to preserving the rights of any holders of securities giving the right immediately or in the future to a portion of the share capital, take all measures and carry out all formalities necessary for the issue, the registration and financial services of the securities issued under this delegation and the exercise of the rights attached thereto, carry out all formalities and declarations, and request any authorizations that may prove necessary for the realization and proper end of this issue and, in general, do whatever is necessary.

The final terms of the transaction will be the subject of an additional report, in accordance with the provisions of Article L. 225-129-5 of the French Commercial Code, which the Board of Directors will draw up when it uses the delegation of authority to be conferred on it by this Meeting. The Statutory Auditor will also prepare a supplementary report at that time.

Resolves that this authorization will supersede the previous delegation with the same purpose (7th Resolution of the Meeting of January 8, 2021).

TWENTY-SECOND RESOLUTION

(Authorization to the Board of Directors, for the purposes of increasing the number of securities issued in accordance with the provisions of Article L.225-135-1 of the French Commercial Code, up to a maximum of 15%, in the event of the implementation of the delegations of authority referred to in the previous four resolutions, with maintenance or cancellation of preferential subscription rights, depending on the case)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings,

having read the Board of Directors' report and, in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code,

Authorizes the Board of Directors, with the option of subdelegation, to *i)* increase the number of securities to be issued for the purpose of hedging any over-allocations and stabilizing prices in the context of an issue, with or without preferential subscription rights, of ordinary shares and/or any other securities giving access immediately or in the future, at any time or at a fixed date, to the share capital of the Company, or of companies which would directly or indirectly own more than half of its share capital or of companies in which it directly or indirectly owns more than half of the share capital, or giving entitlement to debt securities, by subscription either in cash or by offsetting receivables, conversion, exchange, redemption, presentation of a warrant or in any other manner, pursuant to the 18th to 21st Resolutions and *ii)* to carry out the corresponding issues at the same price as that used for the initial issue and up to a limit of 15% of the latter, in accordance with the provisions of Article R.225-118 of the French Commercial Code or any other applicable provision.;

Resolves that this authorization, granted to the Board of Directors must be implemented within thirty (30) days of the closing of the subscription of the initial issue concerned; if the Board of Directors has not used it within this period of 30 days, it will be considered void for the issue in question;

Resolves that the nominal amount of the corresponding issues will be deducted from the amount of the applicable overall ceiling provided for in the 26th Resolution;

Notes that, in the event of an issue with or without pre-emptive subscription rights, the limit provided for in 1° of I of Article L. 225-134 of the French Commercial Code, will be increased in the same proportions;

Resolves that this authorization will supersede the previous delegation with the same purpose (8th Resolution of the Meeting of January 8, 2021).

TWENTY-THIRD RESOLUTION

Delegation of authority to the Board of Directors to decide to issue, on one or more occasions, a maximum number of 700,000 share subscription warrants – the “BSAs” – granting rights to the subscription of 700,000 new ordinary Company shares, this issuance being reserved for the benefit of a specific category of persons

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after hearing:

- the Board of Directors' report to this Meeting,
- the Statutory Auditor's special report on the delegation of authority conferred on the Board of Directors to decide on the issue of share subscription warrants (the “BSA”), with cancellation of preferential subscription rights in accordance with the provisions of Articles L. 228-92 and L. 225-135 of the French Commercial Code,

Resolves, within the framework of Articles L. 225-129-2, L. 228-91 and L.228-92 of the French Commercial Code, to delegate to the Board of Directors all powers to decide, within a period of **18 months** from the date of this Meeting, to issue, on one or more occasions, a maximum of 700,000 BSA, giving the right to subscribe for a maximum of 700,000 new ordinary Company shares, this issue being reserved for the benefit of a specific category of persons (directors - consultants - the Company’s management team),

Resolves also that any BSPCE issued under the delegation in the 24th Resolution below will reduce the aforementioned maximum amount of 700,000 BSA and vice versa, insofar as the total number of BSPCEs and BSAs to be issued by the Board of Directors, in respect of the delegations granted by the 23rd and 24th Resolutions may not exceed the overall ceiling of 700,000 warrants,

Resolves to set the terms of allocation of said BSAs as follows:

Amount of the Board of Directors' authorization	The total number of BSA that may be allocated under the authorization granted by the Meeting is 700,000, and may not give entitlement to subscribe for more than 700,000 new ordinary shares with a par value of 0.70 euro each (it being recalled (i) that any BSPCE issued under the delegation granted by the 24 th Resolution below will reduce the maximum amount of BSA mentioned above and vice versa, insofar as the total number of BSPCEs and BSAs to be issued by the Board of Directors, under the delegations granted by the 23 rd and 24 th Resolutions may not exceed the overall ceiling of 700,000 warrants and (ii) all BSPCEs and BSA issued by the Board of Directors under the delegations granted by the 23 rd and 24 th Resolutions rendered void and/or not subscribed, will increase the maximum amount of 700,000 warrants to be issued under this delegation).
Duration of the Board of Directors' authorization	This authorization is granted for 18 months up to December 22, 2022 and includes, in favor of the beneficiaries of the BSA, the express waiver by the shareholders of their preferential subscription rights to the shares to be issued as and when the BSA are exercised, in accordance with the provisions of Article L.225-132 paragraph 6 of the French Commercial Code. It will be carried out under the conditions and according to the

	terms and conditions stipulated by the law and regulations in force on the date of issue of the BSA.
Beneficiaries	The BSA will be issued and allocated, on one or more occasions, by the Board of Directors, among the category of determined persons (directors - consultants - management team of the Company).
Type of shares upon exercise of BSAs	<p>Each BSA will give the right to subscribe for one share in the Company as a capital increase under the conditions provided for by law.</p> <p>The new shares issued following the exercise of the BSA will be ordinary shares, immediately assimilated to the old shares and subject to all statutory provisions. They will be entitled to dividend rights from the final date of completion of the capital increase.</p>
BSA subscription price	Subscription price of BSAs: set by the Board of Directors in light of the report by the independent appraiser appointed by the Board of Directors
Share subscription price upon exercise of the BSA	The subscription price of the underlying ordinary shares will be set by the Board of Directors, and will be at least equal to the average volume-weighted price of the last twenty (20) trading days preceding the allocation of the said BSAs by the Board of Directors.
Use of an expert	<p>In the event that an independent expert decides on the valuation of the subscription price of a BSA, the valuation retained by said expert will be valid for any other allocation made within the period of 18 months after the issuance of his report.</p> <p>However, as an exception to what is described in the previous paragraph, the use of a new independent expert for any new allocation of BSAs will be necessary in the event of a substantial change in the elements used as a basis for the valuation of the subscription price of the BSAs and/or the subscription price of the shares upon exercise of the BSAs by the first appraiser (in particular in the event of an event or transaction modifying the valuation of the Company initially selected, or if the terms and conditions of the BSAs are modified by at the time of the new allocation).</p>
BSA exercise period	The BSAs may no longer be exercised once a period of ten years has elapsed following their allocation.

Resolves consequently to approve the principle of a capital increase of a maximum nominal amount of 490,000 euros corresponding to the issue of 700,000 shares with a par value of 0.70 euro each, it being specified that this amount will be deducted from the overall ceiling provided for in the 26th Resolution below,

Resolves to grant all authority to the Board of Directors to implement this authorization and notably, but not limited to, for the purpose of:

- setting the names of the beneficiaries under the general authorization provided for above from among the specific category of persons (directors - consultants - the Company's management team) and the allocation of the BSAs among them,
- setting the subscription price of the BSAs and their exercise price,
- deciding the conditions under which the price and number of shares may be adjusted in the event of completion of one of the operations referred to in Article L. 228-98 of the French Commercial Code,
- determining the conditions for exercising the BSAs, and in particular the deadline and dates of exercise of the BSAs, the terms of payment of the shares subscribed for in exercise of the BSAs, as well as their date of entitlement, even retroactively,
- providing, if it deems it appropriate, to temporarily suspend the exercise of the BSAs in accordance with the provisions of Article L. 225-149-1 of the French Commercial Code,
- providing for, if it deems it appropriate, the fate of the BSAs not exercised in the event of absorption of the Company by another company,
- taking all necessary disclosure measures and in particular drawing up, and if necessary, modifying the terms and conditions and/or the contract for the issue of the BSA and ensuring that they are delivered to each of the BSA beneficiaries,
- managing the BSAs within the limits of the provisions of the law and in particular taking all necessary disclosure measures and, if necessary modifying the terms and conditions and/or the BSA plan and ensuring that they are remitted to each of the beneficiaries of the BSAs subject to the provisions falling within the remit of the Shareholders' Meeting and taking any necessary or appropriate decisions in connection with the management of the BSA plan,
- accomplishing or having accomplished all acts and formalities that may result from the implementation of this authorization, amend the bylaws and, in general, do all that is necessary,
- collecting, if applicable, requests to exercise BSAs and creating and issuing a number of new ordinary shares equal to the number of BSAs exercised,
- recording, if necessary at any time during the current fiscal year, and at the latest at the first meeting following the end of the fiscal year in question, the number and par value of the shares thus created and issued for the exercise of the BSAs, and recording the resulting capital increase,
- making the necessary modifications to the clauses of the bylaws on the amount of the Company's share capital and the number of shares comprising it, and carry out the formalities subsequent to the corresponding capital increases,
- on its sole decision, and if it considers if appropriate, charging the costs of the capital increases to the amount of the related premiums and deducting from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each capital increase,
- more generally, entering into all agreements and, in general, taking all measures to carry out all necessary formalities in the context of the issue of the BSAs.

Resolves that the Board of Directors will report to the Ordinary Shareholders' Meeting, under the conditions defined by the regulations in force and in a special report containing all the indications referred to in Article R. 225-115 of the French Commercial Code, the final terms of the transaction established in accordance with the authorization that will have been granted.

Resolves that this authorization will supersede the previous delegation with the same purpose (12th Resolution of the Meeting of June 18, 2020).

TWENTY-FOURTH RESOLUTION

(Delegation of authority to the Board of Directors to decide to issue, on one or more occasions, a maximum number of 700,000 founder share subscription warrants – the “BSPCEs” – granting rights to the subscription of 700,000 new ordinary Company shares, this issuance being reserved for the benefit of a specific category of persons)

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, after hearing:

- the Board of Directors' report to this Meeting,
- the Statutory Auditor's special report on the delegation of authority granted to the Board of Directors to decide on the issue of founders’ warrants (the “BSPCE”), with cancellation of preferential subscription rights in accordance with the provisions of Articles L.225-129-2, L.225-135 L.225-138, L.228-91 et seq. Of the French Commercial Code and Article 163 bis G of the French General Tax Code.

Resolves, within the framework of Articles L.225-129-2, L.228-91 and L.228-92 of the French Commercial Code, to delegate to the Board of Directors all powers to decide, within a period of **eighteen (18) months** from this Meeting, to issue, on one or more occasions, free of charge, a maximum number of 700,000 BSPCE, giving the right to subscribe for a maximum of 700,000 new ordinary Company shares, this issue being reserved for the benefit of a specific category of persons (employees and executives of the Company subject to the tax regime applicable to Company employees and members of the Board of Directors),

Resolves to set the terms for the allocation of said BSPCEs as follows:

Amount of the Board of Directors' authorization	The total number of BSPCEs that may be allocated under the authorization granted by the Meeting is 700,000, and may not give the right to subscribe for more than 700,000 new ordinary shares with a par value of 0.70 euro each (recalling that any BSPCEs issued by the Board of Directors under the delegations in this Resolution that have been canceled and/or not subscribed, will increase the maximum amount of the 700,000 warrants to be issued subject to this delegation).
Duration of the Board of Directors' authorization	This authorization is granted for eighteen (18) months up to December 22, 2022 and includes, in favor of the beneficiaries of the BSPCEs, the express waiver by the shareholders of their preferential subscription rights to the shares that will be issued as and when the BSPCEs are exercised, in accordance with the provisions of Article L.225-132 paragraph 6 of the French Commercial Code. It will be carried out under the terms and conditions provided for by the law and regulations in force on the date of issue of the BSPCEs.
Beneficiaries	The BSPCEs will be issued and allocated, on one or more occasions, by the Board of Directors, from among the specific

	category of persons (employees and executives of the Company subject to the tax regime for employees of the Company and members of the Board of Directors).
Type of shares upon exercise of BSPCEs	Each BSPCE will give the right to subscribe for one share in the Company as a capital increase under the conditions provided for by law. The new shares issued following the exercise of the BSPCE will be ordinary shares, immediately assimilated to the old shares and subject to all statutory provisions. They will be entitled to dividend rights from the final date of completion of the capital increase.
BSPCE subscription price	BSPCEs will be issued free of charge.
Share subscription price upon exercise of the BSPCE	In accordance with the provisions of Article 163 bis G of the French General Tax Code, the share subscription price will be set by the Board of Directors, it being specified that this price must be at least equal, if the Company has proceeded within six months preceding the allocation of the warrant to a capital increase by issuing securities conferring rights equivalent to those resulting from the exercise of the warrant, to the issue price of the securities concerned then set, less any discount in the event that this would be authorized by law. If such a capital increase has not taken place within six months prior to the allocation of the BSPCEs, the subscription price of the underlying shares shall be set by the Board of Directors, and shall be at least equal to the average volume-weighted price of the last twenty (20) trading days prior to the allocation of the aforementioned BSPCEs by the Board of Directors.
BSPCE exercise period	BSPCEs may no longer be exercised once a period of ten years has elapsed following their allocation.

Resolves consequently to approve the principle of a capital increase of a maximum nominal amount of 490,000 euros corresponding to the issue of 700,000 shares with a par value of 0.70 euro each, it being specified that this amount will be deducted from the overall ceiling provided for in the 26th Resolution below,

Resolves to grant all authority to the Board of Directors to implement this authorization and notably, but not limited to, for the purpose of:

- verifying, at each implementation of this authorization, that the Company complies with the legal and regulatory conditions and in particular the provisions of Article 163 bis G of the French General Tax Code necessary for the BSPCE issue and, if applicable,
- setting the names of the beneficiaries under the general authorization provided for above from among the specific category of persons (employees and executives of the Company subject to the tax regime for employees of the Company and members of the Board of Directors) and the distribution of the BSPCEs between them,
- setting the exercise price of the BSPCEs,

- deciding the conditions under which the price and number of shares may be adjusted in the event of completion of one of the operations referred to in Article L. 228-98 of the French Commercial Code,
- determining the conditions for exercising the BSPCEs, and in particular the deadline and dates of exercise of the BSPCEs, the terms of payment of the shares subscribed for in exercise of the BSPCEs, as well as their date of entitlement, even retroactively,
- providing, if it deems it appropriate, to temporarily suspend the exercise of BSPCEs in accordance with the provisions of Article L. 225-149-1 of the French Commercial Code,
- Providing for, if it deems it appropriate, the fate of BSPCEs not exercised in the event of absorption of the Company by another company,
- managing the BSPCEs within the limits of the provisions of the law and in particular taking all necessary disclosure measures and, if necessary modifying the terms and conditions and/or the BSPCE plan and ensuring that they are remitted to each of the beneficiaries of the BSPCE subject to the provisions falling within the remit of the Shareholders' Meeting and taking any necessary or appropriate decisions in connection with the management of the BSPCE plan,
- accomplishing or having accomplished all acts and formalities that may result from the implementation of this authorization, amend the bylaws and, in general, do all that is necessary,
- collecting, if applicable, requests to exercise BSPCEs and creating and issuing a number of new ordinary shares equal to the number of BSPCEs exercised,
- recording, if necessary at any time during the current fiscal year, and at the latest at the first meeting following the end of the fiscal year in question, the number and par value of the shares thus created and issued at the for the exercise of the BSPCEs, and recording the resulting capital increase;
- making the necessary modifications to the clauses of the bylaws on the amount of the Company's share capital and the number of shares comprising it, and carry out the formalities subsequent to the corresponding capital increases,
- on its sole decision, and if it considers if appropriate, charging the costs of the capital increases to the amount of the related premiums and deducting from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each capital increase,
- more generally, entering into all agreements and, in general, taking all measures to carry out all necessary formalities in the context of the issue of the BSPCEs.

Resolves that the Board of Directors will report to the Shareholders' Meeting, under the conditions defined by the regulations in force and in a special report containing all the indications referred to in Article R.225-115 of the French Commercial Code, the final terms of the transaction established in accordance with the authorization that will have been granted.

Resolves that this authorization will supersede the previous delegation with the same purpose (13th Resolution of the Meeting of June 18, 2020).

TWENTY-FIFTH RESOLUTION

(Delegation of powers to be granted to the Board of Directors to decide on a capital increase in cash reserved for employees who are members of a company savings plan in accordance with the provisions of Articles L.225-129-6 of the French Commercial Code and L. 3332-18 et seq. of the

French Labor Code, with cancellation of preferential subscription rights reserved for the benefit of the Company's employees).

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the Statutory Auditors' special report,

Resolves to carry out a capital increase of a maximum nominal amount of five thousand (5,000) euros by issuing new ordinary shares of the Company, with a nominal value of 0.70 euros, to be paid up in cash or by offsetting with certain, liquid and payable receivables on the Company, reserved for employees of the Company, or companies related to it within the meaning of Article L.225-180 of the French Commercial Code, members of the Company Savings Plan to be set up at the initiative of the Company and/or any mutual fund through which the new shares thus issued would be subscribed by them,

Resolves that the subscription price of the shares issued pursuant to this delegation of powers, which will confer the same rights as the former shares of the same class, will be set by the Board of Directors under the conditions provided for in Article L. 3332-19 or L.3332-20 of the French Labor Code depending on whether or not the shares are admitted to trading on a regulated market on the date of the capital increase,

Resolves to cancel the shareholders' preferential subscription rights to ordinary shares to be issued under this resolution, reserved for shareholders of the Company pursuant to Article L. 225-132 of the French Commercial Code, and to reserve the subscription to employees in service with the Company on the day of subscription and who are members of the Company Savings Plan,

Resolves that each capital increase will only be carried out up to the amount of shares actually subscribed by employees individually or through a company mutual fund or any other structure or entity permitted by applicable legal or regulatory provisions,

Resolves to delegate to the Board of Directors, in accordance with the provisions of Article L. 225-129-1 of the French Commercial Code, all powers, with the option of subdelegating under the conditions of Article L. 22-10-49 of the French Commercial Code, to implement this decision under the legal conditions and within the limits and conditions specified above, in particular to:

- carry out, after the implementation of the Company Savings Plan, within a maximum period of five (5) years from the date of this decision, the capital increase in one or more installments, at its sole discretion, through the issue of shares reserved for employees or related companies within the meaning of Article L.225-180 of the French Commercial Code and which are members of the Company Savings Plan in favor of which the preferential subscription rights have been waived;
- determine the conditions for the allocation, if any, of the new shares thus issued to the aforementioned employees under the legal conditions, including the conditions of seniority, draw up the list of beneficiaries, as well as the number of shares likely to be allocated to each employee. between them, up to the limit of the capital increase;
- decide that subscriptions may be made directly or through a company mutual fund or any other structure or entity permitted by applicable legal or regulatory provisions;
- set up, set the terms and conditions for joining the Company Savings Plan, which may be necessary, and establishing or amending its regulations;

- set the date and terms of the issues that will be carried out under this delegation of authority in accordance with the legal and statutory requirements, and, in particular, set the subscription price in compliance with the conditions of Article L. 3332-20 of the French Labor Code, set the opening and closing dates for subscriptions, the vesting dates and the deadlines for the release of shares, collect employee subscriptions;
- collect the sums corresponding to the payment of subscriptions, whether made by payment of cash or by offsetting receivables, and if applicable, stop the credit balance of current accounts opened in the Company's books in the name of subscribers paying them up by offsetting the shares subscribed;
- set, within the legal limit of three (3) years from the date of the subscription provided for in Article L. 225-138-1 of the French Commercial Code, the period granted to subscribing employees for the payment of their subscription amount, it being specified that in accordance with the legal provisions, the subscribed shares may be paid up, at the request of the Company or the subscriber, in periodic installments, or by equal and regular deductions from the subscriber's salary;
- record the completion of capital increases up to the amount of shares that will be effectively subscribed individually or through the Company's existing company mutual fund or any other structure or entity permitted by applicable legal or regulatory provisions, and, where applicable, charge any costs to the amount of premiums paid at the time of the issue of the shares and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new share capital, after each increase;
- carry out, directly or through an agent, all legal transactions and formalities;
- make any amendments to the bylaws corresponding to increases in the share capital;
- take all measures, and generally do all that is useful and necessary for the definitive realization of the increase or successive increases of the share capital.

Resolves to set at **twenty-six (26) months** from the date of this decision, the period of validity of this delegation, i.e. until **August 22, 2023** from this Meeting.

TWENTY-SIXTH RESOLUTION

(Setting the overall ceiling for authorizations to issue shares and securities giving access to the share capital applicable and securities representing debt)

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings,

taking note of the Board of Directors' report, and as a consequence, the adoption of the 18th to 24th Resolutions above:

Resolves to set at two million one hundred thousand (2,100,000) euros the maximum nominal amount of the share capital increases, immediate and/or in the future, that may be carried out pursuant to the delegations of authority granted by the aforementioned resolutions, it being specified that to this nominal amount may be added the nominal amount of the additional shares to be issued to preserve the rights of the holders of the securities giving access to the Company's share capital in accordance with the law.

Resolves also to set at one hundred million (100,000,000) euros the maximum nominal amount of securities representing claims on the Company that may be issued under the delegations of authority conferred by the aforementioned resolutions.

TWENTY-SEVENTH RESOLUTION

(Authorization to the Board of Directors to reduce the Company's share capital by means of canceling shares)

The Shareholders' Meeting, voting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the Statutory Auditor's report,

after having recalled the admission to trading of the Company's shares on the Euronext Growth Paris market, and in accordance with the provisions of Article L.22-10-62 of the French Commercial Code,

Authorizes the Board of Directors, with the option of subdelegation, to cancel on one or more occasions at the times it sees fit, for a period of **eighteen (18) months** as from this Shareholders' Meeting, i.e. until **December 22, 2022**, the shares acquired by the Company pursuant to the authorization granted to the 17th Resolution or any resolution having the same purpose and the same legal basis, within the limit of 10% of the Company's share capital per period of twenty-four (24) months, and correspondingly reduce the share capital, it being recalled that this percentage applies to capital adjusted according to transactions affecting it subsequent to this Meeting,

Authorizes the Board of Directors to allocate the difference between the repurchase value of the canceled shares and their par value to the "Issue premium" item or to any other available reserve item, including the legal reserve, up to the limit of 10% of the capital reduction carried out,

Gives all powers to the Board of Directors, subject to strict compliance with legal and regulatory texts, with the option of subdelegation, for the purpose of:

- carrying out this or these operations to cancel shares and reduce the share capital;
- determining the final amount of the capital reduction;
- setting the terms and conditions;
- recording the completion;
- amending the Company's bylaws accordingly;
- carrying out all formalities and declarations to all organizations;
- and, in general, doing all that is necessary to implement this authorization.

Resolves that this authorization will supersede the previous delegation with the same purpose (11th Resolution of the Meeting of January 8, 2021).

TWENTY-EIGHTH RESOLUTION

(Powers to carry out formalities)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings,

Gives all powers to the bearer of copies or extracts of these minutes of this meeting, in order to carry out all formalities of publication and filing provided for by the legislation in force.

INFORMATION

1 - Participation in the Meeting

Shareholder status

Shareholders may take part in this Shareholders' Meeting regardless of the number of shares they own, notwithstanding any provisions to the contrary in the Bylaws.

- Shareholders may attend the Shareholders' Meeting: either by participating physically;
- or by voting by post;
- or by being represented by giving a proxy to the Chairman;
- or by being represented by giving a proxy to any other person of their choice (Articles L.225-106 and L.22-10-39 of the French Commercial Code).

It is specified that for any proxy given by a shareholder without indication of a proxy, the Chairman of the Shareholders' Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors and vote against the adoption of all other draft resolutions.

Legal representatives of incapacitated shareholders and representatives of legal entities shareholders may be required to prove their capacity by producing a copy of the court decision or a certified extract of the decision of the partners or the Board that appointed them.

In accordance with Article R.22-10-28 of the French Commercial Code, shareholders may attend the Shareholders' Meeting who can prove:

- in the case of registered shares: registration of said shares in the Company's registered securities accounts on Monday, June 21, 2021 at midnight, Paris time;
- in the case of bearer shares: registration of said shares (where applicable in the name of the intermediary registered on behalf of the shareholder concerned under the legal and regulatory conditions) in the bearer share accounts held by their authorized intermediary on Monday, June 21, 2021 at midnight, Paris time. The authorized intermediaries will issue a shareholding certificate, attached to the admission card, to the postal voting or proxy form drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

Only shareholders who prove that they are in this capacity on Monday, June 21, 2021 at midnight, Paris time, under the conditions set out above, may participate in this Shareholders' Meeting.

Shareholders may at any time sell all or part of their shares:

- if the sale takes place before midnight (Paris time) on Monday, June 21, 2021, the vote cast by post or the proxy, accompanied, where applicable, by a shareholding certificate, will be invalidated or amended accordingly, as the case may be. For this purpose, the authorized intermediary holding the account must notify the Company or its agent of the sale and provide it with the necessary information;
- if the sale or any other transaction were carried out after midnight (Paris time) on Monday, June 21, 2021, regardless of the means used, it would not be notified by the authorized intermediary or taken into consideration by the Company.

Method of participation in the Meeting

If they do not attend this meeting in person, shareholders may choose to vote by correspondence or proxy with or without indication of proxy.

Voting by correspondence or by proxy by post or electronically

Any shareholder (registered or bearer) wishing to vote by correspondence or by proxy may request a postal or proxy voting form, by letter addressed to CARBIOS - To the attention of Isabelle VASSEUR, at the following address: 11 rue Patrick Depailler, 63000 Clermont-Ferrand, or by email at the following address: AG@carbios.fr at the latest six days before the Shareholders' Meeting. The postal voting or proxy form will also be available on the Company's website: <https://carbios.fr/investisseurs/assemblee-generale/>.

Shareholders will return their postal or proxy voting forms so that the Company can receive them no later than three days before the date of the Shareholders' Meeting, i.e. no later than midnight on Friday, June 18, 2021, Paris time:

- if their shares are registered in registered form: return the form directly to CARBIOS-To the attention of Isabelle VASSEUR, at the following address: 11 rue Patrick Depaillier, 63000 Clermont-Ferrand, or by email to the following address: AG@carbios.fr;
- if their shares are registered in bearer form: return the form to the account holder who manages it, which will provide a shareholding certificate and send it to CARBIOS. Ms. Isabelle VASSEUR, at the following address: 11 rue Patrick Depaillier, 63000 Clermont-Ferrand, or by email at the following address: AG@carbios.fr.

It is specified that no form received after this deadline will be taken into account.

Appointment/revocation of mandates with indication of proxy by electronic means

Shareholders may give a proxy or revoke a proxy, with indication of proxy electronically in accordance with the provisions of Article R. 225-79 of the French Commercial Code, as follows:

- if their shares are registered in registered form: by sending an email to the following email address: AG@carbios.fr. This email must include as an attachment a scanned copy of the proxy voting form specifying the full name, address and bank details of the shareholder as well as the surname, first name and address of the appointed or revoked proxy;
- if their shares are registered in bearer form: by asking the financial intermediary who manages the securities account to send a written confirmation of this appointment or revocation of a proxy to the following address: CARBIOS - To the attention of Isabelle VASSEUR-11 rue Patrick Depaillier, 63000 Clermont-Ferrand, or by email at the following address: AG@carbios.fr.

Pursuant to the provisions of article 6 of decree no. 2020-418 of April 10, 2020 adapting the rules of meetings and deliberation of meetings and management bodies of legal persons and private law entities without legal personality due to the Covid-19 epidemic, as extended by decree no. 2021-255 of March 9, 2021, proxy forms indicating proxy transmitted electronically must be sent at the latest on the fourth day preceding the date of the Shareholders' Meeting, i.e. by Saturday, June 19, 2021.

In this respect, in accordance with article 6 of decree no. 2020-418 of April 10, 2020, as extended by decree no. 2021-255 of March 9, 2021, the proxy must send his/her instructions for the exercise of the mandates which he/she holds to the Company, by e-mail to the following address: AG@carbios.fr in the form of the postal voting form (indicated in Article R. 225-76 of the French Commercial Code), no later than the fourth day preceding the date of the Shareholders' Meeting, i.e. no later than Saturday, June 19, 2021.

2 - Submission of written questions and request for inclusion of agenda items or draft resolutions

Given the exceptional situation due to COVID-19, we recommend that you favor requests to include items or draft resolutions on the agenda and the sending of written questions electronically.

Shareholders may submit written questions to the Company as from the convening of the Shareholders' Meeting in accordance with Articles L.225-108 and R.225-84 of the French Commercial Code. These questions should be addressed to the Chairman of the Board of Directors at the following address: CARBIOS, 11 rue Patrick Depaillier, 63000 Clermont-Ferrand, by registered letter with acknowledgment of receipt or by electronic communication to the following email address: AG@carbios.fr no later than the end of the second business day preceding the date of the Shareholders' Meeting, i.e. Monday, June 21, 2021 at 11:59 p.m., Paris time. They must be accompanied by a shareholding certificate.

Motivated requests to include items or draft resolutions on the agenda by shareholders meeting the legal and regulatory conditions in force, or by the Social and Economic Committee, must be sent to CARBIOS at the following address: 11 rue Patrick Depaillier, 63000 Clermont-Ferrand, by registered letter with acknowledgment of receipt or by email to the following email address: AG@carbios.fr within twenty (20) days after the date of this notice and must reach the Company no later than the twenty-fifth (25th) day preceding the date of the Shareholders' Meeting. These requests must be accompanied by a shareholding certificate justifying the possession or representation by the authors of the request of the fraction of the capital required by the provisions in force. The request shall be accompanied by the text of the draft resolutions, which may include a short explanation of the purpose. The request for inclusion of an item on the agenda is justified.

It is also recalled that the review by the Shareholders' Meeting of the items on the agenda and of the resolutions to be presented is subject to the transmission by the interested parties of a new certificate justifying the inclusion in their account of their securities in the same accounts in the second (2nd) business day preceding the Shareholders' Meeting at midnight, Paris time.

3 - Right of communication

The documents and information provided for in Article R.225-73 of the French Commercial Code may be consulted on the Company's website <https://carbios.fr/investisseurs/assemblee-generale/> as well as at the registered office of CARBIOS, Biopôle Clermont-Limagne, rue Emile Duclaux, 63360 Saint-Beauzire, as from the notice of the Shareholders' Meeting.

Shareholders are informed that a notice of meeting will be published in the B.A.L.O. at least fifteen (15) days before the date of the Shareholders' Meeting stating any changes made to the agenda following registration requests for draft resolutions presented by shareholders and/or the Social and Economic Committee.

Board of Directors