

## **CARBIOS**

Société anonyme (public limited company) with capital of €7,825,630.40  
Registered office: Biopôle Clermont-Limagne – rue Emile Duclaux – 63360 Saint-Beauzire, France  
RCS Clermont-Ferrand 531 530 228

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### **NOTICE OF MEETING**

#### **ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETINGS** **OF FEBRUARY 2, 2022**

The shareholders are invited to attend the Combined Shareholders' Meeting on **Wednesday, February 2, 2022 at 9:30 a.m.**, which will be held at the offices of Fieldfisher LLP located at 48 rue Cambon, 75001 Paris, to deliberate on the following agenda:

#### **AGENDA**

##### **ORDINARY SHAREHOLDERS' MEETING**

1. 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

##### **EXTRAORDINARY SHAREHOLDERS' MEETING**

2. 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 entitlement to debt securities, or the capitalization of profits, reserves or share premiums;
3. Authorization granted 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 by up to 15% in the event of the implementation of the delegation of authority referred to in the previous resolution, with maintenance of preferential subscription rights;
4. 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 entitlement to debt securities, with cancellation of preferential subscription rights without naming beneficiaries and by public offering;
5. 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 entitlement 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;
6. 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 entitlement to debt securities, with cancellation of shareholders' preferential subscription rights in favor of certain categories of beneficiary;
7. Authorization granted 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 by up to 15% in the event of the implementation of the delegations of authority referred to in the previous three resolutions, with cancellation of preferential subscription rights;

8. Delegation of authority to the Board of Directors to decide on the issuance of 296,928 share subscription warrants – the “BSAs” – granting rights to the subscription of 296,928 new ordinary Company shares to the European Investment Bank, with cancellation of preferential subscription rights;
9. Delegation of authority to the Board of Directors to decide to issue, on one or more occasions, a maximum number of 220,000 share subscription warrants – the “BSAs” – granting rights to the subscription of 220,000 new ordinary Company shares, within the limit of an overall ceiling of 220,000 BSAs and/or founder share subscription warrants (BSPCEs) to be issued under the 9<sup>th</sup> and 10<sup>th</sup> Resolutions, this issuance being reserved for the benefit of a category of specified persons;
10. Delegation of authority to the Board of Directors to decide to issue, on one or more occasions, a maximum number of 220,000 founder share subscription warrants – the “BSPCEs” – granting rights to the subscription of 220,000 new ordinary Company shares, within the limit of an overall ceiling of 220,000 BSAs and/or BSPCEs to be issued under the 9<sup>th</sup> and 10<sup>th</sup> Resolutions, this issuance being reserved for the benefit of a category of specified persons;
11. Delegation of powers 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;
12. Setting the overall ceiling for authorizations to issue shares and securities giving access to the share capital applicable and securities representing debt;
13. 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 statutory requirements. Consequently, shareholders are invited to regularly consult the section dedicated to the 2022 Annual Combined Shareholders’ Meeting 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**

**ORDINARY SHAREHOLDERS’ MEETING**

**FIRST 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, ruling 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 Articles L.22-10-62 et seq. of the French Commercial Code,

**Authorizes** the Board of Directors, with the option of sub-delegation, to purchase or arrange for the purchase, on one or more occasions, of Company shares not exceeding 10% of the Company's share capital (such percentage shall be applied at any time to capital adjusted for transactions affecting it subsequently).

**Resolves** that the purpose of the buyback by the Company of its own shares shall 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 statutory 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 cover 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 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), in accordance with the terms of the 27<sup>th</sup> Resolution adopted by the Shareholders' Meeting of June 23, 2021;
- 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 statutory and regulatory provisions in force.

**Sets** the terms of such purchase as follows:

The maximum amount of funds available for the share buyback program is six million euros (€6,000,000). 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 statutory 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 capitalization of reserves and/or stock split or reverse stock split, 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 par value of the share, a capital increase by capitalization of reserves, a stock split, reverse stock split, distribution of reserves or any other assets, share capital redemption or any other transaction affecting shareholders' equity, the power to adjust the aforementioned purchase and sale prices to take account of the impact of those transactions on the value of the share,

**Grants** full powers to the Board of Directors, subject to strict compliance with the laws and regulations in force, with the option of sub-delegation, for the purposes 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 statutory 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.

**Specifies** that the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, make use of this delegation as from the filing by a third party of a proposed public tender offer for Company shares until the end of the offer period,

**Resolves** that the authorization is valid for a maximum period of **eighteen (18) months** from the date of this decision, i.e. until August 1, 2023.

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 shall cancel and supersede the previous delegation of authority for the same purpose (*3<sup>rd</sup> Resolution of the Meeting of January 8, 2021*).

## EXTRAORDINARY SHAREHOLDERS' MEETING

### SECOND 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 entitlement to debt securities, or the capitalization 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 and, in particular, Articles L.225-129-2, L.22-10-50, L.228-92 and L.228-93 of the French Commercial Code,

**Delegates** to the Board of Directors its authority, with the option of sub-delegation to the Chief Executive Officer, to carry out one or more capital increases, on one or more occasions, in France or abroad, in such proportions and at such times as it deems appropriate, in euros or in any other monetary unit established by reference to several currencies:

- through the issuance, 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, 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, exercise of warrants or in any other manner;
- and/or by capitalization of all or part of the profits, reserves or premiums, the capitalization of which is permitted by law and by the Company's bylaws, and in the form of an allocation of free ordinary shares or an increase in the par value of existing shares or through a combination of these two processes;

it being specified that the issuance of preferred shares is strictly excluded from this delegation,

**Resolves** to set the following limits on the amounts of the issuances authorized in the event that the Board of Directors makes use of this delegation:

- the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation is set at three million nine hundred and six thousand euros (€3,906,000) or the equivalent amount in any other monetary unit established by reference to several currencies, it being specified that the total nominal amount of such capital increases shall be deducted from the overall ceiling provided for in the 12<sup>th</sup> 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 share capital that may be issued under this delegation may not exceed two hundred and twenty-three million euros (€223,000,000) or the equivalent amount 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 12<sup>th</sup> 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 that is the subject of this resolution, i.e. until April 1, 2024, on which date it shall be considered as void if the Board of Directors has not used 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 excess 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 issuance 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 share capital, unsubscribed securities, on the French market and/or abroad and/or on the international market,
- resolves 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 (30) days after the date of registration in their account of the whole number of shares allocated;

**Specifies** that the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, make use of this delegation as from the filing by a third party of a proposed public tender offer for Company shares until the end of the offer period,

**Resolves** that the Board of Directors shall have full powers to implement, or not implement, and to postpone, if necessary, such delegation of authority in accordance with the law and within the limits and under the 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 and the amount of any premium that may be requested upon issuance;
- determine the dates and terms of the capital increase, the nature and characteristics of the securities to be issued and, 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 redemption; 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 any entitlement to conversion, exchange or 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 statutory 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 capitalization of reserves, allocation of free shares, stock split or reverse stock split, distribution of reserves or any other assets, share capital redemption, 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 shall cancel and supersede the previous delegation of authority for the same purpose (*4<sup>th</sup> Resolution of the Meeting of January 8, 2021*).

### **THIRD RESOLUTION**

*(Authorization granted 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 by up to 15% in the event of the implementation of the delegation of authority referred to in the previous resolution, with maintenance of preferential subscription)*

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

having reviewed 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 sub-delegation, to *i*) increase the number of securities to be issued to cover possible over-allotments and to stabilize the share price in the context of an issue, with preferential subscription rights, of ordinary shares and/or any other securities giving immediate or future access, at any time or at a fixed date, to the share capital of the Company, 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, exercise of warrants or in any other way, pursuant to the 2<sup>nd</sup> Resolution, and *ii*) carry out the corresponding issuances at the price used for the initial issuance, up to a limit of 15% of the initial issuance, 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 shall be implemented within thirty (30) days of the closing of the subscription for the relevant initial issuance; if the Board of Directors has not made use of it within such 30-day period, it shall be considered as void with respect to the relevant issuance;

**Resolves** that the nominal amount of the corresponding issuances shall be deducted from the applicable overall ceiling referred to in the 12<sup>th</sup> Resolution;

**Notes** that, in the event of an issue with preferential subscription rights, the limit stated in Article L.225-134-I-1<sup>o</sup> of the French Commercial Code shall be increased in the same proportions;

**Resolves** that this authorization shall cancel and supersede the previous delegation of authority for the same purpose.

### **FOURTH 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 entitlement 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 reviewed 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 and L.228-91 et seq. of the French Commercial Code,

**Delegates** to the Board of Directors its authority, with the option to sub-delegate to the Chief Executive Officer, to issue, on one or more occasions, in France or abroad, in such proportions and at such times as it deems appropriate, on the French and/or international market, by offering to the public financial securities with cancellation of preferential subscription rights, without naming beneficiaries, in euros or in any other monetary unit established by reference to several currencies, of ordinary shares of the Company and/or of any other securities giving immediate or future access, at any time or at a fixed date, to the share capital of the Company, 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, exercise of warrants or in any other way, it being possible for the securities representing debts to be issued with or without guarantee, in such form, at such rates and under such conditions as the Board of Directors deems appropriate;

it being specified that the issuance of preferred shares is strictly excluded from this delegation,

**Resolves** to set the following limits on the amounts of the issuances authorized in the event that the Board of Directors makes use of this delegation:

- the maximum nominal amount of the capital increases that may be carried out immediately and/or in the future pursuant to this delegation is set at seven hundred and eighty thousand euros (€780,000), increased to one million five hundred and sixty thousand euros (€1,560,000) in the event of a priority right being granted to shareholders with respect to all or part of the issuances, or its equivalent in foreign currencies on the date of issuance, it being specified that the total nominal amount of such capital increases shall be deducted from the overall ceiling provided for in the 12<sup>th</sup> 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 the 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 forty-five million euros (€45,000,000) or its equivalent in foreign currencies on the date of issuance, 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 12<sup>th</sup> Resolution of this Shareholders' Meeting;

**Resolves** to cancel, without naming beneficiaries, shareholders' preferential subscription rights to shares, other securities and all debt securities that may be issued pursuant to this resolution, while allowing the Board of Directors the option of granting shareholders a priority right to subscribe to all or part of the issuances during such period and on such terms as it shall determine in accordance with the provisions of Article L.22-10-51 of the French Commercial Code, provided that such priority shall not give rise to the creation of negotiable rights but may be exercised both on a proportional basis to existing holdings and on the basis of excess shares,

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

**Resolves** that such delegation of authority is granted to the Board of Directors for a period of **twenty-six (26) months** from the date of this Meeting, i.e. until April 1, 2024, at which time it shall be considered as void if the Board of Directors has not made use of it,

**Resolves that:**

- for capital increases, the issue price of the new shares shall 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, less, where applicable, a maximum discount of 10%, 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 that the amount received by the Company for each share will be at least equal to the minimum price referred to above.

**Resolves** that the new shares issued with respect to the capital increases shall be fully fungible with existing ordinary shares and subject to all provisions of the bylaws and resolutions passed by the Shareholders' Meetings,

**Specifies** that the transactions referred to in this resolution expressly exclude the offers referred to in Article L.411-2-1° of the French Monetary and Financial Code,

**Specifies** that the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, make use of this delegation as from the filing by a third party of a proposed public tender offer for Company shares until the end of the offer period,

**Resolves** that the Board of Directors shall have full powers to implement, or not implement, this delegation and to postpone it, if necessary, in accordance with the law and within the limits and under the 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 issued and, 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 redemption; 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 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 shares (i.e. any underlying securities) will carry dividend rights, determine the terms of exercise of any entitlement to conversion, exchange or 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 statutory 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 capitalization of reserves, allocation of free shares, stock split or reverse stock split, distribution of reserves or any other assets, share capital redemption, 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 shall cancel and supersede the previous delegation of authority for the same purpose (*5<sup>th</sup> Resolution of the Meeting of January 8, 2021*).

#### **FIFTH 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 entitlement 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 reviewed 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 and L.228-91 et seq. of the French Commercial Code,

**Delegates** to the Board of Directors its authority, with the option to sub-delegate to the Chief Executive Officer, to issue, on one or more occasions, in France or abroad, in such proportions and at such times as it deems appropriate, by an offer referred to in Article L.411-2-1° of the French Monetary and Financial Code, with cancellation of preferential subscription rights, without naming beneficiaries, in euros or in any other monetary unit established by reference to several currencies, of ordinary shares of the Company and/or of any other securities giving immediate or future access, at any time or at a fixed date, to the share capital of the Company, 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, exercise of warrants or in any other way, it being possible for the securities representing debts to be issued with or without guarantee, in such form, at such rates and under such conditions as the Board of Directors deems appropriate,

it being specified that the issuance of preferred shares is strictly excluded from this delegation,

**Resolves** to set the following limits on the amounts of the issuances authorized in the event that the Board of Directors makes use of this delegation:

- the maximum nominal amount of the capital increases that may be carried out immediately and/or in the future pursuant to this delegation is set at seven hundred and eighty thousand euros (€780,000) or its equivalent in foreign currencies on the date of issuance, it being specified that the total nominal amount of such capital increases shall be (i) limited to 20% of the share capital per year (assessed on the date of implementation of the delegation), and (ii) deducted from the amount of the overall ceiling provided for in the 12<sup>th</sup> 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 the 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 forty-five million euros (€45,000,000) or its equivalent in foreign currencies on the date of issuance, 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 12<sup>th</sup> Resolution of this Shareholders' Meeting;

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

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

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

**Resolves** that such delegation of authority is granted to the Board of Directors for a period of **twenty-six (26) months** from the date of this Meeting, i.e. until April 1, 2024, at which time it shall be considered as void if the Board of Directors has not made use of it,

**Resolves that:**

- for capital increases, the issue price of the new shares shall 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 preceding its setting, less, where applicable, a maximum discount of 10%, 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 that the amount received by the Company for each share will be at least equal to the minimum price referred to above.

**Resolves** that the new shares issued with respect to the capital increases shall be fully fungible with existing ordinary shares and subject to all provisions of the bylaws and resolutions passed by the Shareholders' Meetings,

**Specifies** that the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, make use of this delegation as from the filing by a third party of a proposed public tender offer for Company shares until the end of the offer period,

**Resolves** that the Board of Directors shall have full powers to implement or not implement such delegation of authority in accordance with the law and to postpone it if necessary and within the limits and under the 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 issued and, 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 redemption; 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 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 shares (i.e. any underlying securities) will carry dividend rights, determine the terms of exercise of any entitlement to conversion, exchange or 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 statutory 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 capitalization of reserves, allocation of free shares, stock split or reverse stock split, distribution of reserves or any other assets, share capital redemption, 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 shall cancel and supersede the previous delegation of authority for the same purpose (*6<sup>th</sup> Resolution of the Meeting of January 8, 2021*).

#### **SIXTH 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 entitlement 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 reviewed 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 French Commercial Code,

**Delegates** to the Board of Directors its authority, with the option to sub-delegate to the Chief Executive Officer, to issue, on one or more occasions, in France or abroad, in such proportions, at such times and under such conditions as it deems appropriate, on the French and/or international market, with cancellation of shareholders' preferential subscription rights, in euros or in any other monetary unit established by reference to several currencies, new shares of the Company and/or any other securities giving immediate or future access, at any time or at a fixed date, to the share capital of the Company, 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, exercise of warrants or in any other way, it being possible for the securities representing debts to be issued with or without guarantee, in such form, at such rates and under such conditions as the Board of Directors deems appropriate;

it being specified that the issuance of preferred shares is strictly excluded from this delegation,

**Resolves**, in the event that the Board of Directors makes use of this delegation, to set the limits of the amounts of the authorized issuances as follows:

- the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation is set at seven hundred and eighty thousand euros (€780,000) or the equivalent amount in any other monetary unit established by reference to several currencies, it being specified that the total nominal amount of such capital increases shall be deducted from the overall ceiling provided for in the 12<sup>th</sup> 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 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 forty-five million euros (€45,000,000) or the equivalent amount 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 shall be deducted from the overall ceiling applicable to bonds or other debt securities set by the 12<sup>th</sup> Resolution of this Meeting.

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

**Resolves** that such delegation of authority is granted to the Board of Directors for a period of **eighteen (18) months** from the date of this Meeting, i.e. until August 1, 2023, at which time it shall be considered as void if the Board of Directors has not made use of it;

**Resolves** to cancel shareholders' preferential subscription rights to the 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 unit 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 fungible with existing 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, less, where applicable, a maximum discount of 10%, 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 that the amount received by the Company for each share will be at least equal to the minimum price referred to above.

**Resolves** that the new shares issued with respect to the capital increases shall be fully fungible with existing shares and subject to all provisions of the bylaws and resolutions passed by the Shareholders' Meetings,

**Specifies** that the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, make use of this delegation as from the filing by a third party of a proposed public tender offer for Company shares until the end of the offer period,

**Resolves** that the Board of Directors shall have full powers to implement, or not implement, this delegation and to postpone it, if necessary, in accordance with the law and within the limits and under the 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 issued and, 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 redemption; 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 or 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 statutory 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 capitalization of reserves, allocation of free shares, stock split or reverse stock split, distribution of reserves or any other assets, share capital redemption, 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 service 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 due completion 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 shall cancel and supersede the previous delegation of authority for the same purpose (*7<sup>th</sup> Resolution of the Meeting of January 8, 2021*).

## **SEVENTH RESOLUTION**

*(Authorization granted 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 by up to 15% in the event of the implementation of the delegations of authority referred to in the previous three resolutions, with cancellation of preferential subscription rights)*

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

having reviewed 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 sub-delegation, to *i)* increase the number of securities to be issued to cover possible over-allotments and to stabilize the share price in the context of an issue, without preferential subscription rights, of ordinary shares and/or any other securities giving immediate or future access, at any time or at a fixed date, to the share capital of the Company, 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, exercise of warrants or in any other way, pursuant to the 4<sup>th</sup>, 5<sup>th</sup> and 6<sup>th</sup> Resolutions, and *ii)* carry out the corresponding issuances at the price used for the initial issuance, up to a limit of 15% of the initial issuance, 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 shall be implemented within thirty (30) days of the closing of the subscription for the relevant initial issuance; if the Board of Directors has not made use of it within such 30-day period, it shall be considered as void with respect to the relevant issuance;

**Resolves** that the nominal amount of the corresponding issuances shall be deducted from the applicable overall ceiling referred to in the 12<sup>th</sup> Resolution;

**Notes** that, in the event of an issue with cancellation of preferential subscription rights, the limit stated in Article L.225-134-I-1° of the French Commercial Code shall be increased in the same proportions;

**Resolves** that this authorization shall cancel and supersede the previous delegation of authority for the same purpose.

## **EIGHTH RESOLUTION**

*(Delegation of authority to the Board of Directors to decide on the issuance of 296,928 share subscription warrants – the “BSAs” – granting rights to the subscription of 296,928 new ordinary Company shares to the European Investment Bank, with cancellation of preferential subscription rights)*

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 issuance of share subscription warrants (the “BSAs”), 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, with the option of sub-delegation in accordance with the law, its authority to decide, in such proportions and at such times as it deems appropriate, on a single occasion, on the issuance of 296,928 share subscription warrants (the “**BSAs**”), which may in the long term, subject to their exercise, result in an increase in the share capital of a nominal amount of €207,849.60,

**Resolves** to cancel the shareholders’ preferential subscription rights to the BSAs to be issued pursuant to this delegation in favor of the European Investment Bank, whose registered office is located at 100 boulevard Konrad Adenauer, L-2950, Luxembourg (the “**EIB**”), for all of the 296,928 BSAs to be issued,

**Resolves** that the BSAs shall have the following main characteristics:

- the BSAs shall be issued at a unit price of €0.01,
- one BSA shall give the right to subscribe for one ordinary Company share with a par value of €0.70,
- the exercise price of the BSAs shall be:
  - €40 for 50% of the BSAs to be issued; and
  - an amount equal to the volume-weighted average of the last three (3) trading days preceding the fifth day preceding the signing of the contract on the issuance of the BSAs, i.e. €38.8861, for 50% of the warrants to be issued, and
- the BSAs may be exercised during a period of eight (8) years as from their issuance,

**Resolves** therefore that the total nominal amount of the increases in share capital resulting from the exercise of the BSAs may not exceed €207,849.60, to which shall be added, if applicable, the additional amount of shares to be issued to preserve, in accordance with statutory or regulatory provisions and any applicable contractual provisions, the rights of holders of securities and other rights giving access to the share capital,

**Notes**, as necessary, that this delegation of authority automatically entails the express waiver by the shareholders, in favor of the holder(s) of the BSAs thus issued, of their preferential subscription right to the shares to which the exercised BSAs shall give entitlement,

**Resolves** that the Board of Directors shall have full powers, with the option of sub-delegation under the conditions provided for by law, to implement this delegation of authority under the conditions laid down by law and the bylaws, in particular in order to:

- decide on and carry out the issuance of the BSAs, on a single occasion, and determine the final terms and conditions of the BSAs, in accordance with the provisions of this resolution and within the limits set therein,
- set the opening and closing dates for the subscription of the BSAs thus issued,
- record the final issue of the BSAs,
- record the completion of any capital increase resulting from the exercise of the BSAs and make the corresponding amendments to the bylaws,
- in general, enter into any agreement, in particular to successfully complete the planned issue of the BSAs, and take all measures and carry out all formalities useful for the issuance of the BSAs,
- make any decision regarding the admission of the shares resulting from the exercise of the BSAs on any market on which the Company’s shares are admitted to trading,

**Resolves** that the Board of Directors shall report to the Ordinary Shareholders’ Meeting, under the conditions defined by the regulations in force and in a special report containing all information referred

to in Article R.225-115 of the French Commercial Code, on the final terms of the transaction established in accordance with the authorization granted to it.

**Resolves** that such delegation of authority is granted to the Board of Directors for a period of **eighteen (18) months** from the date of this Meeting, i.e. until August 1, 2023, at which time it shall be considered as void if the Board of Directors has not made use of it.

**NINTH RESOLUTION**

*(Delegation of authority to the Board of Directors to decide to issue, on one or more occasions, a maximum number of 220,000 share subscription warrants – the “BSAs” – granting rights to the subscription of 220,000 new ordinary Company shares, within the limit of an overall ceiling of 220,000 BSAs and/or founder share subscription warrants (BSPCEs) to be issued under the 9<sup>th</sup> and 10<sup>th</sup> Resolutions, this issuance being reserved for the benefit of a category of specified 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 issuance of share subscription warrants (the “**BSAs**”), 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 number of 220,000 BSAs granting the right to subscribe for a maximum number of 220,000 new ordinary Company shares, with this issue being reserved for a category of specified persons (directors - consultants - management team of the Company)

**Resolves** further that any BSPCEs issued under the delegation referred to in the 10<sup>th</sup> Resolution below shall be deducted from the aforementioned maximum of 220,000 BSAs 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 9<sup>th</sup> and 10<sup>th</sup> Resolutions may not exceed the overall ceiling of 220,000 warrants,

**Resolves** that the total number of BSPCEs and BSAs to be issued by the Board of Directors under the delegations granted by the 9<sup>th</sup> and 10<sup>th</sup> Resolutions may not exceed an amount such that the cumulative number of BSPCEs and BSAs issued and not exercised in favor of directors, consultants or the management team of the Company exceeds 10% of the share capital,

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

<b>Amount of the Board of Directors’ authorization</b>	The total number of BSAs that may be allocated under the authorization granted by the Meeting is 220,000, and may not give entitlement to subscribe for more than 220,000 new ordinary shares with a par value of €0.70 each (it being recalled that (i) any BSPCE issued under the delegation granted by the 10 <sup>th</sup> Resolution below will reduce the maximum amount of 220,000 BSAs 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 9 <sup>th</sup> and 10 <sup>th</sup> Resolutions may not exceed the overall ceiling of 220,000 warrants and (ii) all BSPCEs and BSAs issued by the Board of Directors under the delegations granted by the 9 <sup>th</sup> and 10 <sup>th</sup>
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	<p>Resolutions rendered void and/or not subscribed will increase the maximum amount of 220,000 warrants to be issued under this delegation).</p> <p>The total number of BSPCEs and BSAs to be issued by the Board of Directors under the delegations granted by the 9<sup>th</sup> and 10<sup>th</sup> Resolutions may not exceed an amount such that the cumulative number of BSPCEs and BSAs issued and not exercised in favor of directors, consultants or the management team of the Company exceeds 10% of the share capital.</p>
<b>Duration of the Board of Directors' authorization</b>	<p>This authorization is granted for a period of <b>18 months</b>, i.e. until <b>August 1, 2023</b>, and entails the express waiver by the shareholders, in favor of the beneficiaries of the BSAs, of their preferential subscription rights to the shares to be issued as and when the BSAs 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 issuance of the BSAs.</p>
<b>Beneficiaries</b>	<p>The BSAs 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).</p>
<b>Conditions for the exercise of BSAs granted to a salaried executive or corporate officer</b>	<p>In the event that the BSAs are granted to a salaried executive or corporate officer:</p> <ul style="list-style-type: none"> <li>- the exercise of the BSAs granted would be conditional on the achievement of performance targets assessed by the Compensation and Appointments Committee and linked to the achievement of a given level of production in line with the business plan, the signing of contracts, the achievement of economic indicators or the crossing of a certain share price threshold over a given period; and/or</li> <li>- the exercise of the BSAs granted could only take place at the end of a specified vesting period.</li> </ul>
<b>Type of shares upon exercise of BSAs</b>	<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 BSAs will be ordinary shares, immediately fungible with existing shares and subject to all provisions of the bylaws. They will be entitled to dividend rights from the final date of completion of the capital increase.</p>
<b>BSA subscription price</b>	<p>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</p>
<b>Share subscription price upon exercise of the BSA</b>	<p>The subscription price of the underlying ordinary shares will be set by the Board of Directors and will be at least equal to the</p>

	average volume-weighted price over the last twenty (20) trading days preceding the allocation of the said BSAs by the Board of Directors.
<b>Use of an appraiser</b>	<p>In the event that an independent appraiser decides on the valuation of the subscription price of a BSA, the valuation retained by said appraiser will be valid for any other allocation made within the period of 18 months after the issuance of his report.</p> <p>However, notwithstanding the provisions of the foregoing paragraph, the use of a new independent appraiser 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 initial valuation of the Company or if the terms and conditions of the BSAs are significantly changed at the time of the new allocation).</p>
<b>BSA exercise period</b>	The BSAs may no longer be exercised once a period of ten years has elapsed following their allocation.

**Resolves** consequently to adopt the principle of a capital increase of a maximum nominal amount of €154,000 corresponding to the issuance of 220,000 shares with a par value of €0.70 each, it being specified that this amount shall be deducted from the overall ceiling provided for in the 12<sup>th</sup> Resolution below,

**Resolves** to give full powers to the Board of Directors to implement this authorization, which includes, but is not limited to:

- setting the names of the beneficiaries under the general authorization provided for above from among the specific category of persons (directors - consultants - management team of the Company) and the allocation of the BSAs among them,
- setting the subscription price and exercise price of the BSAs,
- deciding the conditions under which the price and number of shares may be adjusted in the event of completion of one of the transactions 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, if it deems it appropriate, for 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 issuance of the BSAs 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 delivered 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, amending the bylaws and, in general, doing 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 following the exercise of BSAs, and recording the resulting capital increase,
- making the necessary amendments 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,
- at its sole discretion and if it deems it 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 share 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 shall report to the Ordinary Shareholders' Meeting, under the conditions defined by the regulations in force and in a special report containing all information referred to in Article R.225-115 of the French Commercial Code, on the final terms of the transaction established in accordance with the authorization granted to it.

**Resolves** that this authorization shall cancel and supersede the previous delegation of authority for the same purpose (*12<sup>th</sup> Resolution of the Meeting of June 18, 2020*).

#### **TENTH RESOLUTION**

*(Delegation of authority to the Board of Directors to decide to issue, on one or more occasions, a maximum number of 220,000 founder share subscription warrants – the “BSPCEs” – granting rights to the subscription of 220,000 new ordinary Company shares, within the limit of an overall ceiling of 220,000 BSAs and/or BSPCEs to be issued under the 9<sup>th</sup> and 10<sup>th</sup> Resolutions, this issuance being reserved for the benefit of a category of specified 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 issuance of founder share subscription warrants (the “BSPCEs”), with

cancellation of preferential subscription rights, in accordance with the provisions of Articles L.225-129-2, L.225-135, L.225-138 and 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 authority to decide, within a period of **eighteen (18) months** from the date of this Meeting, to issue, on one or more occasions, free of charge, a maximum number of 220,000 BSPCEs granting the right to subscribe for a maximum of 220,000 new ordinary Company shares, this issue being reserved for a category of persons (employees and managers of the Company subject to the tax regime for Company employees and members of the Board of Directors),

**Resolves** further that any BSAs issued under the delegation referred to in the 9<sup>th</sup> Resolution above shall be deducted from the aforementioned maximum of 220,000 BSPCEs 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 9<sup>th</sup> and 10<sup>th</sup> Resolutions may not exceed the overall ceiling of 220,000 warrants,

**Resolves** that the total number of BSPCEs and BSAs to be issued by the Board of Directors under the delegations granted by the 9<sup>th</sup> and 10<sup>th</sup> Resolutions may not exceed an amount such that the cumulative number of BSPCEs and BSAs issued and not exercised in favor of directors, consultants or the management team of the Company exceeds 10% of the share capital,

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

<p><b>Amount of the Board of Directors' authorization</b></p>	<p>The total number of BSPCEs that may be allocated under the authorization granted by the Meeting is 220,000, and may not give entitlement to subscribe for more than 220,000 new ordinary shares with a par value of €0.70 each (it being recalled that (i) any BSA issued under the delegation granted by the 9<sup>th</sup> Resolution below will reduce the maximum amount of 220,000 BSPCEs 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 9<sup>th</sup> and 10<sup>th</sup> Resolutions may not exceed the overall ceiling of 220,000 warrants and (ii) all BSPCEs and BSAs issued by the Board of Directors under the delegations granted by the 9<sup>th</sup> and 10<sup>th</sup> Resolutions rendered void and/or not subscribed will increase the maximum amount of 220,000 warrants to be issued under this delegation).</p> <p>The total number of BSPCEs and BSAs to be issued by the Board of Directors under the delegations granted by the 9<sup>th</sup> and 10<sup>th</sup> Resolutions may not exceed an amount such that the cumulative number of BSPCEs and BSAs issued and not exercised in favor of directors, consultants or the management team of the Company exceeds 10% of the share capital.</p>
<p><b>Duration of the Board of Directors' authorization</b></p>	<p>This authorization is granted for a period of <b>eighteen (18) months</b>, i.e. until August 1, 2023, and entails the express waiver by the shareholders, in favor of the beneficiaries of the BSPCEs, of their preferential subscription rights to the shares to 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 issuance of the BSPCEs.</p>

<b>Beneficiaries</b>	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 Company employees and members of the Board of Directors).
<b>Conditions for the exercise of BSPCEs granted to a salaried executive or corporate officer</b>	In the event that the BSPCEs are granted to a salaried executive or corporate officer: <ul style="list-style-type: none"> <li>- the exercise of the BSPCEs granted would be conditional on the achievement of performance targets assessed by the Compensation and Appointments Committee and linked to the achievement of a given level of production in line with the business plan, the signing of contracts, the achievement of economic indicators or the crossing of a certain share price threshold over a given period; and/or</li> <li>- the exercise of the BSPCEs granted could only take place at the end of a specified vesting period.</li> </ul>
<b>Type of shares upon exercise of BSPCEs</b>	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 BSPCEs will be ordinary shares, immediately fungible with existing shares and subject to all provisions of the bylaws. They will be entitled to dividend rights from the final date of completion of the capital increase.
<b>BSPCE subscription price</b>	BSPCEs will be issued free of charge.
<b>Share subscription price upon exercise of the BSPCEs</b>	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 ordinary shares shall be set by the Board of Directors, and shall be at least equal to the average volume-weighted price over the last twenty (20) trading days prior to the allocation of the aforementioned BSPCEs by the Board of Directors.
<b>BSPCE exercise period</b>	The BSPCEs may no longer be exercised once a period of ten years has elapsed following their allocation.

**Resolves** consequently to adopt the principle of a capital increase of a maximum nominal amount of €154,000 corresponding to the issuance of 220,000 shares with a par value of €0.70 each, it being specified that this amount shall be deducted from the overall ceiling provided for in the 12<sup>th</sup> Resolution below,

**Resolves** to give full powers to the Board of Directors to implement this authorization, which includes, but is not limited to:

- verifying, at each implementation of this authorization, that the Company complies with the statutory 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 Company employees 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 transactions 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, if it deems it appropriate, for 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, amending the terms and conditions and/or the BSPCE plan and ensuring that they are delivered to each of the beneficiaries of the BSPCEs, 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, amending the bylaws and, in general, doing 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 following the exercise of BSPCEs, and recording the resulting capital increase,
- making the necessary amendments 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,
- at its sole discretion and if it deems it 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 share 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 shall report to the Shareholders' Meeting, under the conditions defined by the regulations in force and in a special report containing all information referred to in Article R.225-115 of the French Commercial Code, on the final terms of the transaction established in accordance with the authorization granted to it.

**Resolves** that this authorization shall supersede the previous delegation of authority for the same purpose (*13<sup>th</sup> Resolution of the Meeting of June 18, 2020*).

#### **ELEVENTH 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 conduct a capital increase of a maximum nominal amount of five thousand euros (€5,000) by the issuance of new ordinary Company shares with a par value of €0.70 to be paid up in cash or by offsetting against certain, liquid and payable receivables against the Company, reserved for employees of the Company or of companies affiliated to it within the meaning of Article L.225-180 of the French Commercial Code who are members of the Company Savings Plan to be set up at the initiative of the Company and/or of any mutual funds 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 shall confer the same rights as existing shares of the same class, shall be set by the Board of Directors in accordance with the provisions of 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 shareholders' preferential subscription rights to the ordinary shares to be issued under this resolution reserved for the Company's shareholders pursuant to Article L.225-132 of the French Commercial Code and to reserve the subscription for employees who work for the Company on the date of subscription and participate in the Company Savings Plan,

**Resolves** that each capital increase shall be carried out only for the amount of shares actually subscribed by the employees individually or through a company mutual fund or any other structure or entity permitted by the applicable statutory 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 sub-delegation under the conditions set forth in Article L.22-10-49 of the French Commercial Code, to implement this decision in accordance with the law and within the limits and under the conditions specified above, in order 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 issuance of shares reserved for employees of the Company or of companies affiliated to it within the meaning of Article L.225-180 of the French Commercial

Code and who 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 in accordance with statutory conditions, including the conditions of seniority, and draw up the list of beneficiaries, as well as the number of shares likely to be allocated to each employee, 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 statutory 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 statutory requirements and the bylaws 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 paying up 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, close the credit balance of current accounts opened in the Company's books in the name of subscribers paying up the shares subscribed via offsetting;
- set, within the statutory 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 statutory 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 at the amount of shares actually subscribed individually or through the Company's existing company mutual fund or any other structure or entity permitted by applicable statutory or regulatory provisions, and, where applicable, charge any costs to the amount of premiums paid at the time of the issuance 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 completion of the increase or successive increases in the share capital.

**Resolves** to set the period of validity of this delegation at **twenty-six (26) months** from the date of this decision, i.e. until April 1, 2024 from the date of this Meeting, at which time it will be considered as void if the Board of Directors has not used it.

**Resolves** that this authorization shall supersede the previous delegation of authority for the same purpose (*25<sup>th</sup> Resolution of the Meeting of June 23, 2021*).

## **TWELFTH 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 2<sup>nd</sup> to 7<sup>th</sup>, 9<sup>th</sup> and 10<sup>th</sup> Resolutions above:

**Resolves** to set at three million nine hundred and six thousand euros (€3,906,000) the maximum nominal amount of the immediate and/or future share capital increases that may be carried out by virtue of the delegations of authority granted by the aforementioned resolutions, it being specified that, if necessary, the nominal amount of the shares to be issued in addition to preserve the rights of the holders of securities giving access to the Company's share capital in accordance with the law shall be added to such nominal amount.

**Resolves** further to set at two hundred and twenty-three million euros (€223,000,000) the maximum nominal amount of the securities representing claims on the Company that may be issued pursuant to the delegations of authority granted by the aforementioned resolutions.

## **THIRTEENTH RESOLUTION**

*(Powers to carry out formalities)*

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

**Gives** full powers to the bearer of copies or extracts of these minutes of this Meeting to carry out all publication and filing formalities required by the laws in force.

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## **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 entity 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 who can prove the following may attend the Shareholders' Meeting:

- in the case of registered shares: registration of said shares in the Company's registered securities accounts on Monday, January 31, 2022 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 statutory and regulatory conditions) in the bearer share accounts held by their authorized intermediary on Monday, January 31, 2022 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 can prove they have this capacity on Monday, January 31, 2022 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, January 31, 2022, 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 is carried out after midnight (Paris time) on Monday, January 31, 2022, regardless of the means used, it will not be notified by the authorized intermediary or taken into consideration by the Company.

### ***Method of participation in the Meeting***

Shareholders not attending this Meeting in person may choose to vote by mail or proxy with or without indication of proxy.

### **Voting by mail or by proxy by post or electronically**

Any shareholder (registered or bearer) wishing to vote by mail or by proxy may request a voting form by mail or by proxy, by sending a letter to CARBIOS – To the attention of Mr. Quentin RUELLE, at the following address: 11 rue Patrick Depailler, 63000 Clermont-Ferrand, France, or by e-mail at the following address: [AG@carbios.com](mailto:AG@carbios.com) no more than six days before the Shareholders' Meeting. Postal and proxy voting forms may also be downloaded from the Company's website: <https://www.carbios.com/assemblees-generales/>.

Shareholders must return their postal or proxy voting forms so that the Company receives them no later than three days before the date of the Shareholders' Meeting, i.e. no later than midnight (Paris time) on Sunday, January 30, 2022:

- if their shares are in registered form: send the form directly to CARBIOS – To the attention of Mr. Quentin RUELLE, at the following address: 11 rue Patrick Depailler, 63000 Clermont-Ferrand, France, or by e-mail at the following address: [AG@carbiosa.com](mailto:AG@carbiosa.com);
- if their shares are registered in a bearer account: return the form to the institution that manages the account, which will send it together with a shareholding certificate to CARBIOS – To the attention of Mr. Quentin RUELLE, at the following address: 11 rue Patrick Depailler, 63000 Clermont-Ferrand, France, or by e-mail at the following address: [AG@carbiosa.com](mailto:AG@carbiosa.com).

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 grant 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 in registered form: by sending an e-mail to the following address: [AG@carbiosa.com](mailto:AG@carbiosa.com). 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 full name and address of the appointed or revoked proxy;
- if their securities are registered in a bearer account: by asking the financial intermediary that manages their securities account to send written confirmation of the appointment or revocation of a proxy to the following address: CARBIOS – To the attention of Mr. Quentin RUELLE – 11 rue Patrick Depailler, 63000 Clermont-Ferrand, France, or by e-mail at the following address: [AG@carbiosa.com](mailto:AG@carbiosa.com).

Pursuant to the provisions of Article 6 of Decree no. 2020-418 of April 10, 2020 adapting the meeting and deliberation rules applicable to general 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, January 29, 2022.

To that end, 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 agent must send its instructions for the exercise of its authorizations to the Company by e-mail to the following address: [AG@carbiosa.com](mailto:AG@carbiosa.com) in the form of a postal voting form (referred to 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, January 29, 2022.

### ***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. Such questions should be addressed to the Chairman of the Board of Directors at the following address: CARBIOS, 11 rue Patrick Depailler, 63000 Clermont-Ferrand, France, by registered letter with acknowledgment of receipt or by electronic telecommunication to the following e-mail address: [AG@carbiosa.fr](mailto:AG@carbiosa.fr) by the end of the second business day preceding the date of the Shareholders' Meeting, i.e. Monday, January 31, 2022 at 11:59 p.m., Paris time. They must be accompanied by a shareholding certificate.

Substantiated requests for the inclusion of items or draft resolutions on the agenda by shareholders who fulfill the statutory and regulatory conditions in force, or by the Social and Economic Committee, must be sent to CARBIOS at the following address: 11 rue Patrick Depailler, 63000 Clermont-Ferrand,

France, by registered letter with acknowledgment of receipt or by electronic telecommunication to the following e-mail address: [AG@carbiosa.fr](mailto:AG@carbiosa.fr) within twenty (20) days after the date of this notice and must be received by the Company no later than the twenty-fifth (25<sup>th</sup>) 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. Requests for the inclusion of an item on the agenda must be substantiated.

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 forwarding by the interested parties of a new certificate proving the registration of their securities in the same accounts at midnight (Paris time) on the second (2<sup>nd</sup>) business day preceding the Shareholders' Meeting.

### ***3 - Right of communication***

The documents and information referred to in Article R.225-73 of the French Commercial Code may be consulted on the Company's website <https://www.carbios.com/assemblees-generales/> and at the registered office of CARBIOS, Biopôle Clermont-Limagne, rue Emile Duclaux, 63360 Saint-Beauzire, France, on or after the date of notice of the Shareholders' Meeting.

Shareholders are informed that a notice of meeting will be published in the B.A.L.O. gazette 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*