

## Agenda

### **I. Order of the day for the jurisdiction of the ordinary general meeting**

- Reading of the management report of the Board of Directors and presentation by the Board of Directors of the accounts and operations for the year ended 31 December 2018
- Reading of the general report of the external auditor on the exercise of its mission during the financial year ended 31 December 2018
- Reading of the special report of the external auditor on the conventions referred to in articles L. 225-38 and following of the French Commercial Code
- Approval of the social accounts for the 2018 financial year (**Resolution No. 1**)
- Approval of the consolidated financial statements for the 2018 financial year (**resolution No. 2**)
- Appropriation of profit for the 2018 financial year (**Resolution No. 3**)
- Review of the agreements referred to in articles L. 225-38 and following of the French Commercial Code (**Resolution No. 4**)
- Discharge to the Board of Directors (**Resolution No. 5**)
- Authorisation to buy back the Company's own shares (**Resolution No. 6**)
- Determination of Director's attendance fees to be allocated to the members of the Board of Directors (**Resolution No.7**)
- Powers for formalities (**Resolution No. 8**)

### **II. Order of the day for the jurisdiction of the extraordinary general meeting**

- Reading of the report of the Board of Directors at the extraordinary general meeting
- Reading of the special reports of the external auditor
- Delegation of authority granted to the Board of Directors to issue ordinary shares of the company and/or securities giving access to the capital of the company, with cancellation of the preferential subscription right of the shareholders for the benefit of a class of persons (**Resolution No.9**)
- Delegation of authority to consent to the Board of Directors to issue common shares and/or securities giving immediate and/or future access to the capital of the company, with the deletion of

the preferential right of subscription of shareholders, in the context of an offer for the benefit of, inter alia, qualified investors or a small circle of investors, as referred to in article L. 411-2 of the monetary and financial code (**Resolution No. 10**)

- Delegation of authority to the Board of Directors for the purpose of issuing common shares of the company and/or securities giving access to the capital of the company, with maintenance of the preferential subscription right (**Resolution No. ° 11**)
- Authorisation given to the Board of Directors in the event of a capital increase, with or without deletion of the preferential subscription rights of shareholders, to increase the number of securities to be issued (**Resolution No. 12**)
- Overall limitation of delegations (**Resolution No. 13**)
- Delegation of authority to the Board of Directors to issue common shares and/or securities giving access to the capital of the company for the benefit of members of a business savings plan (**Resolution No. 14**)
- Powers for formalities (**Resolution n ° 15**)

## Text of resolutions

### Subject to the jurisdiction of the ordinary general meeting:

#### **First resolution** (*approval of the parent company financial statements for the 2018 financial year*)

The general meeting, acting under the quorum and majority requirements for ordinary general meetings, after having read (i) the management report of the Board of Directors for the financial year 2018, (ii) the report of the Executive Board to the General Assembly and (iii) of the General report of External Auditor on the social accounts for the year ended 31 December 2018, **approves the** transactions that are reflected in the annual accounts or summarised in these reports, as well as the social accounts for the year ended 31 December 2018 as presented by the Board of Directors and which show a net accounting loss of (5,906,468) euros.

The general meeting acknowledges that no expenditure referred to in articles 39-4 and 39-5 of the general tax code was recorded during the financial year.

#### **Second resolution** (*approval of the consolidated financial statements for the 2018 financial year*)

The general meeting, acting under the quorum and majority requirements for ordinary general meetings, after having read (i) the management report of the Board of Directors for the financial year 2018, (ii) the report of the Executive Board to the General Assembly and (iii) of the General report of External Auditor on the consolidated financial statements for the year ended 31 December 2018, **approves** transactions that are recorder in the consolidated accounts or summarised in these reports, as well as the said consolidated accounts for the year ended 31 December 2018, as presented by the Board of Directors, and which show a loss of (4,738,000) euros.

#### **Third resolution** (*appropriation of the result for the 2018 financial year*)

The general meeting, acting under the conditions quorum and majority requirements for ordinary general meetings, after having taken note of (i) the report of the Executive Board to the general meeting and (ii) the General report of the external auditor, **decides** to allocate the net carrying loss of (5,906,468) euros for the year ended 31 December 2018 to the account again, which now amounts to a debit amount of (40.650.961) and **decides** not to distribute a dividend in respect of the said financial year.

The General Meeting acknowledges that it has not distributed dividends for the last three years.

**Fourth resolution** (*review of the conventions referred to in articles L. 225-38 et seq. of the commercial code*) The General Assembly, acting under the terms of quorum and majority required for ordinary general meetings, after having taken note of the statutory auditor's special report on the conventions under articles L. 225-38 et seq. of the commercial code, **approves** and/or **ratifies** the conclusions of that report and the conventions referred to therein by applying the provisions of articles l. 225-38 and l. 225-42 of the commercial code.

#### **Fifth resolution** (*discharge to the Board of Directors*)

The general meeting, acting under the quorum and majority requirements for ordinary general meetings, **gives** accordingly, complete and unqualified discharge to the Board of Directors of the Corporation.

#### **Sixth resolution** (*authorisation for the company to repurchase its own shares*)

The general meeting, acting under the quorum and majority requirements for ordinary general meetings, after having read the report of the Board of Directors, **authorises** the Board, with the option of sub-delegation, under the conditions laid down in articles L. 225-209 and following of the commercial code, to purchase shares of the company in the context of the implementation of a share buyback program.

The Assembly decides that:

- the maximum purchase price (excluding costs) per share is set at EUR 8.10;
- the maximum amount of funds for the implementation of this stock purchase program may not exceed EUR 100,000.

The Assembly delegates to the governing body, with the option of sub-delegation under the conditions laid down in article L. 225-209 of the commercial code, in the event of a change in the nominal share, a capital increase by incorporation of reserves, of free allocation of shares, division or consolidation of securities, distribution of reserves or any other assets, amortisation of capital or any other transaction relating to equity, the power to adjust the above-mentioned purchase price to take into account the impact of these transactions on the value of the share.

The Assembly decides that the purchases of shares of the company may relate to a number of shares such as:

- the maximum number of shares which may be purchased under this authorisation may not exceed 10% of the total number of shares comprising the share capital of the company and, as regards the acquisitions carried out for the purpose of their conservation and surrender subsequent payment or exchange in connection with a merger, demerger or contribution transaction, 5% of the total number of shares comprising the share capital of the company, being specified that (i) these limits apply to an amount of the company's share capital which shall, where appropriate, be adjusted to take into account transactions affecting the share capital subsequent to this meeting and (ii) where the shares are redeemed to promote liquidity under the conditions laid down in the general regulation of the authority of the financial markets, the number of shares taken into account for the calculation of the 10% limit mentioned above corresponds to the number of shares purchased, less the number of shares resold during the period of the authorisation; and
- the acquisitions made by the company may not in any way cause it to hold, at any time whatsoever, directly or indirectly, more than 10% of its share capital.

This authorisation is intended to enable the company to pursue the following objectives, in compliance with the applicable laws and regulations:

- (i) retain the shares of the company that have been purchased and subsequently return them to the Exchange or payment in the course of any external growth transactions, within the framework of the stock market regulations;
- (ii) to remit shares in the exercise of rights attached to securities giving access to the capital of the company;
- (iii) allocate shares to employees or corporate officers of the company and its subsidiaries under the conditions and in accordance with the provisions of the law, including the allocation of free shares, participation in the benefits of the expansion of the company, the stock option plan or through a business savings plan;
- (iv) ensure liquidity and facilitate the secondary market of the securities of the company, this animation being carried out by an investment service provider acting under a liquidity contract in accordance with the code of ethics recognised by the AMF;
- (v) annul all or part of the redeemed securities, to the extent of the adoption of the eighth resolution below; and
- (vi) carry out any other purpose authorised or which would be authorised by law or recognised or which would be recognised as a market practice by the AMF; in such a case, the company would inform its shareholders by way of a communication.

The Assembly decides that such transactions of purchase, transfer, exchange or transfer may be effected by any means, i.e. on the regulated market, on a multilateral trading system, through a systematic internaliser or including by acquisition or divestiture of blocks, or through the use of financial instruments, including derivative financial instruments traded on a regulated market or on a multilateral trading system, through a systematic or over-the-counter internaliser or through the use of vouchers, under the conditions permitted by the laws and regulations in force on the date of the transactions considered and at the time that the Board of Directors of the company or the person acting on the delegation of the Board of Directors

will appreciate. The maximum share of the social capital acquired or transferred in the form of blocks of securities will be able to reach the limit of the entire program.

The Assembly decides that such operations may be carried out at any time, in compliance with the regulations in force, including in the period of public offer initiated by the company or for the securities thereof, subject to the legal provisions and regulations applicable to such matters.

In addition, the Assembly confers all powers on the governing body, with the option of sub-delegation under the conditions laid down in article L. 225-209 of the commercial code, to decide and carry out the implementation of this authorisation, to clarify, if necessary, the terms and in particular to pass all orders on the stock exchange or out-of-market, assign or reassign the acquired shares to the different objectives pursued under the applicable legislative and regulatory conditions, conclude all agreements in particular with regard to the maintenance of the records of purchases and sales of shares, to carry out all formalities and declarations with all agencies, in particular the AMF, and in general, to do whatever is necessary for the purposes of operations carried out pursuant to this authorisation.

The Assembly also confers all powers on the Board of Directors, if the law or the authority of the financial markets were to extend or complement the authorised objectives for the share buyback programs, to bring to the public's knowledge, under the applicable legal and regulatory conditions, any changes to the program concerning the modified objectives.

This authorisation shall be given for a period of eighteen months from this meeting.

***Seventh resolution*** (*determination of directors' fees to be allocated to members of the Board of Directors*) The general meeting, acting under the conditions of quorum and majority of ordinary general meetings, after deliberating and taking note of the report of the Board of Directors, **decides** to allocate, as attendance fees, to the members of the Board of Directors, a maximum total amount for the year 2018 equal to £200,000 of Eur 240,000, whichever is the higher on the basis of the exchange rate applicable as at 19 June 2019.

The General Assembly shall give the Board of Directors the power to allocate all or part of this amount between its members in accordance with the terms and conditions it determines.

***Eighth resolution*** (*Powers for formalities.*) The general meeting gives full powers to the bearer of a copy, a copy or an excerpt of the minutes of these presents in order to complete the legal formalities.

**Under the jurisdiction of the extraordinary general meeting:**

***Ninth resolution*** (*delegation of authority granted to the Board of Directors to issue ordinary shares of the company and/or securities giving access to the capital of the company, with the cancellation of the preferential right of subscription of shareholders for the benefit of a class of persons*)

The general meeting, acting under the quorum and majority requirements for extraordinary general meetings, after having read the report of the Board of Directors and the special report of the external auditor, conforming to articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-138, L. 228-91 et seq. of the commercial code:

1. Delegates to the Board of Directors, with the option of sub-delegation, the power to decide on the issue, without preferential subscription rights, on one or more occasions, in the proportions and at the times it determines, both in France and abroad, ordinary shares or any other securities giving access to the capital of the company, such transferable securities issuable in euros, in foreign currency or in any monetary units established by reference to several currencies, those shares conferring the same rights as the previous shares, subject to their date of enjoyment;

2. Decides that the Board of Directors shall determine the rights of the shares and/or securities giving access to the capital of the company; on the other hand, it decides that any issuance of preference shares and securities giving access to preference shares is expressly excluded;

3. Decides that the nominal amount of the capital increases that may be carried out, immediately or in the future, by virtue of this delegation may not exceed an aggregate nominal amount of 1,900,000 euros, or its equivalent in foreign currency, it being specified that this amount will be deducted from the overall nominal limit of 2,500,000 euros provided for in the thirteenth resolution and that this amount does not take into account any adjustments that may be made in accordance with applicable laws and regulations and, where applicable, to contractual stipulations providing for other cases of adjustment, to preserve the rights of holders of securities or other rights giving access to the capital;

4. Decides to cancel the preferential subscription rights of shareholders to the securities covered by this resolution and to reserve the right to subscribe them to industrial or commercial companies in the health/pharmaceutical sector/ biotechnological or fund managers of collective savings under French or foreign law investing, directly or indirectly, through a French or foreign financial intermediary, in the health/pharmaceutical/ biotechnology or individuals with a significant net worth (at least EUR 500,000), investing directly or indirectly through any legal entity and/or a French or foreign financial intermediary, and having experience in the health/pharmaceutical/biotechnology sector;

5. Notes that if subscriptions have not absorbed all of an issue of shares or securities, the Board of Directors may limit the amount of the operation to the amount of the subscriptions received;

6. Acknowledges that this delegation automatically entails, for the benefit of the holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, shareholders' waiver of their preferential subscription right to the shares or securities giving access to the capital to which these securities entitle immediately or in the future;

7. Decides that the issue price of the shares issued under this delegation shall be at least equal to the weighted average of the quoted prices of the shares chosen from a period of between five and thirty consecutive trading sessions among the last thirty trading sessions preceding the fixing of the issue price with a maximum permitted discount of 20%, after correction, if applicable, of this amount to take account of the difference on the date of possession;

8. Resolves that the issue price of the securities giving access to the capital shall be such that the amount received immediately by the Company plus, where applicable, the amount that may subsequently be collected by it, that is, for each share issued in consequence of the issue of these other securities, at least equal to the issue price defined in the above paragraph;

9. Decides that the Board of directors shall have all powers to implement this delegation of authority and, in particular, to the effect of:

- decide on the issue of securities, determine the terms and conditions of the transactions, determine the form and characteristics of the securities to be issued and set the conditions of subscription, the terms of their release, their date of entitlement (with a possible date of enjoyment retroactive), the manner in which the securities issued on the basis of this delegation will give access to common shares of the Company;
- determine the list of the beneficiary or beneficiaries of the cancellation of the preferential subscription right within the categories defined in paragraph 4 of this resolution and the number of shares or securities allocated to each of them;
- apply the amount of costs related to these capital increases to the share premium account, if deemed appropriate, deduct from it the sums necessary to increase the legal reserve to one-tenth of the new share capital after each issue;
- record the completion of the share capital increase, amend the Articles of Association and carry out, directly or by proxy, all transactions and formalities related to the share capital increases carried out pursuant to this authorisation;

In addition, the Board of Directors may generally take all the necessary measures and conclude all agreements to achieve the successful completion of the proposed issue, to carry out all the formalities required for the admission of the shares issued on the Euronext Growth Paris market or any other market;

10. Acknowledges that, should the Board of Directors use the delegation of authority conferred upon it in this resolution, the Board of Directors will report to the following ordinary general meeting in accordance with the law and applicable regulations, the use made of the authorisations conferred in this resolution; and

11. The delegation thus conferred on the Board of Directors is valid for a period of 18 months from this meeting

**Tenth resolution** (*delegation of authority to consent to the Board of Directors to issue common shares and/or transferable securities giving immediate and/or future access to the company's capital, with cancellation of the preferential subscription right of shareholders, in the context of an offer for the benefit of, inter alia, qualified investors or a small circle of investors, as referred to in article L. 411-2 of the monetary code and the General Meeting, acting under the conditions of quorum and majority required for the assemblies of the extraordinary circumstances, after having been made aware of the report of the Board of directors and the special report of the external auditor, in accordance with articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-138, L. 228-91 et seq. of the commercial code:*

1. Delegates to the Board of Directors, with the option of sub-delegation, the power to decide the issue, by an offer referred to in article L. 411-2 II of the monetary and financial code, on one or more occasions, in the proportions and at times that it determines, both in France and abroad, common shares or any other securities giving access to the capital of the company, to subscribe in cash, such shares conferring the same rights as the previous shares, subject to their date of possession;

2. Decides that the Board of Directors shall determine the rights of the shares and/or securities giving access to the capital of the company; on the other hand, it decides that any issue of preference shares and securities giving access to preference shares is expressly excluded;

3. Decides that the maximum nominal amount of capital increases that may be realised, immediately or in the future, under this delegation may not exceed an aggregate nominal amount of €375,000, it being specified that this amount will be charged to the overall nominal ceiling of €2,500,000 provided for in the thirteenth resolution of this meeting and that this amount does not take into account any adjustments that may be made in accordance with the applicable laws and regulations and, where applicable, the contractual provisions providing for other cases of adjustment, to preserve the rights of the holders of securities or other rights giving access to the capital, being specified in any event that issues of equity securities made exclusively by an offer referred to in section II of the article L.411-2 of the French Monetary and Financial Code and this pursuant to this delegation will not be limited by the regulations applicable on the day of the issue (for indicative purposes, to date the issue of equity securities carried out by an offer referred to in II of Article L.411-2 of the French Monetary Code and financial limit is limited to 20% of the capital per year);

4. Decides to abolish the preferential subscription rights of shareholders to the securities to be issued by the company under this delegation of authority;

5. Acknowledges that if the subscriptions have not absorbed the entire issue of shares or securities, the Board of Directors may limit the amount of the transaction to the amount of subscriptions received;

6. Acknowledges that this delegation automatically entails, for the benefit of the holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, shareholders' waiver of their preferential subscription right to the shares or securities giving access to the Company the capital to which these securities give right immediately or in the future;

7. Decides that the issue price of shares issued pursuant to this delegation shall be at least equal to the weighted average of the quoted prices of the shares chosen from a period of between five and thirty consecutive meetings among the last thirty trading sessions preceding the fixing of the price of the issue with a maximum discount of 20%, after correction, if applicable, of this amount to take account of the difference in the date of possession;

8. Resolves that the issue price of the securities giving access to the capital shall be such that the amount received immediately by the Company plus, where applicable, the amount that may subsequently be

collected by it, that is, for each share issued in consequence of the issue of these other securities, at least equal to the issue price defined in the above paragraph;

9. Decides that the Board of Directors will have full powers to implement this delegation of authority, in particular to:

- decide on the issue of securities, determine the terms and conditions of the transactions, determine the form and characteristics of the securities to be issued and set the conditions of subscription, the terms of their release, their date of entitlement (with a possible date of enjoyment retroactive), the manner in which the securities issued on the basis of this delegation will give access to common shares of the Company;
- determine the list of the beneficiary or beneficiaries of the cancellation of the preferential subscription right within the categories defined in paragraph 4 of this resolution and the number of shares or securities allocated to each of them;
- apply the amount of costs related to these capital increases to the share premium account, if deemed appropriate, deduct from it the sums necessary to increase the legal reserve to one-tenth of the new share capital after each issue;
- record the completion of the share capital increase, amend the Articles of Association and carry out, directly or by proxy, all transactions and formalities related to the share capital increases carried out pursuant to this authorisation;

In addition, the Board of Directors may generally take all the necessary measures and conclude all agreements to achieve the successful completion of the proposed issue, to carry out all the formalities required for the admission of the shares issued on the Euronext Growth Paris market or any other market;

10. Acknowledges that, should the Board of Directors use the delegation of authority conferred upon it in this resolution, the Board of Directors will report to the following ordinary general meeting in accordance with the law and applicable regulations, the use made of the authorisations conferred in this resolution; and

11. The delegation thus conferred on the Board of Directors is valid for a period of 18 months from this meeting.

***Eleventh resolution*** (*Delegation of authority to the Board of Directors to issue ordinary shares of the Company and / or securities giving access to the capital of the Company, with preferential subscription rights maintained*) - The general meeting, acting under the conditions of quorum and majority required for extraordinary general meetings, after deliberation and knowledge of the report of the Board of Directors and the special report of the External Auditor:

1. Delegates to the Board of Directors, with the option of sub-delegation, jurisdiction to decide the issue, with maintenance of the preferential right of subscription, once or several times, in the proportions and at such times as it will decide, both in France and overseas, shares or any other securities giving access to the capital of the company, subscribed in cash, such actions conferring the same rights as previous shares, subject to their date of possession;

2. Decides that the Board of Directors will set shares and/or securities rights giving access to the capital of the company; however it decides to expressly exclude any issue of preference shares and securities giving access to preference shares;

3. Decides that the nominal amount of the capital increases that may be carried out, immediately or in the future, under this delegation of authority may not exceed a total nominal amount of € 375,000, it being specified that this amount will be charged to the overall nominal limit of 2,500,000 euros provided for in the thirteenth resolution of this meeting and that this amount does not take into account any adjustments that may be made in accordance with the applicable laws and regulations and, as the case may be, contractual stipulations providing for other cases of adjustment, to preserve the rights of holders of securities or other rights giving access to capital;



4. Note that this delegation carries full right to the benefit of the holders of securities issued on the basis of this resolution and giving access to the capital of the company waiver of shareholders to their preferential subscription right to the shares or securities giving access to the capital that these securities entitle immediately or at term;

5. Decides that the issue price of the shares issued pursuant to this delegation will be at least equal to the weighted average of the quoted share prices of the share chosen from a period comprising between five and thirty consecutive trading sessions among the last thirty trading days preceding the fixing of the price of the issue reduced by a maximum discount of 20%, after adjustment if necessary, of this amount to take account of the difference of date of possession;

6. Decides that shareholders may exercise their preferential subscription right under the conditions provided by law, on an irreducible basis. In addition, the Board of Directors shall have the right to give shareholders the right to subscribe on a reducible basis a number of securities higher than they could subscribe to hold, in proportion to the rights of subscription available to them and, in any case, within the limits of their application; If subscriptions on an irreducible basis and, if necessary, on a reducible basis, have not absorbed all of an issue of such shares as defined above, the Board of Directors may use, to the extent that it deems appropriate, one or other methods offered by article L. 225 - 134 of the Commercial Code;

7. Decides that the governing body shall have all powers, with the option of sub-delegation under the conditions laid down by law, to implement this delegation of authority, in particular with regard to:

- decide the issuance of securities, set the terms and conditions of operations, determine the form and the characteristics of the Securities issue and set the subscription terms, the terms of their release, their date of possession (with a permitted date of retroactive possession), the terms by which the securities issued on the basis of this delegation will give access to common shares of the company;
- charge on the "share premium" account the amount of costs related to these capital increases and take, if they think fit, the sums necessary to carry the legal reserve to a tenth of the new capital after every show;
- ensure the achievement of the capital increase, proceed to the consequential amendment of the articles of association and perform, directly or by proxy, all operations and formalities related to the share capital increases carried out in application of this authorisation;

In addition, the Board of Directors may take all normal useful steps and conclude all agreements to achieve the completion of the proposed share issue, conduct all formalities required for admission of issued shares at the negotiations on the Euronext Growth Paris market or any other market;

8. Acknowledges that, assuming that the governing body is to use the delegation of authority conferred on it in this resolution, it shall report to the first ordinary general meeting, which is subsequently convened the implementation of the said delegation of competence, in accordance with the law and the regulations, of the use made of that delegation.

9. This delegation of authority shall be given for a period of 26 months from this meeting.

***Twelfth resolution*** (authorisation given to the Board of Directors in the event of a capital increase, with or without deletion of the preferential subscription rights of shareholders, to increase the number of securities to be issued) The general meeting, acting under the conditions of quorum and majority of the extraordinary general meetings, after having deliberated and taken note of the report of the Board of Directors and the special report of the External Auditor, in accordance with the provisions of article L .225-135-1 of the French Commercial Code:

1. Authorises the Board of Directors, with the option of sub-delegation, to increase the number of securities to be issued for each of the issues with or without preferential subscription rights decided under the ninth, tenth and eleventh resolutions of this meeting, in the thirty days of the closing of the subscription up to a limit of 15% of the initial issue and at the same price as that used for the initial issue; and

2. Decides that the maximum nominal amount of the capital increases that may be met under the above-the total nominal amount of the capital increase fixed by the thirteenth resolution of this Assembly.

The authorisation granted to the Board of directors under the present resolution is valid for a period of 18 months from the date of this Assembly.

**Thirteenth resolution** (*Global limit of delegations.*) - The general meeting, voting under the conditions of quorum and majority of extraordinary general meetings, after having deliberated, decides that the total amount of the share capital increases that may be carried out immediately and / or under ninth to twelfth resolutions of this General Meeting, may not exceed an overall nominal amount of €2,500,000, it being specified that this overall amount does not take into account any adjustments that may be made in accordance with the legal and regulatory provisions. applicable, and where applicable, contractual stipulations providing for other cases of adjustment, to preserve the rights of holders of securities or other rights giving access to the capital.

**Fourteenth resolution** (*Delegation of authority to the Board of Directors to issue ordinary shares and / or securities giving access to the capital of the Company for the benefit of members of a company savings plan*) - The general meeting, acting under the conditions of quorum and majority of the extraordinary general meetings, after deliberation and knowledge taken of the report of the Board of Directors and the special report of the External Auditor, within the framework of the provisions of articles L.3332-18 and following of the Labor Code and Article L.225-138-1 of the French Commercial Code and in accordance with Article L.225-129-6 of the same Code:

1. Delegates to the Board of Directors all powers to increase, on one or more occasions, in the proportions and at the times that it determines, the share capital of the Company of a maximum nominal amount of 2,600 euros , by issuing shares or other securities giving access to the capital of the Company, reserved for members of a company savings plan of the Company and of French or foreign companies related to it in the conditions of Article L.225-180 of the Commercial Code and Article L.3344-1 of the Labor Code;

2. Decides that the subscription price of the new shares will be set by the Board of Directors in accordance with the provisions of Article L.3332-20 of the French Labor Code, it being understood that the subscription price may include a discount in relation to the value of the shares determined by the Board of Directors, respectively 20% and 30% depending on whether the securities subscribed, directly or indirectly, correspond to assets whose duration of unavailability, stipulated by the savings plan considered, is less than 10 years or greater than or equal to 10 years;

3. The Board of Directors may also decide to substitute all or part of the discount by the free allocation of shares or other securities giving access to the capital of the Company, existing or to be issued, the total benefit resulting from this allocation and, if applicable, the discount mentioned above, which may not exceed the total benefit that would have been received by the members of the savings plan if this difference had been 20% or 30% when the duration of unavailability provided for in the plan pursuant to Articles L.3332-25 et seq. of the Labor Code is greater than or equal to 10 years;

4. Decides, pursuant to Article L.3332-21 of the Labor Code, that the Board of Directors may also decide to grant, free of charge, shares to be issued or already issued or other securities giving access to the capital of the Company to be issued or already issued, in respect of the contribution, provided that the consideration of their pecuniary value, evaluated at the subscription price, has the effect of exceeding the limits provided for Articles L. 3332-10 et seq. of the Labor Code;

5. Decides to delete the preferential subscription rights of shareholders in the new shares or other securities giving access to the capital and securities which will be entitled to the securities implemented by the present resolution for the purposes of a plan of company;

6. Decides that the characteristics of the other securities giving access to the capital of the Company will be determined by the Board of Directors under the conditions set by the regulations;

7. Decides that the Board of Directors shall have full powers, with the option of delegating or subdelegating, in accordance with the legal and regulatory provisions, to implement this resolution and in

particular to fix the terms and conditions of the transactions and to set the dates and the terms and conditions of the issues that will be carried out pursuant to this authorisation, set the opening and closing dates of the subscriptions, the dates of enjoyment of the securities issued, the terms of release of the shares and other securities giving access to the capital of the Company, grant time limits for the release of the shares and, as the case may be, other securities giving access to the Company's share capital, request the listing on the stock market of securities created wherever it may advise, record the completion of the capital increases to the extent of the amount of shares that will actually be subscribed, perform, directly or by all transactions and formalities relating to increases in the share capital and at its sole decision and, if it deems it appropriate, charge the costs of the capital increases to the amount of the premiums relating to these increases and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each increase; and

8. The delegation to the Board of directors shall be valid for a period of 18 months from the date of this Assembly.

***Fifteenth resolution*** (*Powers for formalities.*) The general meeting gives full powers to the bearer of a copy, a copy or an excerpt of the minutes of these presents for the purpose of carrying out the legal formalities.

## **Terms of participation at the General Meeting**

Terms of participation and voting at the general meeting. Any shareholder, regardless of the number of shares he / she owns, has the right to attend the meeting, either by attending personally, by being represented or by voting by mail.

In accordance with Article R.225-85 of the French Commercial Code, only shareholders entitled to such status by the registration of the securities in their name or on behalf of the intermediary will be admitted to attend the meeting. registered on their behalf, on the second working day preceding the meeting at midnight (Paris time), either in the registered share accounts of the company kept by the proxy holder for the Company, the CM-CIC Market Solutions, or in the bearer share accounts held by an authorised intermediary holder of their securities accounts.

The registration or the accounting registration of the securities in the bearer share accounts kept by the authorised intermediary must be evidenced by a certificate of participation issued by the intermediary, which must be attached to the postal voting or proxy form. Any shareholder wishing to vote by proxy or by mail may request from the Company at least six days before the date of the meeting, the single postal or proxy voting form provided for in Article R. 225-76 of the French Commercial Code at the following email address: [investor.relations@novacyt.com](mailto:investor.relations@novacyt.com).

This form, duly completed and signed, must then be returned to the Company where it must be sent at least three days before the meeting. In accordance with the provisions of article R.225-79 of the French Commercial Code, the proxy given by a shareholder to be represented at the meeting is signed by the latter, if necessary by a secure electronic signature process within the meaning of the decree ND 2001-272 of March 30th, 2001, and indicates his name, first name and residence. The notification to the Company of the appointment of an agent may be sent electronically in the following manner: the registered shareholder must send an attachment of an e-mail, to the address [investor.relations@novacyt.com](mailto:investor.relations@novacyt.com) , a scanned copy of the proxy voting form signed specifying his name, first name and address and the surname, first name and address of the appointed representative. For bearer shareholders, the form must be accompanied by a certificate of participation issued by the securities depository intermediary. The shareholder may revoke his mandate, it being specified that the revocation must be made in the same form as that required for the appointment of the proxy (in writing or electronically) and communicated to the Company. The mandate or the postal vote given for the meeting is valid for any successive meetings that would be convened with the same agenda. In addition, any shareholder who has already voted by correspondence or sent a proxy, will no longer be able to choose another method of participation in the meeting. There is no provision for voting or participation by videoconference or by means of telecommunication for this meeting and, therefore, no site referred to in Article R.225-61 of the French Commercial Code will be created to this end.

Registration of points and draft resolutions on the agenda. - Requests for the inclusion of items or draft resolutions on the agenda by shareholders fulfilling the conditions provided for by Article R.225-71 of the French Commercial Code must be sent by registered letter with acknowledgment of receipt request at the following address NOVACYT, 13 Avenue Morane Saulnier, 78140 VELIZY VILLACOUBLAY, or by email at the following address: [investor.relations@novacyt.com](mailto:investor.relations@novacyt.com), no later than the 25th day (calendar) preceding the date of the general meeting, without being able to be sent more than 20 calendar days after the date of this notice, in accordance with article R.225-73 of the French Commercial Code. Requests for the registration of items or draft resolutions must be accompanied by a certificate of registration in an account, and for draft resolutions, the text of the draft resolutions and, where appropriate, a brief statement of reasons. The examination of the point or the resolution is subject to the transmission, by the authors of the request, of a new certificate justifying the accounting registration of the securities in the same accounts on the second business day preceding the meeting.

Each shareholder has the option to address to the Board of Directors, which will answer in session, the written questions of their choice. Questions must be sent by registered letter with acknowledgment of receipt request at the following address: NOVACYT, 13 Avenue Morane Saulnier, 78140 VELIZY VILLACOUBLAY or by email at the following address [investor.relations@novacyt.com](mailto:investor.relations@novacyt.com). They are accompanied by a certificate of registration either in the registered share accounts kept for the Company by its agent, the CM-CIC Securities, or in the bearer share accounts held by an authorised intermediary.

This mailing must be done no later than the fourth business day preceding the date of the general meeting.

Right of communication of the shareholders. - The documents to be communicated to the general meeting will be made available to the shareholders at the registered office of the Company. Shareholders may also request communication by email to the following address [investor.relations@novacyt.com](mailto:investor.relations@novacyt.com), within the statutory deadlines, the documents provided for by the legal and regulatory provisions.