Time Sensitive Materials

Depositary's Notice of Combined Shareholders' Meeting of Nanobiotix S.A.

ADSs:	American Depositary Shares.
ADS CUSIP No.:	63009J107.
ADS Record Date:	May 4, 2026. Date to determine ADS Holders who are to receive these materials and who are eligible to give voting instructions to the Depositary upon the terms described herein.
French Record Date:	June 2, 2026 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.
Meeting Specifics:	Combined Shareholders' Meeting to be held on June 9, 2026 at 2:00 P.M. (CET) at Hôtel Napoléon, salon Friedland, 40 avenue de Friedland, 75008 Paris, France (the "Meeting").
Meeting Agenda:	The agenda has been reproduced on the Voting Instructions Card. You may also view the Company's Notice of Meeting beginning on May 15, 2026 and other relevant documents at the Company's website: https://ir.nanobiotix.com/annual-general-meetings/.
ADS Voting Deadline:	On or before 10:00 A.M. (New York City time) on June 2, 2026.*
Deposited Securities:	Ordinary shares, nominal value €0.03 per share (the "Shares"), of Nanobiotix S.A., a company organized under the laws of France (the "Company").
ADS Ratio:	One (1) Share to one (1) ADS.
Depositary:	Citibank, N.A.
Custodian of Deposited Securities:	Citibank Europe plc.
Deposit Agreement:	Deposit Agreement, dated as of December 15, 2020, by and among the Company, the Depositary, and all Holders and Beneficial Owners of ADSs issued thereunder.

To be counted, your Voting Instructions need to be received by the Depositary prior to 10:00 A.M. (New York City time) on **June 2, 2026**.

***** *ADS holders must deliver their voting instructions in good form, to be received by the Depositary by this date - May 14, 2025 - 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 15, 2026 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 Depositary 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 Depositary 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 Depositary 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 Depositary by the ADS Voting Deadline, (c) instruct the Depositary 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 Depositary to request that the Custodian deposit the requisite attendance certificate with the Company. The delivery of voting instructions by an ADS Holder to the Depositary shall be deemed instructions to request delivery of the voting form and the attendance certificate.

If the Depositary receives from a Holder voting instructions which fail to specify the manner in which the Depositary is to vote the Deposited Securities represented by such Holder's ADSs, the Depositary will deem such Holder to have instructed the Depositary 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 Depositary from the Holder, the Depositary shall (unless otherwise specified in the notice distributed to Holders) deem such Holder, to have instructed the Depositary 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 Depositary with respect to any matter to be voted upon as to which the Company informs the Depositary 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 Depositary 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 Depositary 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 depositary 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 Depositary 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 Depositary

Exhibit A

NANOBIOTIX
Combined Shareholders' Meeting of 9 June, 2026

Resolutions 1 to 4 dedicated to the 2025 financial annual report of the Company

Statement of reasons
We submit to your approval Nanobiotix SA (the parent company) financial statements and consolidated annual financial statements for the 2025 fiscal year. We invite you to refer to the financial and management report and to the reports of the statutory' auditors which have been made available to you through the 20-F (English version) and the universal registration document - URD (French version only).

First resolution
Approval of the annual financial statements for the financial year ended 31 December 2025
(The shareholders' meeting, voting in accordance with the quorum and majority requirements for ordinary shareholders' meetings, having reviewed the management report of the executive board and of the supervisory board, and the statutory auditors' report on the financial year ended 31 December 2025,
approves the annual statutory financial statements of Nanobiotix for the financial year ended 31 December 2025 as they were presented, as well as the transactions reflected in these accounts and summarized in these reports),
Second resolution
Approval of the consolidated financial statements of the Nanobiotix group for the financial year ended 31 December 2025
Third resolution
Allocation of results for the financial year ended 31 December 2025
(Acknowledgement that the loss for the financial year ended 31 December 2025 amounts to € 681,166.96; and approval to allocate the aforementioned losses to the "retained earnings" debit account)
Fourth resolution
Review of the agreements referred to in Articles L. 225-86 et seq. of the French Commercial Code
(absence of any new agreement referred to in the aforementioned articles)

Resolution 5 to 16 dedicated to the Say on Pay regime

Statement of reasons
The "say on pay" vote is a mechanism whereby shareholders can vote on the compensation of executive officers and senior executive officers, as follows:
- an ex-post vote whereby the shareholders vote each year on compensation applicable to executive and supervisory board members for the financial year 2025 as set out in the 2025 universal registration document.
- an ex-ante vote whereby the shareholders vote each year on the 2026 compensation policy applicable to executive and supervisory board members; this compensation policy is set out in the 2025 universal registration document and will be further subject to an ex-post vote at the 2027 annual shareholders' meeting.

Ex-post vote

Fifth 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 2025 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 19 May 2025 pursuant to its seventeenth resolution and as detailed in the corporate governance report.

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 2025 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 19 May 2025 pursuant to its eighteenth resolution and as detailed in the corporate governance report.
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 2025 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 19 May 2025 pursuant to its nineteenth resolution and as detailed in the corporate governance report.
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 2025 to Mr. Louis Kayitalire, 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 19 May 2025 pursuant to its twentieth resolution and as detailed in the corporate governance report
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 2025 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 19 May 2025 pursuant to its sixteenth resolution and as detailed in the corporate governance report
Tenth resolution
Approval of the information as detailed in the corporate governance report and 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 (i.e. 438,751€) for the Supervisory Board in respect of the ongoing financial year and subsequent financial years

Ex-ante vote

Twelfth resolution
Approval of the compensation policy for the Supervisory Board members in respect of the 2026 financial year
(according to the corporate government report and, in particular, the description of the compensation policy (principles and criteria) in accordance with Article L. 22-10-26 of the French Commercial Code and as set out in the aforementioned report – compensation policy stays unchanged as compared to 2025 –),
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 2026 financial year
(according to the corporate government report and, in particular, the description of the compensation policy (principles and criteria) in accordance with Article L. 22-10-26 of the French Commercial Code and as set out in the aforementioned report – compensation policy stays unchanged as compared to 2025 –),

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 2026 financial year

(according to the corporate government report and, in particular, the description of the compensation policy (principles and criteria) in accordance with Article L. 22-10-26 of the French Commercial Code and as set out in the aforementioned report – compensation policy stays unchanged as compared to 2025 –),

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 2026 financial year

(according to the corporate government report and, in particular, the description of the compensation policy (principles and criteria) in accordance with Article L. 22-10-26 of the French Commercial Code and as set out in the aforementioned report – compensation policy stays unchanged as compared to 2025 –),

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 2026 financial year

(according to the corporate government report and, in particular, the description of the compensation policy (principles and criteria) in accordance with Article L. 22-10-26 of the French Commercial Code and as set out in the aforementioned report – compensation policy stays unchanged as compared to 2025 –),

Resolution 17 dedicated to the delegation to buy back Company shares

Statement of reasons of this resolution n°17

The objectives of a share repurchase program are legally and strictly limited as detailed in the resolution above.
As the authorization granted to the Executive Board to purchase Company shares pursuant to Article L. 22-10-62 of the French Commercial Code will expire within six months, we are submitting to your approval to issue a new authorization to the Executive Board to allow the Company to purchase its own shares. The maximum purchase price per share shall be set at 60 euros. The authorization would cover a maximum of 10% of the share capital, corresponding.
This new authorization shall take effect from the date of this Shareholders' Meeting for a period of eighteen months and renders null and void the authorization granted to the Executive Board by the Shareholders' Meeting of 19 May 2025.

Seventeenth resolution

Authorization to be granted to the executive board to buy back Company shares
According to applicable laws, such authorization could be used restrictively 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)*

According to applicable laws the maximum number of shares that may be purchased under this resolution may not, at any time, exceed 10% of the total number of issued shares.

Resolution 18 dedicated to the delegation to buy back Company shares

Statement of reasons of this resolution n°18

The objectives to reduce the share capital through the cancellation of shares are legally and strictly limited as detailed in the resolution above.
As the ongoing authorization granted to the Executive Board to reduce the share capital through the cancellation of shares purchased pursuant to Article L. 22-10-62 of the French Commercial Code will expire within six months, we are submitting to your approval to renew such authorization granted to the Executive Board to carry out a share capital reduction through the cancellation of some or all of the shares purchased or to be purchased by the Company itself, up to a limit of 10% of the share capital per 24-month period.
This new authorization shall take effect from the date of this Shareholders' Meeting for a period of eighteen months and renders null and void the unused portion of the authorization granted to the Executive Board by the Shareholders' Meeting of 19 May 2025.

Eighteenth 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
According to applicable laws and in accordance with Article L. 22-10-62 of the French Commercial Code, authorization for a period of eighteen (18) months from the date of this meeting, to cancel, on one or more occasions, within the maximum limit of 10% of the amount of the share capital per period of twenty-four (24) months, all or part of the shares acquired by the Company and to proceed, accordingly, to a reduction of the share capital

Resolution 19 to 31 dedicated to delegation of authority to be granted to increase share capital by issuing shares

Statement of reasons

As the previous set of delegations of authority granted by the Shareholders' Meeting of 19 May 2025 to increase share capital by issuing new shares will expire within either six or fourteen months (depending on the type of delegation), we are submitting to your approval to renew such set of authorizations.

As the Company may need external funding to carry out its activities and maintain its operations, these delegations of authority will avoid any subsequent convening of a new shareholders meeting for this sole purpose, which will preserve the ability of the Company to respond to market. Such a set of delegations would allow the Company to maintain its financial flexibility alongside the other financing tools it has in place. These new delegations would terminate the delegations with the same purpose granted by the Shareholders' Meeting of 19 May 2025.

This possible range of delegations split from resolution 19 to resolution 30 includes the following:

a) Delegation of authority to increase the capital by issuing ordinary shares or and/or, any other securities, with cancellation of shareholders' preferential subscription rights in favor of a category of persons meeting specified characteristics (investors with experience in the health or biotech sector or industrial companies, institutions or entities active in the health or biotechnology sector);
b) Delegation of authority to increase the share capital by issuing ordinary shares and/or any other securities with cancellation of shareholders' preferential subscription rights in favor of a category of persons meeting specified characteristics (credit institution, investment services provider or member of an investment pool guaranteeing the realization of the issue in question), including, as the case may be, within the framework of an equity financing program know as "At-the-market" or "ATM";
c) Delegation of authority to be granted to increase the share capital by issuing ordinary shares or any other securities with cancellation of shareholders' preferential subscription rights in favor of a category of persons meeting specified characteristics in the framework of an equity or bond financing agreement;
d) Delegation of authority to decide on the issuance of ordinary shares to be issued immediately or in the future by the Company, with cancellation of the shareholders' preferential subscription rights, to the benefit of a category of persons meeting specified characteristics within the framework of an equity financing program on the American Market, known as "At-the-market" or "ATM";
e) Delegation of authority to increase the share capital by issuing ordinary shares and/or any other securities, with the shareholders' preferential subscription rights maintained;
f) Delegation of authority to increase the share capital by issuing ordinary shares and/or any other securities, with cancellation of shareholders' preferential subscription rights, by way of a public offering (whether in the context of an offer referred to in Article L. 411-2 of the Monetary and Financial Code or other than the offerings referred to in paragraph 1 of Article L. 411-2 of the Monetary and Financial Code);
g) Delegation of authority to increase the capital by incorporation of premiums, reserves, profits or other;
h) 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;

Nineteenth 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 renewed delegation would terminate the delegation with the same purpose granted by the combined shareholders' meeting of May 19, 2025. 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 1,452,302.54 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 is including the authorization to set at €150.000.000 (or the equivalent of this amount in the event of an issuance in another currency) the maximum nominal amount of debt securities that can be issued under this delegation.

Twentieth 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, swith 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 renewed delegation would terminate the delegation with the same purpose granted by the combined shareholders' meeting of May 19, 2025. 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 1,452,302.54 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 afore-mentioned 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-first 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 renewed delegation would terminate the delegation with the same purpose granted by the combined shareholders' meeting of May 19, 2025. 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 1,452,302.54 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 30% 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 afore-mentioned 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-second resolution

Authorization to the executive board, to issue shares up to the limit of 30% of the share capital within a 12-month period with cancellation of shareholders' preferential subscription rights to the benefit of a category of persons satisfying specific characteristics to be defined by the Executive Board
The issue price of the shares that may be issued by virtue of this delegation shall be set by the executive board without being less than equal to the volume weighted average price of the Company's ordinary shares on the regulated market of Euronext in Paris over the last trading days prior to the setting of the pricing, possibly reduced by a maximum discount of 10%,

Twenty-third 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 renewed delegation would terminate the delegation with the same purpose granted by the combined shareholders' meeting of May 19, 2025. 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 1,452,302.54 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),

Twenty-fourth 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 renewed delegation would terminate the delegation with the same purpose granted by the combined shareholders' meeting of May 19, 2025. 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 1,452,302.54 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%.

Twenty-fifth 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 "ATM"

This renewed delegation would terminate the delegation with the same purpose granted by the combined shareholders' meeting of May 19, 2025. 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 1,452,302.54, 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),

Twenty-sixth 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 renewed delegation would terminate the delegation with the same purpose granted by the combined shareholders' meeting of May 19, 2025. 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 1,452,302.54, 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%.)

Twenty-seventh 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 (greenshoe resolution)

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 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.

Twenty-eighth 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 renewed delegation would terminate the delegation with the same purpose granted by the combined shareholders' meeting of May 19, 2025. 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 1,452,302.54, 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.

Twenty-ninth resolution

Delegation of powers to the executive board to increase the share capital, within the limits of 20% 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 of 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 20% 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.)

Thirtieth resolution

Overall limit on the amount of issuances carried out pursuant to the Twenty-eight resolution, the Twenty-ninth resolution, the Thirty-firth Resolution, the Thirty-second resolution, the Thirty-fourth resolution, the Thirty-fifth resolution, the Thirty-sixth resolution, the Thirty-seventh resolution and the Thirty-eighth 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 1,452,302.54 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-first resolution

Delegation of authority to the executive board to increase the share capital up to a cap of €25,000 by way of incorporation of premiums, reserves, profits or other items

Resolution 32 to 35 dedicated to long term incentives tool (dedicated mainly to employee of Nanobiotix and affiliates)

Statement of reasons

In the context of the mechanisms for retaining employees and executive officers who contribute, including collectively, to the Company's results and in order to incentive them by participating in its future results, submission to the renewal of authorization granted by the Shareholders' Meeting of May 19, 2025 to allow the possibility to award options or new or existing free shares up to a cap for the benefit of employees and executive board members of the Company and related affiliate.

Thirty-second resolution

Authorization for the executive board to grant options for subscription or purchase of Company' shares

This authorizations would allow the executive board – subject to a prior approval to be granted by the supervisory 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 1,800,000 option to subscribe or purchase Company shares.

The 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 and subsequent of the French Commercial Code and shall not be less than eighty percent (80%) 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' decision to grant the options

The purchase 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. 225-179 and subsequent of the French Commercial Code and shall not be lower than the average purchase price for the shares held by the Company in accordance with articles L. 225-208 and L. 22-10-62.

Thirty-third 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 1,800,000 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 issued 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.

Thirty-fourth 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 1,800,000 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 and 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,

Thirty-fifth resolution

Overall limits on the amount of issues carried out pursuant to the Forty-first resolution, the Forty-second resolution and the Forty-third 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 above-mentioned may not exceed 1,800,000 shares)

Resolution 36 and 37 dedicated to the amendment of the bylaws

Statement of reasons

- Resolution 36: harmonization of article 22 of the Nanobiotix's Bylaws with French decree n° 2026-94 of February 13, 2026
- Resolution 37: to incorporate into the by-law of Nanobiotix a requirement to report from shareholders to Nanobiotix when crossing percentage of ownership or voting rights equal to or more than 2.5% (or of a multiple thereof). This report is in addition to existing legal requirements and would allow the company to have within a timely manner a more detailed picture of shareholders' movement. Subject to the request made at a shareholders' meeting by a shareholder or a group of shareholders representing at least 3% of the share capital or voting rights, failure to disclose when crossing this 2.5% (or of a multiple thereof) threshold may deprive shareholder in question of the voting right attached to any shares in excess of this threshold

Thirty-sixth resolution

Modification of article 22 of the Nanobiotix's Bylaws so as to comply with the new 2026 legal and regulatory provisions (a) by deleting the need of a prior approval of registered shareholders for the purpose of sending a notice of meeting file electronically and (b) by replacing the record date from 2 to 5 business days preceding the date of each shareholders meeting.

Thirty-seventh resolution

Modification of article 8 of the Nanobiotix's Bylaws for inserting a statutory threshold report such as, beyond the legal threshold report applicable pursuant to the article L. 225-7 of French Commercial Code, any shareholder when crossing percentage of ownership or voting rights equal to or more than 2.5% (or of a multiple thereof) shall report to Nanobiotix all information listed in the paragraph I of article L. 225-7 of French Commercial Code. In case of a request received at a shareholders' meeting from a shareholder or a group of shareholders representing at least 3% of the share capital or voting rights, failure to disclose when crossing this 2.5% (or of a multiple thereof) threshold may deprive the defaulting shareholder in question of the voting right attached to any shares in excess of the fraction that should have been declared at any general shareholders' meeting that is held until the expiration of the two-year time period following the regularization of the declaration.

Resolution 38

Statement of reason to not adopt this resolution 38:
Since this resolution does not fall within the scope of the profit-sharing policy implemented by the Company, the executive board recommends to shareholders of Nanobiotix to not adopt it.

Thirty-eighth 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.)

Questions & Answers on Voting Procedures for the Combined Shareholders' Meeting of June 9, 2026

Nanobiotix S.A.

What does a Nanobiotix ADR represent?
Each ADR represents a certain number of American Depositary Shares ("ADSs"). Each ADS represents one (1) ordinary share (the "Shares"), nominal value €0.03 per share, of Nanobiotix S.A. (the "Company").

When and where is the Combined Shareholders' Meeting (the "Meeting")?
The Meeting will take place on on June 9, 2026 at 2:00 P.M. (CET) at Hôtel Napoléon, salon Friedland, 40 avenue de Friedland, 75008 Paris, France.

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.

Who may vote at the Meeting?
If you are a holder of record of the Company's ADSs on May 4, 2026 and at 6:01 P.M. (New York City time) on June 2, 2026, you may vote on the issues set forth in the posted Notice of Meeting from the Company. Please note that in order to vote you will need to deliver a completed and signed Voting Instructions Card, to Citibank, N.A. at the address noted on the enclosed envelope. See next Q & A for more detailed information on the voting process.

How does a Holder of ADSs vote?
A Holder of ADSs votes by either completing a Voting Instructions Card or by attending the Meeting in person.

<u>If you wish to attend the Meeting in person</u>:
If you wish to attend the Meeting in person, you must cancel your ADSs and become a direct and registered shareholder on the Company's Register of Shareholders before June 2, 2026 (in France) (the "French Record Date"). You must also contact the Company to give notice of attendance. You can contact Citibank, N.A. - ADR Shareholder Services at 1-877-248-4237 to cancel your ADSs.

<u>If you wish to vote your ADSs by proxy:</u>
As an ADS Holder you can vote by completing the enclosed Voting Instructions Card, signing it and returning it to the Depositary in the envelope provided herewith by 10:00 A.M. (New York City time) on June 2, 2026. If you hold your ADSs through a custodian, broker or other agent, you may receive additional instructions from such agent.

Registered Holders:
If you are not holding ADSs through a broker, custodian or other agent, you must complete, sign and return your Voting Instructions Card to the Depositary by 10:00 A.M (New York City time) on June 2, 2026. Please note that you need to be an owner of ADSs as of the ADS Record Date and as of the French Record Date for your voting instructions to count.

DTC Holders:
If you are holding ADSs through a broker, custodian or other agent, you must timely instruct the applicable broker, custodian or agent to provide voting instructions to the Depositary and to confirm your continued ownership of the ADSs as of the French Record Date. Please note that you need to be an owner of ADSs as of the ADS Record Date and as of the French Record Date for your voting instructions to count.

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 Depositary by the ADS Voting Deadline, (c) instruct the Depositary 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 Depositary to request that the Custodian deposit the requisite attendance certificate with the Company. The delivery of voting instructions by an ADS Holder to the Depositary shall be deemed instructions to request delivery of the voting form and the attendance certificate.

May voting instructions be withdrawn?
Yes, voting instructions may be withdrawn at any time prior to 10:00 A.M. (New York City time) on June 2, 2026. In order to be effective, a notice of withdrawal of voting instructions must be timely received by Citibank, N.A., by 10:00 A.M. (New York City time) on June 2, 2026.

What happens if I sell my ADSs before the French Record Date?
If you sell, transfer or cancel your ADSs before the French Record Date and the Depositary cannot confirm your continued ownership of ADSs as of the French Record Date, any voting instructions you or your custodian or broker may have delivered to the Depositary will be invalidated.

ALL ISSUES RELATED TO THE FORM AND VALIDITY OF ANY NOTICES, DIRECTIONS OR INSTRUCTIONS WILL BE DETERMINED BY CITIBANK, N.A, AS DEPOSITARY, IN ITS SOLE DISCRETION, WHOSE DETERMINATION SHALL BE FINAL AND BINDING.