

CARBIOS

Société anonyme (public limited company) with capital of €7,829,130.40
Registered office: Biopôle Clermont-Limagne – rue Emile Duclaux – 63360 Saint-Beauzire, France
RCS Clermont-Ferrand 531 530 228
(the "Company")

NOTICE OF MEETING

ANNUAL ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETINGS OF JUNE 22, 2022

Ladies and Gentlemen, the shareholders are informed of the holding of an Ordinary and Extraordinary Shareholders' Meeting on **Wednesday June 22, 2022 at 9:30 am (Paris time)**, at Hall32, 32 rue du Clos Four, 63100 Clermont-Ferrand (the "Shareholders' Meeting").

WARNING: COVID-19

Due to the exceptional situation of the coronavirus pandemic, the organizational arrangements for the Shareholders' Meeting may change depending on health and/or legal requirements. Consequently, shareholders are invited to regularly consult the section dedicated to the 2022 Ordinary and Extraordinary Shareholders' Meeting on the Company's website:

<https://www.carbios.com/fr/assemblees-generales/>.

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.

AGENDA

WITHIN THE REMIT OF THE ORDINARY SHAREHOLDERS' MEETING

1. Approval of the parent company financial statements for the fiscal year ended December 31, 2021 and discharge to the Directors;
2. Approval of the consolidated financial statements for the fiscal year ended December 31, 2021;
3. Approval of the expenses and charges referred to in item 4 of Article 39 of the French General Tax Code;
4. Appropriation of net income for the fiscal year;
5. Approval of the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code;
6. Ratification of the appointment of Philippe POULETTY as a Director;
7. Ratification of the appointment of Emmanuel LADENT as a Director;
8. Decision to be taken on the appointment of Copernicus Wealth Management as non-voting director of the Company;
9. Determination of the total annual compensation allocated to the members of the Board of Directors;

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

WITHIN THE REMIT OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

11. Delegation of authority to be granted to the Board of Directors to decide on either the issuance, with preferential subscription rights, of shares and/or securities giving access immediately or in the future to the share capital or giving rights to debt securities, or the incorporation into the share capital of profits, reserves or premiums - the implementation of this resolution shall reduce, accordingly, the Company's ability to implement other resolutions submitted to a vote at this Meeting;
12. Authorization to the Board of Directors, for the purposes of increasing the number of securities issued in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code, up to a maximum of 15%, in the event of the implementation of the delegations of authority referred to in the previous resolution, with maintenance of preferential subscription rights;
13. Delegation of authority to be granted to the Board of Directors to decide on the issue of shares and/or securities giving access, immediately or in the future, to the share capital or giving rights to debt securities, with cancellation of preferential subscription rights without naming beneficiaries and by public offering, it being specified that (i) the implementation of this resolution shall reduce, accordingly, the Company's ability to implement other resolutions submitted to the vote at this Meeting and (ii) the implementation of this resolution, representing 10% of the share capital on the date of this Meeting, would prevent the implementation of the 14th and 15th resolutions;
14. Delegation of authority to be granted to the Board of Directors to decide on the issue of shares and/or securities giving access, immediately or in the future, to the share capital or giving rights to debt securities, by way of an offer referred to in Article L. 411-2 1° of the French Monetary and Financial Code and within the limit of 10% of the share capital, with cancellation of preferential subscription rights without naming beneficiaries, it being specified that (i) the implementation of this resolution shall reduce, accordingly, the Company's ability to implement other resolutions submitted to the vote at this Meeting and (ii) the implementation of this resolution representing 10% of the share capital on the date of this Meeting would prevent the implementation of the 13th resolution without right of priority as well as the 15th resolution;
15. Delegation of authority to be granted to the Board of Directors to decide on the issue of shares and/or securities giving access, immediately or in the future, to the share capital or giving rights to debt securities, with cancellation of shareholders' preferential subscription rights for the benefit of categories of beneficiaries, it being specified that (i) the implementation of this resolution shall reduce, accordingly, the Company's ability to implement other resolutions submitted to the vote at this Meeting and (ii) the implementation of this resolution, representing 10% of the share capital on the date of this Meeting would prohibit the implementation of the 13th resolution without right of priority as well as the 14th resolution;
16. Authorization to the Board of Directors, for the purposes of increasing the number of securities issued in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code, up to a maximum of 15%, in the event of the implementation of the delegations of authority referred to in the previous three resolutions, with cancellation of preferential subscription rights;
17. 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, this issuance being reserved for the benefit of the members of the Company's Executive Committee;

18. Delegation of authority to the Board of Directors to decide to issue, on one or more occasions, a maximum number of 55,000 share subscription warrants – the “BSAs” – granting rights to the subscription of 55,000 new ordinary Company shares, this issuance being reserved for the benefit of a specific category of persons;
19. Delegation of powers to be granted to the Board of Directors for the purpose of deciding on a capital increase in cash reserved for employees who are members of a company savings plan in accordance with the provisions of Articles L. 225-129-6 of the French Commercial Code and L. 3332-18 et seq. of the French Labor Code, with cancellation of preferential subscription rights reserved for the benefit of Company employees;
20. Authorization to the Board of Directors to reduce the Company's share capital by means of canceling shares;
21. Powers for formalities.

TEXT OF THE DRAFT RESOLUTIONS SUBMITTED TO THE SHAREHOLDERS' MEETING

WITHIN THE REMIT OF THE ORDINARY SHAREHOLDERS' MEETING

FIRST RESOLUTION

(Approval of the parent company financial statements for the fiscal year ended December 31, 2021 and discharge to the Directors)

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

- the management report prepared by the Board of Directors,
- the Statutory Auditor's report on the parent company financial statements for the fiscal year ended December 31, 2021,

Approves the annual financial statements, namely the statement of financial position, the income statement and the notes to the financial statements, ended December 31, 2021 as presented to it, as well as the transactions reflected in these financial statements and summarized in these reports.

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

SECOND RESOLUTION

(Approval of the consolidated financial statements for the fiscal year ended December 31, 2021)

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

- the management report prepared by the Board of Directors on the position and activity of the Carbios Group;
- the Statutory Auditor's report on the consolidated financial statements for the fiscal year ended December 31, 2021,

Approves the consolidated financial statements, namely the statement of financial position, the income statement and the notes to the financial statements, ended December 31, 2021 as presented to it, as well as the transactions reflected in these financial statements and summarized in these reports.

THIRD RESOLUTION

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

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

Notes the existence of expenses and charges not deductible from corporate tax referred to in 4 of Article 39 of the French General Tax Code;

Approves the amount of expenses and charges not deductible from corporate income tax referred to in 4 of Article 39 of the French General Tax Code, i.e. the sum of 63,660 euros.

FOURTH RESOLUTION

(Appropriation of net income for the fiscal year)

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

Approves the proposal of the Board of Directors and resolves to allocate the loss for the fiscal year amounting to (11,136,160) euros, in full to the "Retained earnings" item which will thus be increased after allocation, to a debit balance of (11,136,160) euros.

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

FIFTH RESOLUTION

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

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

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

SIXTH RESOLUTION

(Ratification of the appointment of Philippe POULETTY as a Director)

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

Ratifies the appointment as member of the Board of Directors, made on a provisional basis by the Board of Directors at its meeting of March 31, 2022, of Philippe POULETTY, born on April 26, 1958, of French nationality, whose address is located at 3 rue Maître Albert, 75005 Paris, replacing Truffle Capital, which resigned.

Accordingly, Philippe POULETTY will hold office for the remainder of his predecessor's term of office, i.e. until the end of the Company's Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31, 2024.

SEVENTH RESOLUTION

(Ratification of the appointment of Emmanuel LADENT as a Director)

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

Ratifies the appointment as member of the Board of Directors, made on a provisional basis by the Board of Directors at its meeting of May 5, 2022, of Emmanuel LADENT, born on January 19, 1969, of French nationality, whose address is located at 7 rue Bonnabaud, 63000 Clermont-Ferrand, replacing Ian HUDSON, who resigned.

Consequently, Emmanuel LADENT will hold office for the remainder of his predecessor's term of office, i.e. until the end of the Company's Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31, 2024.

EIGHTH RESOLUTION

(Decision to be taken on the appointment of Copernicus Wealth Management as non-voting director of the Company)

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

Having taken note of the fact that:

- Copernicus Wealth Management is a private and public investment fund manager, based in Switzerland and recognized by the local supervisory body FINMA, by the CSSF in Luxembourg and by the CBI in Ireland, and which, through the investment vehicles it manages, favors investments in innovative companies with high growth potential, that can improve social well-being and address important issues such as the environment;
- to the best of the Company's knowledge, Copernicus Wealth Management is the Company's second largest shareholder and, as of the date of this Shareholders' Meeting, holds 5.89% of the Company's share capital and 5.88% of the Company's voting rights;
- Mr Alen VUKIC, *Chief Financial Officer* of Copernicus Wealth Management, is co-founder of the Copernicus group. He is also Chairman of Thalia Capital Advisors SA and Finpartners Financial Services SA and spent 11 years at BSI Group (now EFG), including four years at the group's wealth management company, Patrimony 1873 SA, which he helped create. Since the start of his career in 2001 as a financial analyst, he has held the positions of co-manager of the BSI Multinvest Asia ex-Japan fund, Risk Manager Asset Management of BSI, member of the "*Fondazione di Previdenza BSI SA*" and "*Fondo Complementare di Previdenza BSI SA*" (two foundations of the BSI group). He is a member of the Board of Directors of several dedicated private funds managed by Copernicus in Ireland and Luxembourg, and of Centrica SICAV, Copernicus's undertaking for collective investment in SICAV securities, as well as, since 2021, of the Alliance of Swiss Wealth Managers;

Resolves to appoint as non-voting director of the Company:

- Copernicus Wealth Management, a limited company under Swiss law whose registered office is located at Via al Forte 1, 6900 Lugano, Switzerland, represented by Alen VUKIC, born on May 1, 1975 in Mendrisio (Switzerland), a Swiss national, residing at Via Rubianèla 3, 6863 Besazio, Switzerland, as permanent representative,

for a period of four years expiring at the end of the Ordinary Shareholders' Meeting to be held in 2023 and which will be called to approve the financial statements for the fiscal year ended on December 31, 2022.

NINTH RESOLUTION

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

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

Having noted that the increase in the annual fixed sum that the Company may allocate to directors as compensation for their activities is motivated by the Company's wish to welcome new independent directors of international renown,

Resolves to set, as from the current fiscal year, the amount of the annual fixed sum provided for by Article L. 225-45 of the French Commercial Code that the Company may allocate to the directors as compensation for their activities, at two hundred and fifty thousand (250,000) euros per fiscal year, it being specified that the directors' compensation is proportional to their actual attendance at meetings of the Board of Directors.

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

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

TENTH 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 Ordinary Shareholders' Meetings,

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

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

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

- the implementation of stock option plans, free share plans and employee shareholding plans reserved for members of a company savings plan, in accordance with legal provisions in force, or the allocation of shares to employees and/or executive corporate officers of the Company and related companies;
- the delivery of shares upon the exercise of rights attached to securities giving access to the Company's share capital;
- their use in any transaction to hedge the Company's commitments in respect of financial instruments relating, in particular, to changes in the Company's share price;

- the holding of shares and their subsequent delivery in payment or exchange in the context of potential external growth, merger, spin-off or contribution transactions;
- the total or partial cancellation of the shares by way of a reduction in the share capital (in particular with a view to optimizing cash management, return on equity or earnings per share), in accordance with the terms of the 20th Resolution adopted by this Meeting;
- market making as part of a liquidity contract entered into with an investment service provider, in accordance with the Code of Ethics recognized by the Autorité des Marchés Financiers;
- the implementation of any market practice authorized by the AMF and, more generally, the completion of all transactions in accordance with the legal and regulatory provisions in force.

Sets the terms and conditions for this purchase as follows:

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

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

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

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

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

- assessing the advisability of launching a buyback program;
- determining the terms and conditions of the buyback program, including the price of the shares purchased;
- carrying out the acquisition, sale or transfer of these shares by any means, or placing any orders on the stock market;
- allocating or reallocating the shares acquired to the various objectives pursued under the applicable legal and regulatory conditions;

- entering into any agreement with a view, in particular, to keeping share purchase and sale registers, making all declarations to the Autorité des Marchés Financiers and any other body, and completing all formalities;
- preparing and publishing the disclosure release relating to the implementation of the buyback program; and
- in general, doing all that is necessary to carry out and implement this decision.

Stipulates 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 takeover bid for the Company's shares, until the end of the offer period,

Resolves that the authorization is valid for a maximum of **eighteen (18) months** from the date of this decision, i.e. until **December 21, 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 will supersede the previous delegation with the same *purpose* (*1st Resolution of the Meeting of February 2, 2022*).

WITHIN THE REMIT OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

ELEVENTH RESOLUTION

(Delegation of authority to be granted to the Board of Directors to decide on either the issuance, with preferential subscription rights of shares and/or securities giving access immediately or in the future to the share capital or giving rights to debt securities, or. the incorporation into the share capital of profits, reserves or premiums - the implementation of this resolution shall reduce, accordingly, the Company's ability to implement other resolutions submitted to the vote at this Meeting)

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

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

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

- through the issue, on the French and/or international market, with preferential subscription rights, of ordinary Company shares and/or any other securities giving access immediately or in the future, at any time or at a fixed date, to the share capital of the Company, or of companies which would directly or indirectly own more than half of its share capital or of companies in which it directly or indirectly owns more than half of the share capital, or giving entitlement to debt securities, by subscription either in cash or by offsetting receivables, conversion, redemption, presentation of a warrant or in any other manner;

- and/or by incorporation in the share capital of all or part of the profits, reserves or premiums, the capitalization of which will be legally and statutorily possible and in the form of an allocation of free ordinary shares or an increase in the par value of existing shares or through the combination of these two processes;

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

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

- the maximum nominal amount of the capital increases that may be carried out immediately or in the future under this delegation is set at three million nine hundred and six thousand (3,906,000) euros or the equivalent value in foreign currencies on the date of issue or in any other monetary unit established by reference to several currencies, it being specified that the total nominal amount of capital increases carried out or authorized by the Board of Directors on the basis of the 11th to 16th Resolutions of this Shareholders' Meeting will reduce, by the same amount, the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation. 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 (223,000,000) euros or its equivalent in foreign currencies on the date of issue or in any other monetary unit established by reference to several currencies, it being specified that the total nominal amount of bonds or other debt securities issued or authorized by the Board of Directors on the basis of the 11th to 16th Resolutions of this Shareholders' Meeting will reduce, by the same amount, the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation,

Sets at twenty-six (26) months, from the date of this Shareholders' Meeting, the period of validity of the delegation of authority covered by this resolution, i.e. until **August 21, 2024**, date on which it will be considered void if the Board of Directors has not made use of it.

If the Board of Directors uses this delegation:

- resolves that the issue(s) will be reserved by preference for shareholders who may subscribe on an irreducible basis in proportion to the number of shares then held by them under the conditions provided for in Article L. 225-132 of the French Commercial Code;
- notes that the Board of Directors will have the option to grant access subscription rights;
- notes and resolves, as necessary, that, in the case of issues of shares or securities as defined above, if subscriptions proportional to existing holdings and, where applicable, to excess shares have not absorbed the entire issue, the Board of Directors may use, under the conditions provided for by law and in the order it determines, one or more of the following options:
 - limit the issue to the amount of subscriptions, provided that this amounts to at least three-quarters of the issue decided,
 - freely distribute all or part of the shares or, in the case of securities, the aforementioned securities, the issue of which has been decided but which have not been subscribed on a proportional basis to existing holdings and, where applicable, on the basis of excess shares,

- offer to the public, by a public offering of financial securities, all or part of the shares or, in the case of securities giving access to the capital, unsubscribed securities, on the French market and/or abroad and/or on the international market,
- resolve that the Board of Directors may, on its own initiative and in all cases, limit the issue decided upon to the amount reached when the unsubscribed shares and/or other securities represent less than 3% of said issue;
- notes and resolves, as necessary, that, in the event of use of this delegation of authority, the decision to issue securities giving access, immediately or in the future, to the share capital shall automatically carry, in favor of the holders, waiver by shareholders to their preferential subscription rights to the shares to which these securities give entitlement, in accordance with the provisions of Article L. 225-132 of the French Commercial Code;
- resolves, in accordance with the provisions of Article L. 22-10-50 of the French Commercial Code, that the fractional rights shall not be negotiable or transferable and that the corresponding securities shall be sold; the sums resulting from the sale will be allocated to the holders of the rights no later than thirty (30) days after the date of registration in their account of the whole number of shares allocated;

Stipulates 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 takeover bid for the Company's shares, until the end of the offer period,

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

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

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

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

Resolves that this authorization will supersede the previous delegation with the same purpose (2nd Resolution of the Meeting of February 2, 2022).

TWELFTH RESOLUTION

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

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

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

Authorizes the Board of Directors, with the option of subdelegation, to *i)* increase the number of securities to be issued for the purpose of hedging any over-allocations and stabilizing prices in the context of an issue, with preferential subscription rights, of ordinary shares and/or any other securities giving access immediately or in the future, at any time or at a fixed date, to the share capital of the Company, or of companies which would directly or indirectly own more than half of its share capital or of companies in which it directly or indirectly owns more than half of the share capital, or giving entitlement to debt securities, by subscription either in cash or by offsetting receivables, conversion, exchange, redemption, presentation of a warrant or in any other manner, pursuant to the 11th Resolution and *ii)* to carry out the corresponding issues at the same price as that used for the initial issue and up to

a limit of 15% of the latter, in accordance with the provisions of Article R. 225-118 of the French Commercial Code or any other applicable provision;

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

Resolves that the nominal amount of the corresponding issues will be deducted from the amount of the applicable overall ceiling provided for in the 11th Resolution;

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

Resolves that this authorization will supersede the previous delegation with the same purpose.

THIRTEENTH RESOLUTION

(Delegation of authority to be granted to the Board of Directors to decide on the issue of shares and/or securities giving access, immediately or in the future, to the share capital or giving rights to debt securities, with cancellation of preferential subscription rights without naming beneficiaries and by public offering, it being specified that (i) the implementation of this resolution shall reduce, accordingly, the Company's ability to implement other resolutions submitted to the vote at this Meeting and (ii) the implementation of this resolution, representing 10% of the share capital on the date of this Meeting, would prevent the implementation of the 14th and 15th resolutions)

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

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

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

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

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

- the maximum nominal amount of capital increases that may be carried out immediately and/or in the future under this delegation is set at seven hundred and eighty thousand (780,000) euros, increased to one million five hundred and sixty thousand (1,560,000) euros in the event of the institution for the benefit of the shareholders, on all or part of the issues, of a priority right, or its equivalent value in foreign currencies on the date of the issue, it being specified that the total nominal amount of the capital increases carried out or authorized by the Board of Directors on

the basis of the 11th to 16th Resolutions of this Shareholders' Meeting will reduce, by the same amount, the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation. To this ceiling may be added, where applicable, the nominal amount of additional shares to be issued in order to preserve, in accordance with the law and applicable contractual provisions, the rights of holders of securities giving access to Company's shares;

- the nominal amount of bonds and other debt securities giving access to the share capital that may be issued under this delegation may not exceed an amount of forty-five million euros (45,000,000) or its equivalent in foreign currencies on the date of issue, it being specified that the total nominal amount of bonds or other debt securities issued or authorized by the Board of Directors on the basis of the 11th to 16th Resolutions of this Shareholders' Meeting will reduce, by the same amount, the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation;

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

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

Resolves that this delegation of authority is granted to the Board of Directors for a period of **twenty-six (26) months** from this Meeting, i.e. until **August 21, 2024**, date on which it will be considered void if the Board of Directors has not made use of it,

Resolves that:

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

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

Stipulates that the transactions referred to in this resolution formally exclude the offers referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code,

Stipulates 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 takeover bid for the Company's shares, until the end of the offer period,

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

- decide on the capital increase and determine the securities to be issued and, more generally, to decide on issues under this delegation;
- decide the amount of the capital increase;
- set the issue price as well as the amount of the premium that may be requested upon issue, within the limits set by this resolution;
- determine the dates and terms of the capital increase, the nature and characteristics of the securities to be created, and, in the case of bonds or other debt securities giving access to the Company's share capital, to decide on whether or not they are subordinated (and, where applicable, their rank of subordination in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (notably fixed or variable rate or zero or indexed coupon), their duration (fixed or indefinite), and the other terms of issue (including the granting of guarantees or collateral) and amortization; these securities could be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds as defined by the stock market authorities; modify, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities;
- determine the method of payment for shares or securities giving access to the share capital to be issued or securities to be issued;
- set, where applicable, the terms and conditions for exercising the rights attached to the shares or securities to be issued and, in particular, to set the date, even retroactive, from which the new shares (i.e. any underlying securities) will carry rights, determine the terms of exercise of the rights, if any, to conversion, exchange, redemption, including by delivery of Company assets such as shares or securities already issued by the Company, as well as all other conditions and procedures for carrying out the capital increase;
- provide for the option of suspending the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions for a maximum period of three (3) months;
- at its sole initiative, charge the costs of the capital increase to the amount of the related premiums and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each capital increase;
- set, and make any adjustments, in order to take into account the impact of transactions on the Company's share capital, in particular in the event of a change in the par value of the share, a capital increase through the incorporation of reserves, allocation of free shares, stock split or reverse stock split, distribution of reserves or any other assets, amortization of capital, or any other transaction affecting shareholders' equity, and set the terms and conditions under which, where applicable, the rights of holders of securities giving access to the share capital will be preserved;

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

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

Resolves that this authorization will supersede the previous delegation with the same *purpose* (4th Resolution of the Meeting of February 2, 2022).

FOURTEENTH RESOLUTION

(Delegation of authority to be granted to the Board of Directors to decide on the issue of shares and/or securities giving access, immediately or in the future, to the share capital or giving rights to debt securities, by way of an offer referred to in Article L. 411-2 1° of the French Monetary and Financial Code and up to a limit of 10% of the share capital, with cancellation of preferential subscription rights without naming beneficiaries, it being specified that (i) the implementation of this resolution shall reduce, accordingly, the Company's ability to implement other resolutions submitted to the vote at this Meeting and (ii) the implementation of this resolution representing 10% of the share capital on the date of this Meeting would prevent the implementation of the 13th resolution without right of priority as well as the 15th resolution)

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

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

Delegates to the Board of Directors its authority, with the option of sub delegating to the Chief Executive Officer, to proceed, on one or more occasions, in France or abroad, in the proportion and at the times that it deems to be appropriate with the issue, by an offer referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, with cancellation of preferential subscription rights without naming beneficiaries, in euros or in a foreign currency or in any other monetary unit established by reference to several currencies, of ordinary shares of the Company and/or any other transferable securities giving access immediately or in the future, at any time or at a fixed date, to the share capital of the Company, or of companies that would directly or indirectly more than half of its share capital or companies in which it directly or indirectly owns more than half of the share capital, or giving entitlement to debt securities, by subscription either in cash or by offsetting receivables, conversion, exchange, redemption, presentation of a warrant or in any other manner, the securities representing debt may be issued with or without guarantee, under the forms, rates and conditions that the Board of Directors deems appropriate,

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

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

- the maximum nominal amount of capital increases that may be carried out immediately and/or in the future under this delegation is set at seven hundred and eighty thousand (780,000) euros or the equivalent in foreign currencies on the day of the issue, it being specified that (i) the total nominal amount of these capital increases will be limited to 20% of the share capital per year (assessed on the date of implementation of the delegation) and (ii) the total nominal amount of capital increases carried out or authorized by the Board of Directors on the basis of the 11th to 16th Resolutions of this Shareholders' Meeting will be deducted, by the same amount, from the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation. To this ceiling may be added, where applicable, the nominal amount of additional shares to be issued in order to preserve, in accordance with the law and applicable contractual provisions, the rights of holders of securities giving access to Company's shares;
- the nominal amount of bonds and other debt securities giving access to the share capital that may be issued under this delegation may not exceed an amount of forty-five million (45,000,000) euros or its equivalent in foreign currency on the date of issue, it being specified that the total nominal amount of bonds or other debt securities issued or authorized by the Board of Directors on the basis of the 11th to 16th Resolutions of this Shareholders' Meeting will reduce, by the same amount, the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation;

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

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

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

Resolves that this delegation of authority is granted to the Board of Directors for a period of **twenty-six (26) months** from this Meeting, i.e. until **August 21, 2024**, date on which it will be considered void if the Board of Directors has not made use of it,

Resolves that:

- for capital increases, the issue price of the new shares will be set by the Board of Directors, in accordance with the provisions of Articles L. 22-10-52 and R. 225-114 of the French Commercial Code and must be at least equal to the volume-weighted average of the last five trading sessions preceding its setting, reduced, where applicable, by a maximum discount of 10%, after correcting this average in the event of a difference in the dividend 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 paid to the Company for each share attached to and/or underlying the securities issued, are at least equal to the minimum price provided for above;
- the conversion, redemption and transformation into shares of each security giving access to the share capital will give rise, taking into account the nominal value of said security, to a number

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

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

Stipulates 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 takeover bid for the Company's shares, until the end of the offer period,

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

- decide on the capital increase and determine the securities to be issued and, more generally, to decide on issues under this delegation;
- decide the amount of the capital increase;
- set the issue price as well as the amount of the premium that may be requested upon issue, within the limits set by this resolution;
- determine the dates and terms of the capital increase, the nature and characteristics of the securities to be created, and, in the case of bonds or other debt securities giving access to the Company's share capital, to decide on whether or not they are subordinated (and, where applicable, their rank of subordination in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (notably fixed or variable rate or zero or indexed coupon), their duration (fixed or indefinite), and the other terms of issue (including the granting of guarantees or collateral) and amortization; these securities could be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds as defined by the stock market authorities; modify, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities;
- decide, in the event that the subscriptions have not absorbed the entire issue, to limit the amount of the capital increase to the amount of subscriptions received, provided that this amounts to at least three-quarters of the total amount of the issue decided;
- determine the method of payment for shares or securities giving access to the share capital to be issued or securities to be issued;
- set, where applicable, the terms and conditions for exercising the rights attached to the shares or securities to be issued and, in particular, to set the date, even retroactive, from which the new shares (i.e. any underlying securities) will carry rights, determine the terms of exercise of the rights, if any, to conversion, exchange, redemption, including by delivery of Company assets such as shares or securities already issued by the Company, as well as all other conditions and procedures for carrying out the capital increase;
- provide for the option of suspending the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions for a maximum period of three (3) months;
- at its sole initiative, charge the costs of the capital increase to the amount of the related premiums and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each capital increase;

- set, and make any adjustments, in order to take into account the impact of transactions on the Company's share capital, in particular in the event of a change in the par value of the share, a capital increase through the incorporation of reserves, allocation of free shares, stock split or reverse stock split, distribution of reserves or any other assets, amortization of capital, or any other transaction affecting shareholders' equity, and set the terms and conditions under which, where applicable, the rights of holders of securities giving access to the share capital will be preserved;
- record the completion of each capital increase and make the corresponding amendments to the bylaws;
- in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities necessary for the issuance, listing and financial service of the securities issued under this delegation, as well as the exercise of the rights attached thereto;

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

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

FIFTEENTH RESOLUTION

(Delegation of authority to be granted to the Board of Directors to decide on the issue of shares and/or securities giving access, immediately or in the future, to the share capital or giving rights to debt securities, with cancellation of shareholders' preferential subscription rights in favor of categories of beneficiaries, it being specified that (i) the implementation of this resolution shall reduce, accordingly, the Company's ability to implement other resolutions submitted to the vote at this Meeting and (ii) the implementation of this resolution, representing 10% of the share capital on the date of this Meeting, would prevent the implementation of the 13th resolution without right of priority as well as the 14th resolution)

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

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

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

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

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

- the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation is set at seven hundred and eighty thousand (780,000) euros or its equivalent in foreign currencies on the date of issue or in any other monetary unit established by reference to several currencies, it being specified that the total nominal amount of capital increases carried out or authorized by the Board of Directors on the basis of the 11th to 16th Resolutions of this Shareholders' Meeting will reduce, by the same amount, the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation. 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 an amount of forty-five million (45,000,000) euros or its equivalent in foreign currencies on the date of issue or in any other established monetary unit, by reference to several currencies, it being specified that the total nominal amount of bonds or other debt securities issued or authorized by the Board of Directors on the basis of the 11th to 16th Resolutions of this Shareholders' Meeting will reduce, by the same amount, the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation.

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

Resolves that this delegation of authority is granted to the Board of Directors for a period of **eighteen (18) months** from this meeting, i.e. until **December 21, 2023**, date on which it will be considered void if the Board of Directors has not made use of it,

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

- investment companies and investment funds governed by French or foreign law that invest on a regular basis in so-called "small or mid-cap" growth companies (including, without limitation, any investment funds or venture capital companies, notably all FPCI, FCPR, FIP or holding companies) in the biotechnology, cleantech, medtech, greentech, new technologies and consumer goods sectors, participating in the issue for a unit investment amount greater than 100,000 euros (issue premium included); and
- industrial companies operating in the biotechnology, cleantech, medtech, greentech, new technologies and consumer goods sectors, taking a stake in the Company's share capital at the time of the signing of an agreement with the Company, for a unitary investment amount greater than 100,000 euros (issue premium included).

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

Resolves that:

- for capital increases, the issue price of the new shares (which will be assimilated to old shares, as specified in the paragraph below) will be set by the Board of Directors, in accordance with the provisions of Articles L. 225-138-II and R. 225-114 of the French Commercial Code and must be at least equal to the volume-weighted average of the last five trading sessions preceding its setting, reduced, where applicable, by a maximum discount of 10%, after correction of this average in the event of a difference in the dividend dates,
- for securities giving access to the share capital, the issue price will be set by the Board of Directors in such a way that the sums received immediately by the Company at the time of the issue of the securities in question, increased by any sums liable to be received subsequently by the Company for each share attached to and/or underlying the securities issued, are at least equal to the minimum price provided for above;
- the conversion, redemption and transformation into shares of each security giving access to the share capital will give rise, taking into account the nominal value of said security, to a number of shares such as the amount received by the Company, for each share will be at least equal to the minimum price referred to above.

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

Stipulates 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 takeover bid for the Company's shares, until the end of the offer period,

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

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

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

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

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

SIXTEENTH RESOLUTION

(Authorization to the Board of Directors, for the purposes of increasing the number of securities issued in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code, up to a maximum of 15%, in the event of the implementation of the delegations of authority referred to in the previous 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 read the Board of Directors' report and, in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code,

Authorizes the Board of Directors, with the option of subdelegation, to *i*) increase the number of securities to be issued for the purpose of hedging any over-allocations and stabilizing prices in the context of an issue, without preferential subscription rights, of ordinary shares and/or any other securities giving access immediately or in the future, at any time or at a fixed date, to the share capital of the Company, or of companies which would directly or indirectly own more than half of its share capital or of companies in which it directly or indirectly owns more than half of the share capital, or giving rights to debt securities, by subscription either in cash or by offsetting receivables, conversion, exchange, redemption, presentation of a warrant or in any other manner, pursuant to the 13th to 15th Resolutions and *ii*) to carry out the corresponding issues at the same price as that used for the initial issue and up to a limit of 15% of the latter, in accordance with the provisions of Article R. 225-118 of the French Commercial Code or any other applicable provision;

Resolves that this authorization, granted to the Board of Directors must be implemented within fifteen (15) days of the closing of the subscription of the initial issue concerned; if the Board of Directors has not used it within this period of 30 days, it will be considered void for the issue in question;

Resolves that the nominal amount of the corresponding issues will be deducted from the amount of the applicable ceilings provided for in the 13th to 15th Resolutions;

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

Resolves that this authorization will supersede the previous delegation with the same purpose.

SEVENTEENTH 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, this issuance being reserved for the benefit of members of the Company's Executive Committee)

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

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

Resolves, within the framework of Articles L. 225-129-2, L. 228-91 and L. 228-92 of the French Commercial Code, to delegate to the Board of Directors all powers to decide, within a period of **eighteen (18) months** from this Meeting, to issue, on one or more occasions, free of charge, a maximum number of 220,000 BSPCE, giving the right to subscribe for a maximum of 220,000 new ordinary Company shares, this issue being reserved for the benefit of a specific category of persons (members of the Company's Executive Committee),

Resolves that the total number of BSPCEs to be issued by the Board of Directors, under the delegation of authority of the 17th Resolution may not exceed an amount such that the cumulative number of BSPCEs and BSAs issued and not exercised in favor of directors, consultants or employees of the Company exceeds 10% of the share capital,

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

<p>Amount of the Board of Directors' authorization</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 the right to subscribe for more than 220,000 new ordinary shares with a par value of 0.70 euro each (recalling that any BSPCEs issued by the Board of Directors under the 17th Resolution that have been canceled and/or not subscribed, will increase the maximum amount of the 220,000 warrants to be issued subject to this delegation).</p> <p>The total number of BSPCEs to be issued by the Board of Directors under this delegation may not exceed an amount such as the cumulative number of BSPCEs and BSAs issued and not exercised in favor of directors, consultants or employees of the Company exceeds 10% of the share capital.</p>
<p>Duration of the Board of Directors' authorization</p>	<p>This authorization is granted for eighteen (18) months up to December 21, 2023 and includes, in favor of the beneficiaries of the BSPCEs, the express waiver by the shareholders of their preferential subscription rights to the shares that will be issued as and when the BSPCEs are exercised, in accordance with the provisions of Article L. 225-132 paragraph 6 of the French Commercial Code. It will be carried out under the terms and conditions provided for by the law and regulations in force on the date of issue of the BSPCEs.</p>
<p>Beneficiaries</p>	<p>The BSPCEs will be issued and awarded, on one or more occasions, by the Board of Directors from among the category of specified persons (members of the Company's Executive Committee)</p>
<p>Conditions for exercising the BSPCEs granted</p>	<p>No BSPCE may be exercised before the end of a period of three (3) years from their grant date.</p> <p>The exercise of 100% of the BSPCEs granted must be subject to the achievement of the following objectives:</p> <ol style="list-style-type: none"> 1) for 40% of the BSPCE awarded: the holding, by 2025, of four new international patent families strengthening the applicability of PET; 2) for 20% of the BSPCE awarded: the start-up, by 2025, of the reference plant and the achievement of a production rate in accordance with the specifications set by the Board of Directors; 3) for 20% of the BSPCE awarded: the signing, by the end of 2024, of licensing agreements for PET technology; 4) for 20% of the BSPCEs awarded: the fact that the Company's share price (unweighted daily closing price) is greater than or equal to, for six (6) consecutive months and from January 1, 2025, the average target consensus price based on analysts' notes available at the date of this Meeting.
<p>Type of shares upon exercise of BSPCEs</p>	<p>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.</p>

	The new shares issued following the exercise of the BSPCE will be ordinary shares, immediately assimilated to the old shares and subject to all statutory provisions. They will be entitled to dividend rights from the final date of completion of the capital increase.
BSPCE subscription price	BSPCEs will be issued free of charge.
Share subscription price upon exercise of the BSPCE	<p>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.</p> <p>If such a capital increase has not taken place within six months prior to the allocation of the BSPCEs, the subscription price of the underlying shares shall be set by the Board of Directors, and shall be at least equal to the average volume-weighted price of the last twenty (20) trading days prior to the allocation of the aforementioned BSPCEs by the Board of Directors.</p>
BSPCE exercise period	BSPCEs may no longer be exercised once a period of ten years has elapsed following their allocation.

Resolves consequently to approve the principle of a capital increase of a maximum nominal amount of 154,000 euros corresponding to the issue of 220,000 shares with a par value of 0.70 euro each,

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

- verifying, at each implementation of this authorization, that the Company complies with the legal and regulatory conditions and in particular the provisions of Article 163 bis G of the French General Tax Code necessary for the BSPCE issue and, if applicable,
- setting the names of the beneficiaries under the general authorization provided for above from among the category of specified persons (members of the Company's Executive Committee) and the distribution of the BSPCEs between them,
- setting the exercise price of the BSPCEs,
- deciding the conditions under which the price and number of shares may be adjusted in the event of completion of one of the operations referred to in Article L. 228-98 of the French Commercial Code,
- determining the conditions for exercising the BSPCEs, and in particular the deadline and dates of exercise of the BSPCEs, the terms of payment of the shares subscribed for in exercise of the BSPCEs, as well as their date of entitlement, even retroactively,
- providing, if it deems it appropriate, to temporarily suspend the exercise of BSPCEs in accordance with the provisions of Article L. 225-149-1 of the French Commercial Code,

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

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

EIGHTEENTH RESOLUTION

(Delegation of authority to be granted to the Board of Directors to decide to issue, on one or more occasions, a maximum number of 55,000 share subscription warrants - the "BSAs" - granting rights to the subscription of 55,000 new ordinary Company shares, this issuance being reserved for the benefit of the independent members of the Board of Directors)

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

- the Board of Directors' report to this Meeting,
- the Statutory Auditor's special report on the delegation of authority conferred on the Board of Directors to decide on the issue of share subscription warrants (the "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

55,000 BSAs, giving the right to subscribe for a maximum of 55,000 new ordinary Company shares, this issuance being reserved for the benefit of independent members of the Board of Directors,

Resolves that the total number of BSAs to be issued by the Board of Directors, under the delegation of authority of the 18th Resolution may not exceed an amount such that the cumulative number of BSPCEs and BSAs issued and not exercised in favor of directors, consultants or employees of the Company exceeds 10% of the share capital,

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

<p>Amount of the Board of Directors' authorization</p>	<p>The total number of BSAs that may be allocated under the authorization granted by the Meeting is 55,000, and may not give the right to subscribe for more than 55,000 new ordinary shares with a par value of 0.70 euro each (recalling that any BSA issued by the Board of Directors under the 18th Resolution that have been canceled and/or not subscribed, will increase the maximum amount of the 55,000 warrants to be issued subject to this delegation).</p> <p>The total number of BSAs to be issued by the Board of Directors under this delegation may not exceed an amount such as the cumulative number of BSPCEs and BSAs issued and not exercised in favor of directors, consultants or employees of the Company exceeds 10% of the share capital.</p>
<p>Duration of the Board of Directors' authorization</p>	<p>This authorization is granted for 18 months up to December 21, 2023 and includes, in favor of the beneficiaries of the BSAs, the express waiver by the shareholders 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 conditions and according to the terms and conditions stipulated by the law and regulations in force on the date of issue of the BSAs.</p>
<p>Beneficiaries</p>	<p>The BSAs will be issued and allocated, on one or more occasions, by the Board of Directors, among the category of determined persons (independent directors of the Company).</p> <p>The number of BSAs allocated to a beneficiary under this Resolution may not exceed fifteen thousand (15,000) BSA.</p>
<p>Type of shares upon exercise of BSAs</p>	<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 assimilated to the old shares and subject to all statutory provisions. They will be entitled to dividend rights from the final date of completion of the capital increase.</p>
<p>BSA subscription price</p>	<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>

Share subscription price upon exercise of the BSA	The subscription price of the underlying ordinary shares will be set by the Board of Directors, and will be at least equal to the average volume-weighted price of the last twenty (20) trading days preceding the allocation of the said BSAs by the Board of Directors.
Use of an expert	<p>In the event that an independent expert decides on the valuation of the subscription price of a BSA, the valuation retained by said expert will be valid for any other allocation made within the period of 18 months after the issuance of his report.</p> <p>However, as an exception to what is described in the previous paragraph, the use of a new independent expert for any new allocation of BSAs will be necessary in the event of a substantial change in the elements used as a basis for the valuation of the subscription price of the BSAs and/or the subscription price of the shares upon exercise of the BSAs by the first appraiser (in particular in the event of an event or transaction modifying the valuation of the Company initially selected, or if the terms and conditions of the BSAs are modified by at the time of the new allocation).</p>
BSA exercise period	The BSAs may no longer be exercised once a period of ten years has elapsed following their allocation.

Resolves consequently to approve the principle of a capital increase of a maximum nominal amount of 38,500 euros corresponding to the issue of 55,000 shares with a par value of 0.70 euro each,

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

- setting the names of the beneficiaries under the general authorization provided for above from among the specific category of persons (independent directors of the Company) and the allocation of the BSAs among them,
- setting the subscription price of the BSAs and their exercise price,
- deciding the conditions under which the price and number of shares may be adjusted in the event of completion of one of the operations referred to in Article L. 228-98 of the French Commercial Code,
- determining the conditions for exercising the BSAs, and in particular the deadline and dates of exercise of the BSAs, the terms of payment of the shares subscribed for in exercise of the BSAs, as well as their date of entitlement, even retroactively,
- providing, if it deems it appropriate, to temporarily suspend the exercise of the BSAs in accordance with the provisions of Article L. 225-149-1 of the French Commercial Code,
- providing for, if it deems it appropriate, the fate of the BSAs not exercised in the event of absorption of the Company by another company,

- taking all necessary disclosure measures and in particular drawing up, and if necessary, modifying the terms and conditions and/or the contract for the issue of the 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 remitted to each of the beneficiaries of the BSAs subject to the provisions falling within the remit of the Shareholders' Meeting and taking any necessary or appropriate decisions in connection with the management of the BSA plan,
- accomplishing or having accomplished all acts and formalities that may result from the implementation of this authorization, amend the bylaws and, in general, do all that is necessary,
- collecting, if applicable, requests to exercise BSAs and creating and issuing a number of new ordinary shares equal to the number of BSAs exercised,
- recording, if necessary at any time during the current fiscal year, and at the latest at the first meeting following the end of the fiscal year in question, the number and par value of the shares thus created and issued for the exercise of the BSAs, and recording the resulting capital increase,
- making the necessary modifications to the clauses of the bylaws on the amount of the Company's share capital and the number of shares comprising it, and carry out the formalities subsequent to the corresponding capital increases,
- on its sole decision, and if it considers if appropriate, charging the costs of the capital increases to the amount of the related premiums and deducting from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each capital increase,
- more generally, entering into all agreements and, in general, taking all measures to carry out all necessary formalities in the context of the issue of the BSAs.

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

NINETEENTH RESOLUTION

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

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

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

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

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

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

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

- carry out, after the implementation of the Company Savings Plan, within a maximum period of five (5) years from the date of this decision, the capital increase in one or more installments, at its sole discretion, through the issue of shares reserved for employees of the Company or related companies within the meaning of Article L. 225-180 of the French Commercial Code and which are members of the Company Savings Plan in favor of which the preferential subscription rights have been waived;
- determine the conditions for the allocation, if any, of the new shares thus issued to the aforementioned employees under the legal conditions, including the conditions of seniority, draw up the list of beneficiaries, as well as the number of shares likely to be allocated to each employee. between them, up to the limit of the capital increase;
- decide that subscriptions may be made directly or through a company mutual fund or any other structure or entity permitted by applicable legal or regulatory provisions;
- set up, set the terms and conditions for joining the Company Savings Plan, which may be necessary, and establishing or amending its regulations;
- set the date and terms of the issues that will be carried out under this delegation of authority in accordance with the legal and statutory requirements, and, in particular, set the subscription price in compliance with the conditions of Article L. 3332-20 of the French Labor Code, set the opening and closing dates for subscriptions, the vesting dates and the deadlines for the release of shares, collect employee subscriptions;
- collect the sums corresponding to the payment of subscriptions, whether made by payment of cash or by offsetting receivables, and if applicable, stop the credit balance of current accounts opened in the Company's books in the name of subscribers paying them up by offsetting the shares subscribed;
- set, within the legal limit of three (3) years from the date of the subscription provided for in Article L. 225-138-1 of the French Commercial Code, the period granted to subscribing employees for the payment of their subscription amount, it being specified that in accordance with the legal provisions, the subscribed shares may be paid up, at the request of the Company or the subscriber, in periodic installments, or by equal and regular deductions from the subscriber's salary;

- record the completion of capital increases up to the amount of shares that will be effectively subscribed individually or through the Company's existing company mutual fund or any other structure or entity permitted by applicable legal or regulatory provisions, and, where applicable, charge any costs to the amount of premiums paid at the time of the issue of the shares and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new share capital, after each increase;
- carry out, directly or through an agent, all legal transactions and formalities;
- make any amendments to the bylaws corresponding to increases in the share capital;
- take all measures, and generally do all that is useful and necessary for the definitive realization of the increase or successive increases of the share capital.

Resolves to set at **twenty-six (26) months** from the date of this decision, the period of validity of this delegation, i.e. until **August 21, 2024** from the date of this Meeting, date on which it will be considered void if the Board of Directors has not made use of it.

Resolves that this authorization will supersede the previous delegation with the same purpose (*11th Resolution of the Meeting of February 2, 2022*).

TWENTIETH RESOLUTION

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

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

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

Authorizes the Board of Directors, with the option of subdelegation, to cancel on one or more occasions at the times it sees fit, for a period of **eighteen (18) months** as from this Shareholders' Meeting, i.e. until **December 21, 2023**, the shares acquired by the Company pursuant to the authorization granted to the 10th Resolution or any resolution having the same purpose and the same legal basis, within the limit of 10% of the Company's share capital per period of twenty-four (24) months, and correspondingly reduce the share capital, it being recalled that this percentage applies to capital adjusted according to transactions affecting it subsequent to this Meeting,

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

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

- carrying out this or these operations to cancel shares and reduce the share capital;
- determining the final amount of the capital reduction;
- setting the terms and conditions;

- recording the completion;
- amending the Company's bylaws accordingly;
- carrying out all formalities and declarations to all organizations;
- and, in general, doing all that is necessary to implement this authorization.

TWENTY-FIRST RESOLUTION
(Powers to carry out formalities)

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

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

INFORMATION

1 - Participation in the Shareholders' 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. Each shareholder is admitted upon proof of identity.

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.

A shareholder who has already cast a vote remotely, sent a proxy or requested an admission card or a certificate of attendance may no longer choose another method of participation in the Shareholders' Meeting, unless otherwise provided in the bylaws.

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

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

- in the case of registered shares: registration of said shares in the Company's registered securities accounts on Monday, June 20, 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 the legal and regulatory conditions) in the bearer share accounts held by their authorized intermediary on Monday, June 20, 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 prove that they are in this capacity on Monday, June 20, 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, June 20, 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 were carried out after midnight (Paris time) on Monday, June 20, 2022, regardless of the means used, it would not be notified by the authorized intermediary or taken into consideration by the Company.

Method of participation in the Meeting

To attend the meeting in person, shareholders may request an admission card with a certificate of attendance attached.

A certificate must also be delivered by their financial intermediary to shareholders wishing to attend the meeting in person and who have not received their admission card on the second business day preceding the meeting by midnight, Paris time.

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

Voting by correspondence or by proxy by post or electronically

Any shareholder (registered or bearer) wishing to vote by correspondence or by proxy may request a postal or proxy voting form, by letter addressed to CARBIOS - To the attention of Claire RICHARD, at the following address: 11 rue Patrick Depailler, 63000 Clermont-Ferrand, or by email at the following address: AG@carbios.com at the latest six days before the Shareholders' Meeting. The postal voting or proxy form will also be available on the Company's website: <https://www.carbios.com/en/financial-agendas/annual-shareholders-meeting-in-clermont-ferrand/>.

Shareholders will return their postal or proxy voting forms so that the Company can receive them no later than three days before the date of the Shareholders' Meeting, i.e. no later than midnight on Sunday, June 19, 2022, Paris time:

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

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

Appointment/Revocation of proxies with indication of proxy

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

- if their shares are registered in an account in registered form: by sending an email to the following email address: AG@carbios.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 surname, first name and address of the appointed or revoked proxy;
- if their shares are registered in bearer form: by asking the financial intermediary who manages the securities account to send a written confirmation of this appointment or revocation of a proxy to the following address: CARBIOS - To the attention of Claire RICHARD - 11 rue Patrick Depailler, 63000 Clermont-Ferrand, or by email at the following address: AG@carbios.com.

Only notifications of appointment or revocation of proxies duly signed, completed and received no later than three days before the date of the Shareholders' Meeting or within the time limits provided for in Article R. 225-80 of the French Commercial Code may be taken into account.

A proxy is revoked under the same formal conditions as those used for its appointment.

In accordance with the law, all documents that must be communicated to this Shareholders' Meeting will be made available to shareholders, within the legal deadlines, at the registered office of CARBIOS, Biopôle Clermont-Limagne, rue Emile Duclaux, 63360 Saint-Beauzire and on its website: <https://www.carbios.com/fr/assemblees-generales/>.

There are no plans to vote or participate by electronic means of telecommunication for this Meeting and, consequently, no site referred to in Article R. 225-61 of the French Commercial Code will be set up for this purpose.

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

Shareholders may submit written questions to the Company as from the convening of the Shareholders' Meeting in accordance with Articles L. 225-108 and R. 225-84 of the French Commercial Code. These questions should be sent to the Chairman of the Board of Directors at the following address: CARBIOS, 11 rue Patrick Depailler - 63000 Clermont-Ferrand, by registered letter with acknowledgment of receipt or by electronic communication to the following email address: AG@carbios.com no later than the end of the fourth business day preceding the date of the Shareholders' Meeting, i.e. Thursday, June 16, 2022. They must be accompanied by a shareholding certificate.

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

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

3 - Right of communication

The documents and information provided for in Article R. 225-73 of the French Commercial Code may be consulted on the Company's website <https://www.carbios.com/en/financial-agendas/annual-shareholders-meeting-in-clermont-ferrand/> as well as at the registered office of CARBIOS, Biopôle Clermont-Limagne, rue Emile Duclaux, 63360 Saint-Beauzire, as from the notice of the Shareholders' Meeting.

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

Board of Directors