

# Depository's Notice of Combined Shareholders' Meeting of Nanobiotix S.A.

<b>ADSs:</b>	Restricted American Depositary Shares.
<b>ADS CUSIP No.:</b>	63009J990.
<b>ADS Record Date:</b>	April 29, 2024. Date to determine ADS Holders who are to receive these materials and who are eligible to give voting instructions to the Depository upon the terms described herein.
<b>French Record Date:</b>	May 24, 2024 at 12:01 A.M. (CET). Date on which ADS Holders are required under French Law to hold their interest in the Deposited Securities in order to be eligible to vote at the Extraordinary General Meeting.
<b>Meeting Specifics:</b>	Combined Shareholders' Meeting to be held on May 28, 2024 at 2:00 P.M. (CET) at 60, rue de Wattignies 75012 Paris, France (the "Meeting").
<b>Meeting Agenda:</b>	The agenda has been reproduced on the Voting Instructions Card. You may also view the Company's Notice of Meeting beginning on May 3, 2024 and other relevant documents at the Company's website: <a href="https://ir.nanobiotix.com/annual-general-meetings/">https://ir.nanobiotix.com/annual-general-meetings/</a> .
<b>ADS Voting Deadline:</b>	On or before 10:00 A.M. (New York City time) on May 21, 2024.*
<b>Deposited Securities:</b>	Ordinary shares, nominal value €0.03 per share (the "Shares"), of Nanobiotix S.A., a company organized under the laws of France (the "Company").
<b>ADS Ratio:</b>	One (1) Share to one (1) ADS.
<b>Depository:</b>	Citibank, N.A.
<b>Custodian of Deposited Securities:</b>	Citibank Europe plc.
<b>Deposit Agreement:</b>	Deposit Agreement, dated as of December 15, 2020, as supplemented by the Restricted ADS Letter Agreement, dated as of July 19, 2023, by and among the Company, the Depository, and all Holders and Beneficial Owners of ADSs issued thereunder.

To be counted, your Voting Instructions need to be received by the Depository prior to 10:00 A.M. (New York City time) on **May 21, 2024**.

*\* ADS holders must deliver their voting instructions in good form, to be received by the Depository by this date - May 21, 2024 - 10:00 A.M. (New York City time) in order to be counted. The Company's enclosed Notice of Meeting refers to voting deadlines as per local market regulations. The attached important notice is specific to all holders holding ADSs as of the ADS Record Date and the French Record Date.*

The Company has announced that the Meeting will be held at the date, time and location identified above. The meeting agenda has been reproduced on the Voting Instructions Card. **Copies of some Company materials such as the procedures for obtaining preparatory documents and the Company's Notice of Meeting on May 3, 2024 at the Company's website: <https://ir.nanobiotix.com/annual-general-meetings>.** The information with respect to the Meeting and the ADS Voting Instructions contained herein and in any related materials may change after the date hereof as a result of a change in circumstances (e.g. an adjournment or cancellation of the Meeting, a change in location and/or manner of holding the Meeting). The Company intends to announce any changes and updates only on its website <https://ir.nanobiotix.com/annual-general-meetings>. We encourage you to check the referenced Company website for any updates to the information with respect to the Meeting and the ADS Voting Instructions as it is not expected that any additional information will be distributed to you via mail or email.

The enclosed materials are provided to allow you to vote at the Meeting. The Company has requested the Depository to provide you with instructions on the voting process.

As set forth in Section 4.10 of the Deposit Agreement and the Form of ADR, Holders of record of ADSs as of the close of business on the ADS Record Date who continue to hold their ADS as of the French Record Date will be entitled, subject to any applicable law, the provisions of the Deposit Agreement, French law and the By-Laws of the Company and the provisions of or governing the Deposited Securities, to instruct the Depository as to the exercise of the voting rights, if any, pertaining to the Shares represented by such Holders' ADSs.

If you do not wish to vote as an ADS holder but rather wish to vote as a holder of the Company's Shares, you will need to arrange for the cancellation of your ADSs and become a Share holder in France before the French Record Date. You are advised to proceed with the cancellation of your ADSs well in advance of the French Record Date as the cancellation of ADSs and the delivery of the corresponding Shares in France may be subject to unexpected processing delays.

Please note that the Company has informed the Depository that under French company law and the Company's By-Laws, in order to exercise voting rights holders of Shares in registered form must have their Shares registered in their own name, or where applicable in the name of a registered financial intermediary, in a share account maintained by or on behalf of the Company by the Share Registrar as of the French Record Date. In order to exercise voting rights holders of Share in bearer form are required to have their Shares registered in their own name, or where applicable, in the name of a registered financial intermediary and obtain from an accredited financial intermediary, and provide to the Company, an attendance certificate attesting to the registration of such Shares in the financial intermediary's account as of the French Record Date.

Please further note that a holder as of the ADS Record Date who desires to exercise its voting rights with respect to ADSs representing Shares in registered or bearer form is required to: (a) be a holder of the ADSs as of the French Record Date, (b) deliver voting instructions to the Depository by the ADS Voting Deadline, (c) instruct the Depository to request that the Custodian deliver a voting form to the Company prior to the deadline established by the Company, and (d) in the case of ADSs representing Shares in bearer form, instruct the Depository to request that the Custodian deposit the requisite attendance certificate with the Company. The delivery of voting instructions by an ADS Holder to the Depository shall be deemed instructions to request delivery of the voting form and the attendance certificate.

If the Depository receives from a Holder voting instructions which fail to specify the manner in which the Depository is to vote the Deposited Securities represented by such Holder's ADSs, the Depository will deem such Holder to have instructed the Depository to vote in favor of all resolutions endorsed by the Company's supervisory board. Deposited Securities represented by ADSs for which no timely voting instructions are received by the Depository from the Holder, the Depository shall (unless otherwise specified in the notice distributed to Holders) deem such Holder, to have instructed the Depository to give a discretionary proxy to a person designated by the Company to vote the Deposited Securities; provided, however, that no such discretionary proxy shall be given by the Depository with respect to any matter to be voted upon as to which the Company informs the Depository that (i) the Company does not wish such proxy to be given, (ii) substantial opposition exists, or (iii) the right of Holders of Deposited Securities may be materially adversely effected. Additionally, the Company has informed the Depository that, under French company law, shareholders holding a certain percentage of the Company's Shares, the workers' council or the supervisory board may submit a new resolution and the supervisory board may also modify the resolutions proposed in the Company's Notice of Meeting. In such case, ADS Holders who have given prior instructions to vote on such resolutions shall be deemed to have voted in favor of the new or modified resolutions if approved by the supervisory board and against if not approved by the Company's supervisory board.

The attached document entitled Questions and Answers ("Q&A") should answer most of your questions on the voting process and instruct you on the proper use of the Voting Instructions Card.

Upon receipt from a Holder (as of the ADS Record Date and who continues to hold the ADS as of the French Record Date) of a signed and completed Voting Instructions Card prior to the ADS Voting Instructions Deadline, the Depository shall endeavor, insofar as practicable and permitted under any applicable provisions of French law and the Company's By-Laws, to cause to be voted the Shares represented by such ADSs.

***Please note that Voting Instructions may be given only in respect of a number of ADSs representing an integral number of Shares.***

The information enclosed herewith with respect to the Meeting has been provided by the Company. Citibank, N.A. is forwarding this information to you solely as depository and in accordance with the terms of the Deposit Agreement and disclaims any responsibility with respect to the accuracy or completeness of such information. Citibank, N.A. does not, and should not be deemed to, express any opinion with respect to the proposals to be considered at the Meeting. If you wish to receive a copy of the Deposit Agreement, please contact the Depository at the number set forth below.

***If you have any questions concerning the enclosed material or if you need further explanation of the questions covered therein, please call Citibank, N.A. - ADR Shareholder Services toll-free at 877-CITI-ADR (877-248-4237).***

Citibank, N.A., as Depository

**Exhibit A**

**NANOBIOTIX  
Combined Shareholders' Meeting of 28 May, 2024  
Agenda**

**First Resolution**

*Approval of the annual financial statements for the financial year ended 31 December 2023*

**Second resolution**

*Approval of the consolidated financial statements for the financial year ended 31 December 2023*

**Third resolution**

*Allocation of results for the financial year ended 31 December 2023*

*(acknowledgement that the loss for the financial year ended 31 December 2023 amounts to € 30,370,333.55; and approval to allocate the aforementioned losses to the "retained earnings" debit account)*

**Fourth resolution**

*Acknowledgement of the restoring of the equity capital of the Company (French legal requirement)*

**Fifth resolution**

*Review of the agreements referred to in Articles L. 225-86 et seq. of the French Commercial Code (absence of any agreements referred to in the aforementioned articles)*

**Sixth resolution**

*Approval of the fixed, variable of overall compensation and benefits of all types paid or assigned during the financial year ended on 31 December 2023 to Mr. Laurent Levy in his capacity of Chairman of the executive board, as approved by the supervisory board in accordance with the principles and criteria approved by the shareholders' meeting on 27 June 2023 pursuant to its twelfth resolution.*

**Seventh resolution**

*Approval of the fixed, variable of overall compensation and benefits of all types paid or assigned during the financial year ended on 31 December 2023 to Ms. Anne-Juliette Hermant, in her capacity of member of the executive board and under her employment contract, as approved by the supervisory board in accordance with the principles and criteria approved by the shareholders' meeting on 27 June 2023 pursuant to its twelfth resolution.*

**Eighth resolution**

*Approval of the fixed, variable of overall compensation and benefits of all types paid or assigned during the financial year ended on 31 December 2023 to Mr. Bartholomeus van Rhijn, in his capacity of member of the executive board and under his employment contract, as approved by the supervisory board in accordance with the principles and criteria approved by the shareholders' meeting on 27 June 2023 pursuant to its twelfth resolution.*

**Ninth resolution**

*Approval of the fixed, variable of overall compensation and benefits of all types paid or assigned during the financial year ended on 31 December 2023 to Mr. Gary Phillips, in his capacity of chairman of the supervisory board, as approved by the supervisory board in accordance with the principles and criteria approved by the shareholders' meeting on 27 June 2023 pursuant to its eleventh resolution*

**Tenth resolution**

*Approval of the information set out in Article L.22-10-9 of the French Commercial Code relating to compensation of non-executive corporate officers of Nanobiotix,*

**Eleventh resolution**

*Approval of the overall compensation envelop (431,250€) for the Supervisory Board in respect of the 2024 and subsequent financial years*

**Twelfth resolution**

*Approval of the compensation policy for the Supervisory Board members in respect of the 2024 financial year*

**Thirteenth resolution**

*Approval of the compensation policy (principles and criteria) to Mr. Laurent Levy in his capacity of Chairman of the executive board for the 2024 financial year*

**Fourteenth resolution**

*Approval of the compensation policy (principles and criteria) to Ms Anne-Juliette Hermant as member of the Executive Board and under her employment contract in respect of the 2024 financial year*

**Fifteenth resolution**

*Approval of the compensation policy (principles and criteria) to Mr. Bartholomeus van Rhijn as member of the Executive Board and under his employment contract in respect of the 2024 financial year*

**Sixteenth resolution**

*Approval of the compensation policy (principles and criteria) to Mr. Louis Kayitalire as member of the Executive Board and under his employment contract in respect of the 2024 financial year; subject to the approval of the change the statutory age limit for executive board members and to articles of association as a result, and to his nomination as executive board member by the supervisory board*

**Seventeenth resolution**

*Renewal of the appointment of Grant Thornton as statutory auditor for a term of six years*

**Eighteenth resolution**

*Appointment of KPMG SA as new statutory auditor for a term of six years, in replacement of Ernst & Young et Autres which term of offices is expiring*

**Nineteenth resolution**

*Approval of the 2023 Stock Option Plan adopted by the executive board at its meeting held on July 20, 2023*

**Twentieth resolution**

*Authorization to be granted to the executive board to buy back Company shares*

*(Such authorization may be restrictively used to:*

- *ensure the liquidity of the Company's shares under a liquidity contract with an investment services provider, in accordance with the market practice accepted by the French Financial Markets Authority in terms of the liquidity contract over shares;*
- *fulfill obligations related to stock option programs, stock awards, salary savings, or other stock allowances to employees and officers of the Company or related companies;*
- *deliver shares upon the exercise of rights attached to securities giving access to the capital;*
- *buy shares for conservation and subsequent delivery for exchange or payment in the context of any external growth operations, in particular in compliance with stock market regulations;*
- *cancel all or part of the shares thus acquired;*
- *and, generally, to operate for any purpose which would come to be authorized by the law or any market practice which would come to be accepted by the market authorities, being specified that, in such a scenario, the Company would inform its shareholders by way of press release)*

**Twenty-first resolution**

*Renewal of the appointment of Ms. Anne-Marie Graffin as member of the Supervisory Board member for a duration of four years (derogating from the six-year period of the by-laws)*

**Twenty-second resolution**

*Renewal of the appointment of Mr. Alain Herrera as member of the Supervisory Board member for a duration of four years (derogating from the six-year period of the by-laws)*

**Twenty-third resolution**

*Modification of the statutory age limit for executive board members to raise it from 65 to 75 - Modification of the bylaws as a result*

#### **Twenty-fourth resolution**

Modification of the article 17 of the bylaws to remove the reference prohibiting the impossibility for Supervisory Board members to participate in the deliberations on review of annual accounts and management report via teleconference or videoconference

#### **Twenty-fifth resolution**

Update of the article 27 of the bylaws applicable in case of losses recorded in the financial statements should cause the shareholders' equity in the company to fall below half of the registered capital – modification of the bylaws as a result

#### **Twenty-sixth resolution**

Authorization to be given to the executive board to reduce the share capital through the cancellation of shares within the framework of the authorization to buy back Company shares

#### **Twenty-seventh resolution**

Delegation of authority to be granted to the executive board to increase the capital by issuing ordinary shares and/or any securities giving access to the share capital, while maintaining shareholders preferential subscription rights

(This new delegation would terminate the delegation with the same purpose granted by the combined shareholders' meeting of June 23, 2023. The overall maximum nominal amount of capital increases which may be carried out, immediately or in the future, by virtue of this delegation thus granted would be set at 1,413,999.84 euros, to which amount would be added, where applicable, the nominal value of any additional shares or securities to be issued, to preserve, in accordance with the law, the rights of holders of securities giving access to the capital and other rights giving access to the share capital)

#### **Twenty-eighth resolution**

Delegation of authority to be granted to the executive board to increase the capital by issuing ordinary shares and/or any securities giving access to the share capital, with cancellation of the shareholders' preferential subscription rights by way of a public offering (excluding offerings referred to in paragraph 1 of Article L. 411-2 of the French Financial and Monetary Code)

(This new delegation would terminate the delegation with the same purpose granted by the combined shareholders' meeting of June 23, 2023. The overall maximum nominal amount of capital increases which may be carried out, immediately or in the future, by virtue of this delegation thus granted would be set at 1,413,999.84 euros, to which amount would be added, where applicable, the nominal value of any additional shares or securities to be issued, to preserve, in accordance with the law, the rights of holders of securities giving access to the capital and other rights giving access to the share capital.

The issue price of the shares that may be issued by virtue of this delegation shall be set by the executive board in accordance with the provisions of Articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code or, in the event of the minimum issue price of the shares in question is no more enshrined in law, the issue price of the shares must be at least equal to the volume weighted average price of the Company's ordinary shares on the regulated market of Euronext in Paris over the last three trading days prior to the setting of the pricing, possibly reduced by a maximum discount of 15%, and

it being specified that in the event of the issuance of securities giving access to the capital, the issue price of the shares likely to result from their exercise, conversion or exchange may be set, where applicable, at the discretion of the executive board, by reference to a calculation formula defined by the executive board and applicable after the issuance of said securities (for example during their exercise, conversion or exchange) in which case the aforementioned maximum discount may be assessed, if the executive board deems it appropriate, on the date of application of said formula (and not on the date of pricing).

#### **Twenty-ninth resolution**

Delegation of authority to be granted to the executive board to increase the capital by issuing ordinary shares and/or any securities giving access to the share capital, with cancellation of the shareholders' preferential subscription rights, within the framework of an offering referred to in paragraph 1 of Article L. 411-2 of the French Financial and Monetary Code

(This new delegation would terminate the delegation with the same purpose granted by the combined shareholders' meeting of June 23, 2023. The overall maximum nominal amount of capital increases likely to be carried out immediately and/or in the future, by virtue of this delegation, may not exceed 1,413,999.84 euros, nor, in any event, exceed the limits provided for by the regulations applicable on the date of issue (for information, as of the date of this shareholders' meeting, the issuance of equity securities by way of an offering referred to in paragraph 1 of Article L. 411-2 of Monetary and Financial Code is limited to 20% of the Company's capital per year, said capital being assessed on the day of the executive board's decision to use this delegation), maximum amount to which shall be added, where applicable, the additional amount of shares to be issued to preserve, in accordance with legal or regulatory provisions and, where applicable, the applicable contractual provisions, the rights of holders of securities giving access to the share capital.

The issue price of the shares that may be issued by virtue of this delegation shall be set by the executive board in accordance with the provisions of Articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code or, in the event of the minimum issue price of the shares in question is no more enshrined in law, the issue price of the shares must be at least equal to the volume weighted average price of the Company's ordinary shares on the regulated market of Euronext in Paris over the last three trading days prior to the setting of the pricing, possibly reduced by a maximum discount of 15%, and

it being specified that in the event of the issuance of securities giving access to the capital, the issue price of the shares likely to result from their exercise, conversion or exchange may be set, where applicable, at the discretion of the executive board, by reference to a calculation formula defined by the executive board and applicable after the issuance of said securities (for example during their exercise, conversion or exchange) in which case the aforementioned maximum discount may be assessed, if the executive board deems it appropriate, on the date of application of said formula (and not on the date of pricing).

#### **Thirtieth resolution**

Authorization to the executive board, in the event of the issuance of shares or any transferable security giving access to the capital with cancellation of shareholders' preferential subscription rights, in order to set the issue price within the limit of 10% of the share capital and within the limits set by the shareholders' meeting

(This new delegation would terminate the delegation with the same purpose granted by the combined shareholders' meeting of June 23, 2023.

The issue price of the shares that may be issued by virtue of this delegation shall be set by the executive board in accordance with the provisions of Articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code or, in the event of the minimum issue price of the shares in question is no more enshrined in law, the issue price of the shares must be at least equal to the volume weighted average price of the Company's ordinary shares on the regulated market of Euronext in Paris over the last three trading days prior to the setting of the pricing, possibly reduced by a maximum discount of 15%, and

it being specified that in the event of the issuance of securities giving access to the capital, the issue price of the shares likely to result from their exercise, conversion or exchange may be set, where applicable, at the discretion of the executive board, by reference to a calculation formula defined by the executive board and applicable after the issuance of said securities (for example during their exercise, conversion or exchange) in which case the aforementioned maximum discount may be assessed, if the executive board deems it appropriate, on the date of application of said formula (and not on the date of pricing).

#### **Thirty-first resolution**

Delegation of authority to be granted to the executive board to increase the capital immediately or at a later date through the issuance of ordinary shares and/or securities, with cancellation of the shareholders' preferential subscription rights to the benefit of a category of persons meeting specific characteristics in the context of the implementation of an equity or bond financing agreement.

(This new delegation would terminate the delegation with the same purpose granted by the combined shareholders' meeting of June 23, 2023. The overall maximum nominal amount of capital increases likely to be carried out immediately and/or in the future, by virtue of this delegation, may not exceed 1,413,999.84 euros, to which amount would be added, where applicable, the nominal value of any additional shares or securities to be issued, to preserve, in accordance with the law, the rights of holders of securities giving access to the capital and other rights giving access to the share capital.

This delegation will allow the executive board to increase the capital by issuing ordinary shares as well as any securities - without preferential subscription rights - to the benefit of a category of persons meeting the following specific characteristics within the framework of an equity or bond financing agreement:

- any credit institution, investment services provider, investment fund or company undertaking to subscribe for or guarantee the completion of the capital increase or any issue of securities which may result in a future capital increase (including, in particular, through the exercise of share warrants) which may be carried out pursuant to this delegation of authority in connection with the implementation of an equity or bond financing contract.

The issue price of the shares that may be issued by virtue of this delegation shall be set by the executive board and must be at least equal to the volume weighted average price of the Company's ordinary shares on the regulated market of Euronext in Paris over the last three trading days prior to the setting of the pricing, possibly reduced by a maximum discount of 15%,

and it being specified that in the event of the issuance of securities giving access to the capital, the issue price of the shares likely to result from their exercise, conversion or exchange may be set, where applicable, at the discretion of the executive board, by reference to a calculation formula defined by the executive board and applicable after the issuance of said securities (for example during their exercise, conversion or exchange) in which case the aforementioned maximum discount may be assessed, if the executive board deems it appropriate, on the date of application of said formula (and not on the date of pricing).

#### **Thirty-second resolution**

Delegation of authority to be granted to the executive board

to issue new shares, immediately or at a later date, with cancellation of the shareholders' preferential subscription rights to the benefit of a category of persons meeting specific characteristics in the context of the implementation of an equity on the "At-the-market" or "ATM" program Nasdaq market.

(This new delegation would terminate the delegation with the same purpose granted by the combined shareholders' meeting of June 23, 2023. The overall maximum nominal amount of capital increases likely to be carried out immediately and/or in the future, by virtue of this delegation, may not exceed 1,413,999.84 euros, to which amount would be added, where applicable, the nominal value of any additional shares or securities to be issued, to preserve, in accordance with the law, the rights of holders of securities giving access to the capital and other rights giving access to the share capital.

The issue price of the shares that may be issued by virtue of this delegation shall be set by the executive board and must be at least equal to the volume weighted average price of the Company's ordinary shares on the regulated market of Euronext in Paris over the last three trading days prior to the setting of the pricing, possibly reduced by a maximum discount of 15%.)

#### **Thirty-third resolution**

Delegation of authority to be granted to the executive board to increase the capital by issuing ordinary shares and/or any securities, with cancellation of the shareholders' preferential subscription rights to the benefit of categories of persons meeting specific characteristics (investors with experience in the health or biotechnology sector; credit institutions, investment services providers or a member of an investment syndicate guaranteeing the completion of the issuance in question), including, where applicable, an "At-the-market" or "ATM3"

(This new delegation would terminate the delegation with the same purpose granted by the combined shareholders' meeting of June 23, 2023. The overall maximum nominal amount of capital increases likely to be carried out immediately and/or in the future, by virtue of this delegation, may not exceed 1,413,999.84 euros, to which amount would be added, where applicable, the nominal value of any additional shares or securities to be issued, to preserve, in accordance with the law, the rights of holders of securities giving access to the capital and other rights giving access to the share capital.

This delegation will allow the executive board to increase the capital by issuing ordinary shares as well as any securities - without preferential subscription rights - to the benefit of a category of persons meeting the following specific characteristics:

- (i) all natural or legal persons (including all companies), trusts and investment funds, or other investment vehicles, whatever their form (including, without limitation, any investment fund or venture capital companies, in particular any FPCI, FCPI or FIP), governed by French or foreign law, whether they are shareholders of the Company or not, that invest on a regular basis, or that have invested more than €1 million over the 36 month-period preceding the issuance, in the health or biotechnology sectors, and/or
- (ii) any credit institution, any investment service provider, as well as any investment fund or company undertaking to subscribe for or guarantee the completion of the share capital increase or of any issuance likely to result in a share capital increase in the future which could be completed pursuant to this delegation and subscribed by the persons referred to in (i) above, and, in this context, to subscribe for the securities issued,

The issue price of the shares that may be issued by virtue of this delegation shall be set by the executive board and must be at least equal to the volume weighted average price of the Company's ordinary shares on the regulated market of Euronext in Paris over the last three trading days prior to the setting of the pricing, possibly reduced by a maximum discount of 15%,

and it being specified that in the event of the issuance of securities giving access to the capital, the issue price of the shares likely to result from their exercise, conversion or exchange may be set, where applicable, at the discretion of the executive board, by reference to a calculation formula defined by the executive board and applicable after the issuance of said securities (for example during their exercise, conversion or exchange) in which case the aforementioned maximum discount may be assessed, if the executive board deems it appropriate, on the date of application of said formula (and not on the date of pricing).

#### **Thirty-fourth resolution**

Delegation of authority to be granted to the executive board to increase the capital by issuing ordinary shares and/or securities giving access to the share capital, with cancellation of the shareholders' preferential subscription rights to the benefit of a category of persons meeting specific characteristics (industrial companies, institutions or entities active in the health or biotechnology sector)

(This new delegation would terminate the delegation with the same purpose granted by the combined shareholders' meeting of June 23, 2023. The overall maximum nominal amount of capital increases likely to be carried out immediately and/or in the future, by virtue of this delegation, may not exceed 1,413,999.84 euros, to which amount would be added, where applicable, the nominal value of any additional shares or securities to be issued, to preserve, in accordance with the law, the rights of holders of securities giving access to the capital and other rights giving access to the share capital.

This delegation will allow the executive board to increase the capital by issuing ordinary shares as well as any securities - without preferential subscription rights - to the benefit of a category of persons meeting the following specific characteristics:

- Industrial companies, institutions or entities of any kind, French or foreign, active in the health or biotechnology sector, directly or through a controlled company or a company over which they are controlled within the meaning of Article L. 233-3 I of the French Commercial Code, where applicable, when entering into a commercial agreement, a financing agreement or a partnership with the Company.

The issue price of the shares that may be issued by virtue of this delegation shall be set by the executive board and must be at least equal to the volume weighted average price of the Company's ordinary shares on the regulated market of Euronext in Paris over the last three trading days prior to the setting of the pricing, possibly reduced by a maximum discount of 15%.)

#### **Thirty-fifth resolution**

Delegation of authority to be granted to the executive board to increase the number of securities to be issued in the event of a capital increase with or without preferential subscription rights

(In accordance with the provisions of articles L. 225-129, L. 225-129-2, L. 225-135 et seq. L. 228-91 and L. 228-92 of the French Commercial Code, this delegation would allow the executive board to increase the number of shares or securities to be issued in the event of oversubscription in the context of the Company's capital increases with or without preferential subscription rights decided on by virtue of the resolutions described above, under the conditions provided for in Articles L. 225-135-1 and R. 225-118 of the French Commercial Code (i.e., to date, within thirty days of the closing of the subscription period, at the same price as that used for the initial issue and up to a limit of 15% of the initial issue), said shares conferring the same rights as the existing shares, subject to their date of dividend entitlement.

#### **Thirty-sixth resolution**

Delegation of authority to be granted to the executive board for the purpose of issuing ordinary shares and securities granting access to the Company's capital, in the event of a tender offer with an exchange component initiated by the Company

(This new delegation would terminate the delegation with the same purpose granted by the combined shareholders' meeting of June 23, 2023. The overall maximum nominal amount of capital increases likely to be carried out immediately and/or in the future, by virtue of this delegation, may not exceed 1,413,999.84 euros, to which amount would be added, where applicable, the nominal value of any additional shares or securities to be issued, to preserve, in accordance with the law, the rights of holders of securities giving access to the capital and other rights giving access to the share capital.

this delegation would allow the executive board to issue ordinary shares of the Company and/or securities giving access by any means, immediately and/or in the future, to ordinary shares of the Company in consideration for securities tendered to a tender offer including an exchange component initiated by the Company in France or abroad, in accordance with local rules, for securities of another company admitted to trading on one of the stock exchanges referred to in Article L. 22-10-54 of the French Commercial Code, said shares conferring the same rights as the existing shares, subject to the date from which they shall bear dividend rights, being specified that, where applicable, the delegation entails the waiver by the shareholders of their preferential subscription rights, for the benefit of the holders of securities which may be issued thereunder, to any shares to which such securities shall entitle them,

#### **Thirty-seventh resolution**

Delegation of powers to the executive board to increase the share capital, within the limits of 10% of the share capital, to compensate contributions in kind of equity securities or securities giving access to the share capital of third-party companies outside a public exchange offer

(This delegation would allow the executive board, on the basis of the report of one or more contribution auditors, to issue, on one or more occasions, in such proportions and at such times as it shall see fit, ordinary shares in the Company or securities giving access by any means, immediately and/or in the future, to ordinary shares in the Company, in consideration for contributions in kind granted to the Company and consisting of equity securities or securities giving access to the capital when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable, said shares conferring the same rights as the old shares subject to their date from which they shall bear dividend rights)

The overall maximum nominal amount of capital increases likely to be carried out immediately and/or in the future, by virtue of this delegation may not exceed 10% of the Company's share capital (as it exists on the date of the operation), to which shall be added, where applicable, the amount of additional shares to be issued to preserve, in accordance with the applicable laws or regulations and, where applicable, the contractual provisions, the rights of the holders of securities and other rights giving access to the share capital.)

#### **Thirty-eighth resolution**

Overall limit on the amount of issuances carried out pursuant to the Twenty-seventh resolution, the Twenty-eighth resolution, the Twenty-ninth resolution, the Thirty-fifth Resolution, the Thirty-third resolution, the Thirty-fourth resolution, the Forty-fourth resolution, the Thirty-fifth resolution, the Thirty-sixth resolution and the Thirty-seventh resolution above and to the Fortieth resolution below

(The maximum aggregate nominal amount of the capital increases that may be carried out pursuant to the delegations of authority granted under the terms of Forty-fourth resolutions abovementioned may not exceed 1,413,999.84 euros, it being specified that the additional amount of shares to be issued to preserve the rights of holders of securities and other rights giving access to shares, in accordance with legal or regulatory provisions and, where applicable, applicable contractual provisions, shall be added to this threshold)

#### **Thirty-ninth resolution**

Delegation of authority to be granted to the executive board to increase the share capital by way of incorporation of premiums, reserves, profits or other items

#### **Fortieth resolution**

Authorization for the executive board to grant options to subscribe or purchase Company shares

(This authorizations would allow the executive board to have at its disposal the profit-sharing tools which the legislation makes available to companies in connection with the stock-based compensation implemented by the Company particularly in favor of employees and senior executives of the Company and its affiliates and of the chairman of the executive boards, up to 1,300,000 option to subscribe or purchase Company shares.

The purchase or subscription price per share shall be set by the executive board on the day the option is granted in accordance with the provisions of Article L. 225-177 of the French Commercial Code and shall be at least equal to ninety-five percent (95%) of the average quoted price of a share of the Company on Euronext Paris during the twenty (20) stock market sessions preceding the date of the executive board's decision to grant the options

It being specified that when an option allows its beneficiary to purchase shares that have already been purchased by the Company, its exercise price may not be less than 80% of the average price paid by the Company for all of the shares that it has previously purchased),

#### **Forty-first resolution**

Authorization to be given to the executive board to grant new or existing free shares

(This authorizations would allow the executive board to have at its disposal the profit-sharing tools which the legislation makes available to companies in connection with the stock-based compensation implemented by the Company particularly in favor of employees and senior executives of the Company and its affiliates and of the chairman of the executive boards, up to 1,300,000 free share; it being specified that (i) the total number of free shares granted by the executive board may not exceed the overall limit of 10% of the Company's existing share on the date of the decision to grant free shares, (ii) the number of shares that can be granted free of charge to executive board members shall be subject to performance conditions and (iii) the allocation of the free shares shall be definitive, subject to, if any, the fulfilment of any conditions or criteria set by the executive board, at the end of a period of at least one (1) year (the "Vesting Period") and that the beneficiaries of these shares shall, where applicable, retain them for a period set by the executive board (the "Retention Period") which, together with the Vesting Period, may not be less than two (2) years.

#### **Forty-second resolution**

Delegation of authority to be granted to the executive board for the purpose of issuing and allocating warrants to a category of persons who meet specific characteristics

(This delegation will allow the executive board to grant up to 1,300,000 warrants (BSAs) to the benefit of a category of persons meeting the following specific characteristics:

- (i) members and observers of the Company's supervisory board in office on the date of grant of the BSAs who are not employees or officers of the Company or any of its subsidiaries, or (ii) persons linked to the Company by a service or consulting contract, or (iii) members of any committee that the supervisory board has set up or may set up in the future who are neither employees nor officers of the Company or any of its subsidiaries,

The issue price of a BSA shall be determined by the executive board on the date of issuance of said BSA based on its characteristics with, if any, the support of an independent expert, and the subscription price shall be at least equal to 20% of the volume weighted average price of the Company's ordinary shares on the regulated market of Euronext in Paris over the last twenty (20) trading days preceding the date of grant of said BSA by the executive board,

#### **Forty-third resolution**

Overall limits on the amount of issues carried out pursuant to the Fortieth resolution, the Forty-first resolution, and the Forty-second resolution above

(The maximum aggregate nominal amount of issued that may be carried out pursuant to the delegations of authority granted under the terms of Forty-fourth resolutions abovementioned may not exceed 1,300,000 shares)

#### **Forty-fourth resolution**

Delegation of powers to the executive board to increase the share capital by issuing shares and securities giving access to the Company's capital to employees who are members of a company savings plan (plan d'épargne entreprise)

(In accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, and L. 225-138-1, and Articles L. 3332-1 et seq. of the French Labor Code, this delegation would allow the executive board to increase the share capital by issuing ordinary shares reserved, directly or through a company investment fund, for members of a savings plan as provided for in Articles L. 3332-1 et seq. of the French Labor Code. Given the executive board considers that such a proposal does not fall within the framework of the Company's policy of employee profit-sharing, therefore the executive board suggests to not adopt this resolution.)