

INVENTIVA

Société anonyme à conseil d'administration
Share capital: EUR 222,572. 77
located: 50, rue de Dijon, 21121 Daix
537 530 255 RCS Dijon

AGENDA

Reading of the reports of the Board of Directors and of the Statutory Auditors;

Extraordinary resolutions

1. Delegation of authority to the Board of Directors to increase the share capital of the Company by issuance of ordinary shares or securities giving access to the share capital of the Company, immediately or in the future, with shareholders' preemptive subscription rights maintained;
2. Delegation of authority to the Board of Directors to increase the share capital of the Company by issuance of ordinary shares or securities giving access to the share capital of the Company, immediately or in the future, without shareholders' preemptive subscription rights, by way of public offerings;
3. Delegation of authority to the Board of Directors to increase the share capital of the Company by issuance of ordinary shares or securities giving access to the share capital of the Company, immediately or in the future, without shareholders' preemptive subscription rights, by way of private placements in accordance with Article L. 411-2 II of the French *Code monétaire et financier*;
4. Delegation of authority to the Board of Directors to set the issuance price on the capital increases by way of public offerings or private placements, without shareholders' preemptive rights, pursuant to the terms and conditions set by the General Shareholders' Meeting, and up to the limit of 10% of the share capital per year;
5. Delegation of authority to the Board of Directors to increase the share capital of the company by issuance of ordinary shares or securities giving access to the share capital of the Company, immediately or in the future, reserved for certain specific categories of beneficiaries, without shareholders' preemptive subscription rights;
6. Delegation of authority to the Board of Directors to increase the number of securities to be issued as part of share capital increases with or without shareholders' preemptive subscription rights;
7. Delegation of authority to the Board of Directors to increase the share capital of the Company by issuance of ordinary shares and securities giving access to the share capital of the Company, immediately or in the future, as part of a public exchange offer initiated by the Company;
8. Delegation of authority to the Board of Directors to increase the share capital of the Company by issuance of ordinary shares or securities giving access to the share capital of the Company, immediately or in the future, in consideration for contributions in kind up to a maximum of 10% of the share capital, excluding the case of a public exchange offer initiated by the Company;
9. Delegation of authority to the Board of Directors to increase the share capital of the Company by issuance of ordinary shares or securities giving access to the share capital of the Company immediately or in the future by the company reserved for members of a company savings plan to be set up by the Company under the conditions provided for in Article L.3332-18 et seq. of the French *Code de travail*, without shareholders' preferential subscription rights;

10. Delegation of authority to the Board of Directors to increase the share capital of the Company by incorporating reserves, profits or premiums;
11. Amendments to the maximum issuance limit applicable to the 26th, 27th, 28th and 29th resolutions of the General Shareholder's Meeting dated 28 May 2018; and

Ordinary resolution

12. Powers for carrying out legal formalities.

DRAFT RESOLUTIONS PROPOSED TO THE COMBINED GENERAL MEETING ON 18 JANUARY 2019

EXTRAORDINARY RESOLUTIONS

FIRST RESOLUTION (*Delegation of authority to the Board of Directors to increase the share capital of the Company by issuance of ordinary shares or securities giving access to the share capital of the Company, immediately or in the future, with shareholders' preemptive subscription rights maintained*)

The General Shareholders' Meeting, voting under the rules of quorum and majority required for Extraordinary General Shareholders' Meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' Special report and duly noting that the share capital has been fully paid up, and acting pursuant to the provisions of Articles L. 225-129 *et seq.* of the French *Code de commerce*, and in particular Articles L. 225-129-2, L. 225-132 to L. 225-134 and L. 228-91 *et seq.* of the French *Code de commerce*,

1. Delegates to the Board of Directors, with the right to subdelegate under the conditions provided by French law, the authority to proceed with, one or more issuances, in France and/or abroad, in euros in any other currency or currency units established by reference to several currencies, with maintenance of the shareholders' preemptive subscription rights, of ordinary shares of the Company and/or any securities giving access, immediately or in the future, to ordinary shares to be issued by the Company in the amount and at the times it deems appropriate.

2. Decides that the shareholders shall have, proportionally to the amount of their shares, preferential subscription rights over the ordinary shares and securities giving access to the share capital of the Company to be issued and that the Board of Directors may grant shareholders excess subscription rights for ordinary shares or securities issued, to be exercised in proportion to their subscription rights and within the limit of their requests.

If the subscriptions for excess shares and, as the case may be, for precise numbers of shares, do not absorb the entire issuance of shares or securities giving access to the share capital of the Company pursuant to this resolution, the Board of Directors may use the options provided by Article L. 225-134 of the French *Code de commerce*, in the order of its choice, or only some of them, and in particular the limitations of the issuance to the amount of subscriptions received, provided that such amount reaches at least three-quarters of the issuance decided upon, or decides to offer to the public all or part of the securities not subscribed.

3. Decides that the maximum nominal amount of the share capital increases that may be performed, immediately or in the future, pursuant to this resolution shall not exceed one hundred and eighty thousand euros (EUR 180,000), it being specified that the maximum nominal amount of the share capital increases that may be performed, immediately or in the future, pursuant to this resolution, resolutions 2 to 9 of this General Shareholders' Meeting, as well as capital increases that may be performed pursuant to resolutions 26 to 29 of the General Shareholders' Meeting dated 28 May 2018, will count towards this overall cap. Added to this cap will be, as the case may be, the aggregate par value of any additional shares to be issued in order to preserve, in accordance with applicable laws and regulations, and, as

the case may be, other contractual provisions that provide for other cases of adjustment, the rights of holders of securities giving access to the share capital of the Company.

4. Decides that securities giving access, immediately or in the future, to ordinary shares to be issued by the Company may notably consist of debt securities or be associated with the issuance of such securities, or allow their issuance as intermediate securities, and that the debt securities issued pursuant to this resolution may take the form of subordinated or non-subordinated securities, for a fixed or indefinite term, and be issued in euros, or in any other currency or currency units established by reference to several currencies.

The maximum nominal amount of such debt securities that may be issued pursuant to this resolution shall not exceed one hundred million euros (EUR 100,000,000) or the counter-value of this amount in another currency or in any currency units established by reference to several currencies. This amount is a global cap which applies to all of the debt securities whose issuance is provided for pursuant to this resolution and resolutions 2 to 9 of this General Shareholders' Meeting. This cap is independent from the debt securities whose issuance would be decided or authorized by the Board of Directors pursuant to Article L. 228-40 of the French *Code de commerce*.

5. Acknowledges that this resolution includes the waiver of the shareholders' preemptive subscription rights over the ordinary shares of the Company to which any securities issued pursuant to this resolution may entitle them.

6. Decides that the Board of Directors will have full authority, with the right to subdelegate under the conditions provided by French law, to implement this resolution, and in particular to :

- determine the characteristics, amount and terms and conditions of any issuance and of the securities issued, in particular, the category of the securities issued and set their subscription price, with or without premium, the terms and conditions for their payment in full (which may be achieved through cash settlement and/or offsetting liquid and due receivables or partly in cash and partly by incorporating reserves, earnings or premiums), the date of their entitlement to dividends, which may be retroactive, the terms and conditions under which the securities issued on pursuant to this resolution could give access to ordinary shares to be issued, the conditions under which such securities could also give access to existing shares or debt securities of the Company, the conditions of their redemption or possible cancellation as well as the possibility of suspending the exercise of the allotment rights attached to the securities to be issued; these issuances may be performed by subscription offer as well as by free allotment to the owners of existing shares, including share warrants, and that, in the event of a free allotment, the Board of Directors shall have the right to decide that allotment rights, forming fractions shall not be transferable and that the corresponding securities shall be sold;
- determine when the securities issued will consist of or be associated with debt securities, their fixed or indefinite term, their subordinated or non-subordinated form, and their interest rate;
- take all necessary measures to preserve the rights of the holders of securities or other rights giving access to the share capital of the Company, in accordance with applicable laws and regulations, and, as the case may be, other contractual provisions that provide for other cases of adjustment;
- charge, as the case may be, the fees and expenses related to the share capital increases against the related premiums, and, if it deems it appropriate, deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new total share capital resulting from each issuance;
- enter into any agreement, in particular to ensure the completion and proper execution, in the amount and on the dates it deems appropriate, in France and/or abroad, of the contemplated issuances, as well as defer them, where appropriate;
- have shares, securities to be issued or securities issued through the exercise of securities giving access to shares to be issued, admitted to trading on a regulated market for ordinary shares; and
- record the completion of the capital increases performed in accordance with this resolution, amend accordingly the by-laws, performed any and all formalities and statements, and call for any authorizations that may be necessary to performed and complete these issuances successfully.

7. Decides that the aforementioned delegation is granted for a period of 26 months as from the date of this General Shareholder's Meeting and terminates, with immediate effect, any previous delegation granted for the same purpose. It therefore supersedes the delegation granted by the Combined General Shareholder's Meeting dated 28 May 2018 in its 16th resolution.

The Board of Directors will inform the General Shareholder's Meeting each year of the transactions performed in accordance with this resolution.

SECOND RESOLUTION (*Delegation of authority to the Board of Directors to increase the share capital of the Company by issuance of ordinary shares or securities giving access to the share capital of the Company, immediately or in the future, without shareholders' preemptive subscription rights, by way of public offerings*)

The General Shareholders' Meeting, voting under the rules of quorum and majority required for Extraordinary General Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report and duly noting that the share capital has been fully paid up, and acting pursuant to the provisions of Articles L. 225-129 *et seq.* of the French *Code de commerce*, and in particular Article L. 225-129-2, L. 225-135 and L. 225-136, and Articles L. 228-91 *et seq.* of the French *Code de commerce*,

1. Delegates to the Board of Directors, with the right to subdelegate under the conditions provided by French law, the authority to proceed with, one or more issuances, by way of public offerings, in France and/or abroad, in euros or in any other currency or currency units established by reference to several currencies, without shareholders' preemptive subscription rights, of ordinary shares of the Company and/or securities giving access, immediately or in the future, to ordinary shares to be issued by the Company, in the amount and at the times it deems appropriate.

Public offerings, performed pursuant to this resolution, may be combined, within one or several simultaneous issuances, with offerings pursuant to the provisions of section II of Article L. 411-2 of the French *Code monétaire et financier*.

2. Decides that the maximum nominal amount of the share capital increases that may be performed, pursuant to this resolution shall not exceed one hundred and sixty thousand euros (EUR 160,000), it being specified that this cap will count towards the overall cap of one hundred and eighty thousand euros (EUR 180,000) stipulated in paragraph 3 of the 1st resolution. Added to those caps will be, as the case may be, the aggregate par value of any additional shares to be issued in order to preserve, in accordance with applicable laws and regulations, and, as the case may be, other contractual provisions that provide for other cases of adjustment, the rights of holders of securities giving access to the share capital of the Company.

3. Decides that securities giving access to ordinary shares to be issued by the Company may notably consist of debt securities or be associated with the issuance of such securities, or allow their issuance as intermediate securities, and that the debt securities issued pursuant to this resolution may take the form of subordinated or non-subordinated securities, for a fixed or indefinite term, and be issued in euros, or in any other currency or currency units established by reference to several currencies.

The maximum nominal amount of such debt securities that may be issued pursuant to this resolution shall not exceed one hundred million euros (EUR 100,000,000) or the counter-value of this amount in another currency or in any currency units established by reference to several currencies, it being specified that the maximum par value of debt securities that may be issued pursuant to this resolution cannot exceed the overall cap stipulated in paragraph 4 of the 1st resolution. This cap is independent from the amount of debt securities whose issuance would be decided or authorized by the Board of Directors pursuant to Article L. 228-40 of the French *Code de commerce*.

4. Decides to waive the shareholders' preemptive subscription rights over ordinary shares and securities giving access to the capital of the Company that can be issued pursuant to this resolution.

5. Acknowledges that this resolution includes the waiver of the shareholders' preemptive subscription rights over ordinary shares of the Company to which any securities issued pursuant to this resolution may entitle them.

6. Decides that the Board of Directors may grant shareholders a priority right to subscribe to as irreducible and/or reducible amounts, during a period and on the terms set by it, for all or part of an issuance performed pursuant to this resolution. This priority right will be allocated in proportion to shareholders' existing interests in the share capital of the Company in accordance with applicable laws and regulations.

7. Decides that if subscriptions by shareholders do not absorb the entire issuance of ordinary shares or securities giving access to the share capital of the Company, the Board of Directors may use the options provided by Article L. 225-134 of the French *Code de commerce* in the order of its choice, or only some of them, and in particular the limitation of the issuance to the amount of subscriptions received, provided that such amount reaches at least three-quarters of the issuance decided upon.

8. Decides that (i) the issuance price for ordinary shares to be issued pursuant to this resolution will at least be equal to the minimum provided for in the laws and regulations in force on the date of the issuance (currently the volume-weighted average of price of the share of the Company over the last three trading days on the regulated market of Euronext Paris preceding the date on which the subscription price for the capital increase has been set, less a maximum discount of 5%), and (ii) the issuance price of the securities to be issued pursuant to this resolution will at least be equal to the amount received immediately by the Company, plus any amount likely to be received later by the Company, where applicable, *i.e.* for each ordinary share issued as a result of these securities being issued, at least equal to the amount mentioned in (i) above.

9. Decides that the Board of Directors will have full authority, with the right to subdelegate under the conditions provided by French law, to implement this resolution, and in particular to :

- determine the characteristics, amount and terms and conditions of any issuance and of the securities issued, in particular, the category of the securities issued, and set, in the light of the information contained in its report, their subscription price, with or without premium, the terms and conditions for their payment in full (which may be achieved through cash settlement and/or offsetting liquid and due receivables or partly in cash and partly by incorporating reserves, earnings or premiums), the date of their entitlement to dividends, which may be retroactive, the terms and conditions under which the securities issued pursuant to this resolution could give access to ordinary shares to be issued, the conditions under which such securities could also give entitlement to existing shares or debt securities of the Company, the conditions of their redemption or possible cancellation as well as the possibility of suspending the exercise of the allotment rights attached to the securities to be issued;
- determine when the securities issued will consist of or be associated with debt securities, their fixed or indefinite term, their subordinated or non-subordinated form, and their interest rate;
- take all necessary measures to preserve the rights of the holders of securities or other rights giving access to the share capital of the Company, in accordance with applicable laws and regulations and, where applicable, other contractual provisions that provide for other cases of adjustment ;
- charge, as the case may be, the fees and expenses related to the share capital increases against the related premiums, and, if it deems it appropriate, deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new total share capital resulting from each issuance;
- enter into any agreement, in particular to ensure the completion and proper execution, in the amount and on the dates it deems appropriate, in France and/or abroad, of the contemplated issuances, as well as defer them, where appropriate;
- have shares, securities to be issued or securities issued through the exercise of securities giving access to shares to be issued, admitted to trading on a regulated market for ordinary shares; and
- record the completion of the capital increases performed in accordance with this resolution, amend accordingly the by-laws and perform any and all formalities and statements, and call for any authorizations that may be necessary to perform and complete these issuances successfully.

10. Decides that the aforementioned delegation is granted for a period of 26 months as from the date of this General Shareholder's Meeting and terminates, with immediate effect, any previous delegation

granted for the same purpose. It therefore supersedes the delegation granted by the Combined General Shareholder's Meeting dated 28 May 2018 in its 17th resolution.

The Board of Directors will inform the General Shareholder's Meeting each year of the final terms of the transactions performed in accordance with this resolution.

THIRD RESOLUTION (*Delegation of authority to the Board of Directors to increase the share capital of the Company by issuance of ordinary shares or securities giving access to the share capital of the Company, immediately or in the future, without shareholders' preemptive subscription rights, by way of private placements in accordance with Article L. 411-2 II of the French Code monétaire et financier*)

The General Shareholders' Meeting, voting under the rules of quorum and majority required for Extraordinary General Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report and duly noting that the share capital has been fully paid up, and acting pursuant to the provisions of Articles L. 225-129 *et seq.* of the French *Code de commerce*, and in particular Article L. 225-129-2, L. 225-135 and L. 225-136, and Articles L. 228-91 *et seq.* of the French *Code de Commerce*,

1. Delegates to the Board of Directors, with the right to subdelegate under the conditions provided by French law, the authority to proceed with, one or more issuances, in France and/or abroad, in euros in any other currency or currency units established by reference to several currencies, by way of offerings within the provisions provided for in section II of Article L. 411-2 of the French *Code monétaire et financier* under the conditions and within the limits provided for by law, through the issuance, without shareholders' preemptive subscription rights, of ordinary shares of the Company and/or securities giving access, immediately or in the future, to ordinary shares to be issued by the Company, in the amount and at the times it deems appropriate.

2. Decides that the maximum nominal amount of the share capital increases that may be performed pursuant to this resolution shall not exceed one hundred and sixty thousand euros (EUR 160,000), it being specified that this cap is common and will count towards the cap stipulated in paragraph 2 of the 2nd resolution and that the maximum nominal amount of the share capital increases that may be performed pursuant to this resolution will count towards the overall cap of one hundred and eighty thousand euros (EUR 180,000) stipulated in paragraph 3 of the 1st resolution. Added to those caps will be, as the case may be, the aggregate par value of any additional shares to be issued in order to preserve, in accordance with applicable laws and regulations, and, as the case may be, other contractual provisions that provide for other cases of adjustment, the rights of holders of securities giving access to the share capital of the Company. It is hereby specified that, in any event, in accordance with French law, the nominal amount of the capital increases performed pursuant to this resolution may not exceed twenty percent (20%) of the share capital of the Company per year on the date of the issuance.

3. Decides that securities giving access to ordinary shares to be issued by the Company may notably consist of debt securities or be associated with the issuance of such securities, or allow their issuance as intermediate securities, and that the debt securities issued pursuant to this resolution may take the form of subordinated or non-subordinated securities, for a fixed or indefinite term and be issued in euros, or in any other currency or currency units established by reference to several currencies.

The maximum nominal amount of such debt securities that may be issued pursuant to this resolution shall not exceed one hundred million euros (EUR 100,000,000) or the counter-value of this amount in another currency or in any currency units established by reference to several currencies, it being specified that the maximum par value of debt securities that may be issued pursuant to this resolution cannot exceed the overall cap of one hundred million euros (EUR 100,000,000) stipulated in paragraph 4 of the 1st resolution.

4. Decides that this resolution includes the waiver of the shareholders' preemptive subscription rights over ordinary shares and securities giving access to the share capital of the Company issued pursuant to this resolution.

5. Acknowledges that if subscriptions by shareholders do not absorb the entire issuance of ordinary shares or securities giving access to the share capital of the Company, the Board of Directors may limit the issuance to the amount of subscriptions received, and that this resolution includes the waiver of the

shareholders' preemptive subscription rights over ordinary shares of the Company to which any securities issued pursuant to of this resolution may entitle them.

6. Decides that (i) the issuance price for ordinary shares to be issued pursuant to this resolution is at least equal to the minimum provided for in the laws and regulations in force on the date of the issuance (currently the volume-weighted average of the price of the share of the Company over the last three trading days on the regulated market of Euronext Paris preceding the date on which the subscription price for the capital increase has been set, less a maximum discount of 5%), and (ii) the issuance price of the securities to be issued pursuant to this resolution will at least be equal to the amount received immediately by the Company, plus any amount likely to be received later by the Company, where applicable, *i.e.* for each ordinary share issued as a result of these securities being issued, at least equal to the amount in (i) above.

7. Decides that the Board of Directors will have full authority, with the right to subdelegate under the conditions provided by French law, to implement this resolution, and in particular to :

- determine the characteristics, amount and terms and conditions of any issuance and of the securities issued, in particular, the category of the securities issued, and will set, in the light of the information contained in its report, their subscription price, with or without premium, the terms and conditions for their payment in full (which may be achieved through cash settlement and/or offsetting liquid and due receivables or partly in cash and partly by incorporating reserves, earnings or premiums), the date of their entitlement to dividends, which may be retroactive, the terms and conditions under which the securities issued pursuant to this resolution could give access to ordinary shares to be issued, the conditions under which such securities could also give access to existing shares or debt securities of the Company, the conditions of their redemption or possible cancellation, as well as the possibility of suspending the exercise of the allotment rights attached to the securities to be issued;
- determine when the securities issued will consist of or be associated with debt securities, their fixed or indefinite term, their subordinated or non-subordinated form, and their interest rate;
- take all necessary measures to preserve the rights of the holders of securities or other rights giving access to the share capital of the Company, in accordance with applicable laws and regulations and, as the case may be, other contractual provisions that provide for other cases of adjustment;
- charge, as the case may be, the fees and expenses related to the share capital increases against the related premiums, and, if it deems it appropriate, deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new total share capital resulting from each issuance;
- enter into any agreement, in particular to ensure the completion and proper execution, in the amount and on the dates it deems appropriate, in France and/or abroad, of the contemplated issuances, as well as defer them, where appropriate;
- have shares, securities to be issued or securities issued through the exercise of securities giving access to shares to be issued, admitted to trading on a regulated market for ordinary shares; and
- record the completion of the share capital increases performed in accordance with this resolution, amend accordingly the by-laws and, perform any and all formalities and statements, and call for any authorizations that may be necessary to perform and complete these issuances successfully

8. Decides that the aforementioned delegation is granted for a period of 26 months as from the date of this General Shareholder's Meeting and terminates, with immediate effect, any previous delegation granted for the same purpose. It therefore supersedes the delegation granted by the Combined General Shareholder's Meeting dated 28 May 2018 in its 18th resolution.

The Board of Directors will inform the General Assembly each year of the final terms of the transactions performed in accordance with this resolution.

FOURTH RESOLUTION (*Delegation of authority to the Board of Directors to set the issuance price on the capital increases by way of public offerings or private placements, without shareholders' preemptive*

rights, pursuant to the terms and conditions set by the General Shareholders' Meeting, and up to the limit of 10% of share capital)

The General Shareholders' Meeting, voting under the rules of quorum and majority required for Extraordinary General Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors', acting pursuant to the provisions of Article L. 225-136 of the French *Code de commerce*.

1. Delegates to the Board of Directors, with the right to subdelegate under the conditions provided by French law, in the event of the issuance of ordinary shares of the Company and/or securities giving access to the share capital of the Company, immediately or in the future, without shareholders' preemptive rights, to derogate from the conditions relating to the determination of the price set forth in the 2nd and 3rd resolutions and to set the issuance price of the ordinary shares and/or securities giving access to the share capital of the Company to be issued according to the following terms and conditions:

(i) the issuance price of the ordinary shares will at least be equal to either:

- the volume-weighted average price of the share of the Company on the regulated market of Euronext Paris during the last trading session preceding the pricing date, or
- the volume-weighted average price of the share of the Company on the regulated market of Euronext Paris over three consecutive trading days, chosen from the 30 trading days preceding the pricing date;

which may be reduced by a maximum discount of 20% and the Board of Directors may freely use any of the two formulas set forth above; and

(ii) the issuance price of the securities to be issued pursuant to this resolution, other than ordinary shares of the Company, will at least be equal to an amount such that the amount received immediately by the Company, plus any amount likely to be received later by the Company, where applicable, *i.e.* for each ordinary share issued as a result of these securities being issued, is at least equal to the amount mentioned in the paragraph (i) above.

2. Decides that the maximum nominal amount of the share capital increases that may be performed, immediately or in future, pursuant to this resolution shall not exceed ten percent (10%) of the share capital of the Company per 12-months period (at the date on which this delegation is implemented), by way of derogation to the conditions set forth in resolutions 2 and 3.

3. acknowledges that the Board of Directors shall prepare an additional report, certified by the Statutory Auditor, describing the final terms of the transaction and providing information for assessing the effective impact on the shareholders' situation.

4. Decides that the Board of Directors will have full authority to implement this resolution in the terms and conditions set forth in the resolutions under which the issuance is decided and that the aforementioned delegation is granted for a period of 26 months as from the date of this General Shareholder's Meeting and terminates, with immediate effect, any previous delegation granted for the same purpose. It therefore supersedes the delegation granted by the Combined General Shareholder's Meeting dated 28 May 2018 in its 19th resolution.

The Board of Directors will inform the General Assembly each year of the final terms of the operations performed in accordance with this resolution.

FIFTH RESOLUTION (*Delegation of authority to the Board of Directors to increase the share capital of the Company by issuance of ordinary shares or securities giving access to the share capital of the Company, immediately or in the future, reserved for certain specific categories of beneficiaries, without shareholders' preemptive subscription rights*)

The General Shareholders' Meeting, voting under the rules of quorum and majority required for Extraordinary General Shareholders' Meetings having reviewed the Board of Directors' report and the Statutory Auditors' special report and duly noting that the share capital has been fully paid up, and acting pursuant to Articles L. 225-129 *et seq.* of the French *Code de commerce*, and in particular Articles

L. 225-129-2, L. 225-129-4, L. 225-135, L. 225-138 and Article L. 228-91 *et seq.* of the French *Code de commerce*,

1. Delegates to the Board of Directors, with the right to subdelegate under the conditions provided by French law, the authority to proceed with, one or more issuances, in the amount and at the times it deems appropriate, in France and/or abroad, in euros or in any other currency or currency unit established by reference to several currencies, without shareholders' preemptive subscription rights, for the benefit of certain specific categories of beneficiaries, of ordinary shares of the Company and/or securities giving access, immediately and/or in the future, to ordinary shares to be issued by the Company.

2. Decides that the maximum nominal amount of the share capital increases that may be performed, immediately or in the future, pursuant to this resolution shall not exceed one hundred and sixty thousand euros (EUR 160,000), it being specified that this cap will count towards the ceiling stipulated in paragraph 2 of the 2nd resolution, and towards the overall cap of one hundred and eighty thousand euros (EUR 180,000) stipulated in paragraph 3 of the 1st resolution. Added to those caps will be, as the case may be, the aggregate par value of any additional shares to be issued in order to preserve, in accordance with applicable laws and regulations, and, as the case may be, other contractual provisions that provide for other cases of adjustment, the rights of holders of securities giving access to the share capital of the Company.

3. Decides that securities giving access to ordinary shares to be issued by the Company may consist of debt securities or be associated with the issuance of such securities, or allow their issue as intermediated securities and that the debt securities issued pursuant to this resolution may take the form of subordinated or non-subordinated securities, for a fixed or indefinite term, and be issued in euros, or in any other currency or currency units established by reference to several currencies.

The maximum nominal amount of debt securities that may be issued pursuant to this resolution shall not exceed one hundred million euros (EUR 100,000,000) or the counter-value of this amount in another currency or in any currency units established by reference to several currencies, it being specified that this cap cannot exceed the overall cap stipulated in paragraph 4 of the 1st resolution.

4. Decides to waive the shareholders' preemptive subscription right to ordinary shares and securities that can be issued pursuant to this resolution, and to reserve the ordinary shares and securities to be issued pursuant to this resolution for certain specific categories of beneficiaries presenting any of the following characteristics:

- i. natural or legal persons (including companies) trusts or investment funds, or other investment vehicles, in any form, established under French or foreign law, which regularly invest in the pharmaceutical, biotechnological or medical technology sectors; and/or
- ii. companies, institutions or entities, in any form, French or foreign, exercising a significant part of its activities in the pharmaceutical, cosmetic or chemical sectors or researching in such sectors; and/or
- iii. French or foreign investment services companies, or any foreign establishment having an equivalent status, able to guarantee the completion of an issue intended to be placed with the persons referred to in (i) and/or (ii) above, and, in this context, to subscribe to the securities that are being issued.

5. Decides that the Board of Directors, with the right to subdelegate under the conditions provided by French law, will have full authority to implement this resolution, and in particular to determine the list of beneficiaries in accordance with the aforementioned categories of beneficiaries who will benefit from such capital increases and/or issuances of securities, as well as the number of securities to be allocated to each beneficiary.

6. Decides that if subscriptions by shareholders do not absorb the entire issuance of ordinary shares or securities giving access to the share capital of the Company pursuant to this resolution, the Board of Directors may limit the issuance to the amount of subscriptions received, provided that this amount reaches at least three-quarters of the issuance decided upon.

7. Acknowledges that this resolution includes the waiver of the shareholders' preemptive subscription rights to ordinary shares of the Company to which any securities issued pursuant to this resolution may entitle them.

8. Decides that the issuance price of the ordinary shares and securities to be issued pursuant to this resolution will be determined by the Board of Directors, with the right to subdelegate under the conditions provided by French law, pursuant to Articles L. 225-138 II and R. 225-114 of the French *Code de commerce*, and will at least be equal:

(i) for the ordinary shares, either to:

- the volume-weighted average price of the share of the Company on the regulated market of Euronext Paris for the last trading session preceding the pricing, or
- the volume-weighted average price of the share of the Company on the regulated market of Euronext Paris over three consecutive trading days, chosen from the 30 trading days preceding the pricing date;

which may be reduced by maximum discount of 20% and the Board of Directors may freely use any of the two formulas set forth above, and

(ii) for the securities to be issued pursuant to this resolution, other than ordinary shares of the Company, to an amount such that the amount received immediately by the Company, plus any amount likely to be received later by the Company, where applicable, i.e. for each ordinary share issued as a result of these securities being issued, is at least equal to the amount mentioned in paragraph (i) above.

9. Decides that the Board of Directors will have full authority, with the right to subdelegate under the conditions provided by French law, to implement this resolution, and in particular to :

- determine the characteristics, amount and terms and conditions of any issue and of the securities issued, in particular, the category of the securities issued, and will set, in the light of the information contained in its report, their subscription price, with or without premium, the terms and conditions for their payment in full (which may be achieved through cash settlement and/or offsetting liquid and due receivables or partly in cash and partly by incorporating reserves, earnings or premiums), the date of their entitlement to dividends, which may be retroactive, the terms and conditions under which the securities issued pursuant to this resolution could give access to ordinary shares to be issued, the conditions under which such securities could also give entitlement to existing shares or debt securities of the Company, the conditions of their redemption or possible cancellation as well as the possibility of suspending the exercise of the allotment rights attached to the securities to be issued;
- determine when the securities issued will consist of or be associated with debt securities, their fixed or indefinite term, their subordinated or non-subordinated form, and their interest rate;
- take all necessary measures to preserve the rights of the holders of securities or other rights giving access to the share capital of the Company, in accordance with applicable laws and regulations and, as the case may be, other contractual provisions that provide for other cases of adjustment ;
- charge, as the case may be, the fees and expenses related to the share capital increases against the related premiums, and, if it deems it appropriate, deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new total share capital resulting from each issuance;
- enter into any agreement, in particular to ensure the completion and proper execution, in the amount and on the dates it deems appropriate, in France and/or abroad, of the contemplated issuances, as well as defer them, where appropriate;

- have shares, securities to be issued or securities issued through the exercise of securities giving access to shares to be issued, admitted to trading on a regulated market for ordinary shares; and
- record the completion of the capital increases performed in accordance with this resolution, amend accordingly the by-laws and perform any and all formalities and statements, and call for any authorizations that may be necessary to perform and complete these issues successfully.

10. Decides that the aforementioned delegation is granted for a period of 18 months as from the date of this General Shareholder's Meeting and terminates, with immediate effect, any previous delegation granted for the same purpose. It therefore supersedes the delegation granted by the Combined General Shareholder's Meeting dated 28 May 2018 in its 20th resolution.

The Board of Directors will prepare a report for the next Ordinary General Shareholder's Meeting of the final terms of the operations performed in accordance with this resolution.

SIXTH RESOLUTION (*Delegation of authority to the Board of Directors to increase the number of securities to be issued as part of share capital increases with or without shareholders' preemptive subscription rights*)

The General Shareholders' Meeting, voting under the rules of quorum and majority required for Extraordinary General Shareholders' Meetings, having reviewed the Board of Directors' Report and the Statutory Auditors Special Report, and acting pursuant to the provisions of Articles L. 225-135-1 and R. 225-118 of the French *Code de commerce*,

1. Delegates to the Board of Directors, with the right to subdelegate under the conditions provided by French law, the authority to decide to increase the number of shares to be issued as part of share capital increases, pursuant to the resolutions 1 to 3 and 5, with or without shareholders' preemptive subscription rights, within the period and limit set out in the applicable regulations on the issuance date (as of this General Shareholders' Meeting, within thirty (30) days following the closing of the initial subscription period, up to a maximum of fifteen percent (15%) of the initial issuance and at the same price as that decided for the initial issuance).

2. Decides that the aforementioned delegation is granted for a period of 26 months as from the date of this General Shareholder's Meeting (except for the 5th resolution, for which this delegation is valid for an 18-months period) and terminates, with immediate effect, any previous delegation granted for the same purpose. It therefore supersedes the delegation granted by the Combined General Shareholder's Meeting dated 28 May 2018 in its 21th Resolution.

The Board of Directors will inform the General Assembly each year of the final terms of the transactions performed in accordance with this resolution.

SEVENTH RESOLUTION (*Delegation of authority to the Board of Directors to increase the share capital of the Company by issuance of ordinary shares and securities giving access to the share capital of the Company, immediately or in the future, as part of a public exchange offer initiated by the Company*)

The General Shareholders' Meeting, voting under the rules of quorum and majority required for Extraordinary General Shareholders' Meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' Special Report, duly noting that the share capital has been fully paid up, and acting pursuant to the provisions of Articles L. 225-129 *et seq.* of the French *Code de commerce*, in particular Articles L. 225-129-2, L. 225-148, and L. 228-91 *et seq.* of the French *Code de commerce*,

1. Delegates to the Board of Directors, with the right to subdelegate under the conditions provided by French law, the authority to proceed with, one or more issuances, in France and/or abroad, in euros or in any other currency or currency units established by reference to several currencies, of ordinary shares of the Company and/or securities giving access, immediately and/or in the future, to ordinary shares to be issued by the Company, in consideration for the securities contributed to a public exchange offer including an exchange component (on a principal or subsidiary basis) initiated by the Company, in France and/or abroad, in accordance with local regulations on the securities of a company whose shares

are admitted to trading on one of the regulated markets listed in Article L. 225-148 of the French *Code de commerce*.

2. Decides, as necessary, to the benefit of these securities' holders, to waive shareholders' preemptive subscription rights over ordinary shares and/or securities to be issued.

3. Decides that the maximum nominal amount of the share capital increases that may be performed pursuant to this resolution shall not exceed one hundred and sixty thousand euros (EUR 160,000), it being specified that this cap will count towards the cap stipulated in paragraph 2 of the 2nd resolution and towards the overall cap of one hundred and eighty thousand euros (EUR 180,000) stipulated in paragraph 3 of the 1st resolution. Added to those caps will be, as the case may be, the aggregate par value of any additional shares to be issued in order to preserve, in accordance with applicable laws and regulations, and, as the case may be, other contractual provisions that provide for other cases of adjustment, the rights of holders of securities giving access to the share capital of the Company.

4. Decides that securities giving access, immediately or in the future, to ordinary shares to be issued by the Company may notably consist of debt securities or be associated with the issuance of such securities, or allow their issuance as intermediate securities, and that the debt securities issued pursuant to this resolution may take the form of subordinated or non-subordinated securities with a fixed or indefinite term and be issued in euros, or in any other currency or currency units established by reference to several currencies.

The maximum nominal amount of debt securities that may be issued pursuant to this resolution shall not exceed one hundred million euros (EUR 100,000,000) or the counter-value of this amount in another currency or in any currency units established by reference to several currencies, it being specified that this cap cannot exceed the overall cap stipulated in paragraph 4 of the 1st resolution. This cap is independent from the debt securities whose issue would be decided on or authorized by the Board of Directors in accordance with Article L. 228-40 of the French *Code de commerce*.

5. Acknowledges that this resolution includes the waiver of the shareholders' preemptive subscription rights over ordinary shares of the Company to which any securities issued pursuant to this resolution may entitle them.

6. Decides that the Board of Directors will have full authority, with the right to subdelegate under the conditions provided by French law, to implement this resolution, and in particular to :

- set the exchange ratio as well as, where applicable, the amount of the balance in cash to be paid;
- determine the terms and conditions of the securities that may be issued pursuant to this resolution.
- record the number of securities contributed to the exchange;
- determine the dates, terms and conditions of the issuance, and in particular the price and the date of their entitlement to dividends, which may be retroactive, of the new ordinary shares or securities giving access, immediately and/or in the future, to the share capital of the Company;
- take all necessary measures to preserve the rights of the holders of securities or other rights giving access to the share capital of the Company, in accordance with applicable laws and regulations and, as the case may be, other contractual provisions that provide for other cases of adjustment;
- record among the liabilities the contribution share premium, relating to the rights of the shareholders, the difference between the issuance price and of the new shares and their nominal value;
- charge, as the case may be, the fees and expenses related to the share capital increases against the related premiums, and, if it deems it appropriate, deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new total share capital resulting from each issuance;

- have shares, securities to be issued or securities issued through the exercise of securities giving access to shares to be issued, admitted to trading on a regulated market for ordinary shares; and
- record the completion of the capital increases performed pursuant to this resolution, amend accordingly the by-laws and, perform any and all formalities and statements, and call for any authorizations that may be necessary to perform and complete these issuances successfully.

7. Decides that the aforementioned delegation is granted for a period of 26 months as from the date of this General Shareholder's Meeting and terminates, with immediate effect, any previous delegation granted for the same purpose. It therefore supersedes the delegation granted by the General Shareholder's Meeting dated 28 May 2018 in its 22th resolution.

The Board of Directors will inform the General Assembly each year of the final terms of the transactions performed in accordance with this resolution.

EIGHTH RESOLUTION (Delegation of authority to the Board of Directors to increase the share capital of the Company by issuance of ordinary shares or securities giving access to the share capital of the Company, immediately or in the future, in consideration for contributions in kind up to a maximum of 10% of the share capital, excluding the case of a public exchange offer initiated by the Company)

The General Shareholders' Meeting, voting under the rules of quorum and majority required for Extraordinary General Shareholders' Meetings, having reviewed the Board of Directors' Report and the Statutory Auditors' Special Report, duly noting that the share capital has been fully paid up, and acting pursuant to the provisions of Articles L. 225-129 *et seq.* of the French *Code de commerce*, in particular Articles L. 225-129-2, L. 225-147, and L. 228-91 *et seq.* of the French *Code de commerce*,

1. Delegates to the Board of Directors, with the right to subdelegate under the conditions provided by French law, the authority to proceed, on the basis of the report of the Contribution Auditor(s), with, one or more issuances, in France and/or abroad, in euros or in any other currency or currency units established by reference to several currencies, of ordinary shares of the Company and/or securities giving access, immediately and/or in the future, to ordinary shares to be issued by the Company, in order to remunerate contributions in kind granted to the Company and consisting of equity securities or securities giving access to the share capital, when the provisions of Article L. 225-148 of the French *Code de commerce* are not applicable.

2. Decides that the maximum nominal amount of the share capital increases that may be performed pursuant to this resolution shall not exceed the legal limit of 10% of the share capital of the Company (as from the date of the transaction), it being specified that this cap will count towards the ceiling set out in paragraph 2 of the 2nd resolution and towards the overall cap of one hundred and eighty thousand euros (EUR 180,000) stipulated in paragraph 3 of the 1st resolution. Added to those caps will be, as the case may be, the aggregate par value of any additional shares to be issued in order to preserve, in accordance with applicable laws and regulations, and, as the case may be, other contractual provisions that provide for other cases of adjustment, the rights of holders of securities giving access to the share capital of the Company.

3. Decides that securities giving access, immediately or in the future, to ordinary shares to be issued by the Company may notably consist of debt securities or be associated with the issuance of such securities, or allow their issuance as intermediate securities, and that the debt securities issued pursuant to this resolution may take the form of subordinated or non-subordinated securities with a fixed or indefinite term and be issued in euros, or in any other currency or currency units established by reference to several currencies.

The maximum nominal amount of debt securities that may be issued pursuant to this resolution shall not exceed one hundred million euros (EUR 100,000,000) or the counter-value of this amount in another currency or in any currency units established by reference to several currencies, it being specified that this cap cannot exceed the overall cap stipulated in paragraph 4 of the 1st resolution. This cap is independent from the debt securities whose issuance would be decided on or authorized by the Board of Directors in accordance with Article L. 228-40 of the French *Code de commerce*.

4. Acknowledges that this resolution includes the waiver of the shareholders' preemptive subscription rights over ordinary shares of the Company to which any securities issued pursuant to this resolution may entitle them.

5. Decides that the Board of Directors will have full authority, with the right to subdelegate under the conditions provided by French law, to implement this resolution, and in particular to :

- decide, pursuant to the special report of the Contribution Auditors, referred to in the 1st and 2nd paragraphs of Article L. 225-147 of the French *Code de commerce*, on the valuation of the contributions and the granting of any special benefits;
- determine the dates, terms and conditions of the issuance, and in particular the price and the date of their entitlement to dividends, which may be retroactive, of the new ordinary shares or securities giving access, immediately and/or in the future, to the share capital of the Company;
- charge, as the case may be, the fees and expenses related to the share capital increases against the related premiums, and, if it deems it appropriate, deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new total share capital resulting from each issuance;
- take all necessary measures to preserve the rights of the holders of securities or other rights giving access to the share capital of the Company, in accordance with applicable laws and regulations and, as the case may be, contractual provisions that provide for other cases of adjustment;
- have shares, securities to be issued or securities issued through the exercise of securities giving access to shares to be issued, admitted to trading on a regulated market for ordinary shares; and
- record the completion of the share capital increases performed pursuant to this resolution, amend accordingly the by-laws and, perform any and all formalities and statements, and call for any authorizations that may be necessary to perform and complete these issuances successfully.

6. Decides that the aforementioned delegation is granted for a period of 26 months as from the date of this General Shareholder's Meeting and terminates, with immediate effect, any previous delegation granted for the same purpose. It therefore supersedes the delegation granted by the General Shareholder's Meeting dated 28 May 2018 in its 23rd resolution.

The Board of Directors will inform the General Assembly each year of the final terms of the transactions performed in accordance with this resolution.

NINETH RESOLUTION (*Delegation of authority to the Board of Directors to increase the share capital of the Company by issuance of ordinary shares or securities giving access to the share capital of the Company, immediately or in the future, by the Company reserved for members of a company savings plan to be set up by the Company under the conditions provided for in Article L.3332-18 et seq. of the French Code de travail, without shareholders' preferential subscription rights*)

The General Shareholders' Meeting, voting under the rules of quorum and majority required for Extraordinary Shareholders' Meetings, and having reviewed the Board of Directors' Report and the Statutory Auditors' Special Report prepared in accordance with applicable laws and pursuant to the provisions of Articles L. 225-129 *et seq.* of the French *Code de commerce*, Articles L. 225-129-2, L. 225-129-6, L. 225-138 I of the French *Code de commerce*, and Article L.3332-18 *et seq.* of the French *Code du Travail*.

1. Delegates to the Board of Directors, with the right to subdelegate under the conditions provided by French law, the authority to proceed with, one or more issuances, in the amount and at the times it deems appropriate, on its own initiative, of ordinary shares of the Company and/or securities giving access immediately and/or in the future, to ordinary shares to be issued by the Company, reserved for employees of the Company and its affiliates pursuant to Article L. 225-180 of the French *Code de Commerce*, who are members of a company savings plan, to be instituted at the initiative of the Company and/or any mutual funds through the intermediary from which the new shares thus issued would be subscribed by them.

2. Decides that the maximum nominal amount of the share capital increases that may be performed, immediately or in the future, pursuant to this resolution shall not exceed three thousand euros (EUR 3,000), it being specified that this cap will count towards the overall cap of one hundred and eighty thousand euros (EUR 180,000) stipulated in paragraph 3 the 1st resolution. Added to those caps will be, as the case may be, the aggregate par value of any additional shares to be issued in order to preserve, in accordance with applicable laws and regulations, and, as the case may be, other contractual provisions that provide for other cases of adjustment, the rights of holders of securities giving access to the share capital of the Company.

3. Decides, to waive shareholder's preemptive rights to ordinary shares of the Company and/or securities to be issued, where applicable freely granted, pursuant to this resolution which includes the waiver of the shareholders' preemptive subscription rights to the ordinary shares of the Company to which the securities that would be issued pursuant to this resolution entitle them.

4. Acknowledges that this resolution includes the waiver of the shareholders' preemptive subscription rights over ordinary shares of the Company shares to which any securities issued pursuant to this resolution may entitle them.

5. Decides that the issuance price for new shares or securities to be issued pursuant to this resolution shall be set in accordance with Article L. 3332-19 of the French *Code du travail*, and decide to set the maximum discount at 20%. However, the General Shareholder's Meeting expressly authorizes the Board of Directors to reduce this discount or not to grant it, in particular in accordance with the regulations applicable in the countries where the new shares or securities to be issued will be offered.

6. Decides, pursuant to the provisions of Article L.3332-21 of the French *Code du travail*, that the Board of Directors may freely grant to the beneficiaries, as defined above, newly issued shares or shares to be issued or other securities giving access to the Company's share capital to be issued or already issued in respect of (i) the contribution that may be paid pursuant to the regulations governing company savings plans, and/or (ii) where applicable, the discount.

7. Decides that, in the event that the beneficiaries as defined above have not subscribed to the entire share capital increase within the time limit allotted, the share capital increase would only be performed for the amount of the shares subscribed, and that the unsubscribed shares may be offered again to the said beneficiaries within the scope of a subsequent capital increase.

8. Decides

that the Board of Directors will have full authority, within the limits and conditions specified above, to determine the terms and conditions of share capital increases, defer them, and in particular to :

- establish a savings plan, in accordance with Articles L. 3332-1 *et seq.* of the French *Code du travail*;
- decide that the issuances may be performed directly to the advantage of the beneficiaries or through collective securities investment funds (UCITS);
- determine the terms and conditions of the issuances, to be made pursuant to this resolution and in particular the date of their entitlement to dividends, and the terms and conditions of payment for such shares and securities giving access to the share capital of the Company;
- determine the opening and closing dates of subscriptions;
- set the timeframe allotted to subscribers for the payment of their ordinary shares or securities giving access to the share capital of the Company;
- take all due measures to preserve the rights of the holders of securities or other rights giving access to the share capital of the Company, in accordance with applicable laws and regulations and, as the case may be, other contractual provisions that provide for other cases of adjustment;

- record the completion of the share capital increases performed pursuant to this resolution and amend the by-laws accordingly, perform any and all formalities and statements, and call for any authorizations;
- charge, as the case may be, the fees and expenses related to the share capital increases against the related premiums, and, if it deems it appropriate, deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new total share capital resulting from each issuance;
- have shares, securities to be issued or shares to be issued by the exercise of the right attached to the securities giving access to the share capital, admitted to trading on a regulated market for ordinary shares; and
- perform any and all formalities and statements, and call for any authorizations that may be necessary to perform and complete these issuances successfully.

9. Decides that the aforementioned delegation is granted for a period of 26 months as from the date of this General Shareholder's Meeting and terminates, with immediate effect, any previous delegation granted for the same purpose. It therefore supersedes the delegation granted by the Combined General Shareholder's Meeting dated 28 May 2018 in its 24th resolution.

TENTH RESOLUTION (*Delegation of authority to the Board of Directors to increase the share capital of the Company by incorporating reserves, profits or premiums*)

The General Shareholders' Meeting, voting under the rules of quorum and majority required for Extraordinary General Shareholders' Meetings, having reviewed the report of the Board of Directors and in accordance with the provisions of Articles L. 225-129-2 and L. 225-130, of the French *Code de commerce*,

1. Delegates to the Board of Directors, with the right to subdelegate under the conditions provided by French law, the authority to proceed with, one or more issuances, in the amount and at the times it deems appropriate, by incorporation, successive or simultaneous, into the share capital of reserves, profits, premiums or any other sums whose capitalization may be allowed, to be realized by increasing the par value of existing ordinary share and/or by granting new ordinary shares free of charge.

2. Decides that the maximum nominal amount of the share capital increases that may be performed, immediately or in the future, pursuant to this resolution shall not exceed twenty thousand euros (EUR 20,000) it being specified that this cap is set independently and separately from the caps for share capital increases resulting from issuances of ordinary shares or securities authorized by the other resolutions submitted to this Meeting and by the resolutions adopted, and still in force, at any previous General Meeting, and that added to those caps will be, as the case may be, the aggregate par value of any additional shares to be issued in order to preserve, in accordance with applicable laws and regulations, and, as the case may be, other contractual provisions that provide for other cases of adjustment, the rights of holders of securities giving access to the share capital of the Company.

3. Decides that the Board of Directors will have full authority, with the right to subdelegate under the conditions provided by French law, to implement this resolution, and in particular to :

- determine the amount and nature of the sums to be incorporated into the share capital of the Company;
- determine the number of new ordinary shares to be issued and/or the amount by which the nominal value of the existing shares composing of the share capital will be increased;
- determine the date of their entitlement to dividends, which may be retroactive, or from which the increase in the par value of existing equity securities will take effect;
- decide, where applicable, that fractional rights will be neither negotiable nor transferable and that the corresponding shares will be sold, the sums resulting from the sale being allocated to the holders of the rights within the period provided for by the applicable regulations;
- take all necessary measures to protect the rights of holders of securities or other rights giving access to the share capital of the Company, in accordance with applicable laws and regulations and, contractual provisions providing for other cases of adjustment;

- charge, as the case may be, the fees and expenses related to the share capital increases against the related premiums, and, if it deems it appropriate, deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new total share capital resulting from each issuance; and
- record the completion of the capital increases performed pursuant to this resolution, amend accordingly the by-laws and, perform any and all formalities and statements, and call for any authorizations that may be necessary to perform and complete these issuances successfully

4. Decides that the aforementioned delegation is granted for a period of 26 months as from the date of this General Shareholder's Meeting and terminates, with immediate effect, any previous delegation granted for the same purpose. It therefore supersedes the delegation granted by the General Shareholder's Meeting dated 28 May 2018 in its 25th resolution.

ELEVENTH RESOLUTION (*Amendments to the maximum issuance limit applicable to the 26th, 27th, 28th and 29th resolutions of the General Shareholder's Meeting dated 28 May 2018*)

After recalling that the General Shareholder's Meeting dated 28 May 2018 has, in its 26th, 27th, 28th and 29th resolutions, authorized respectively (i) the issuance of free shares (*actions gratuites*) to employees and/or certain corporate officers, (ii) the allocation to corporate officers and employees of the Company the options to subscribe for and/or purchase shares of the Company, (iii) the issuance of share warrants (*bons de souscription d'actions*) to classes of persons and (iv) the issuance of Founders Warrants (*bons de souscription de parts de créateur d'entreprise*) for the benefit of the Company's employees and managers;

The General Shareholders' Meeting, voting under the rules of quorum and majority required for Extraordinary General Shareholders' Meetings, having reviewed the Board of Directors' Report,

1. Decides that all delegations of authority and authorizations to issuance and allot the aforementioned instruments voted by the shareholders at the General Shareholder's Meeting dated 28 May 2018 remain unchanged and valid for the remaining term for each of these resolutions, it being specified that any reference in these resolutions to the overall cap provided for in the 16th resolution of the General Shareholder's Meeting dated 28 May 2018 shall mean the said overall cap as replaced by paragraph 3 of the 1st resolution of this General Shareholders Meeting.

ORDINARY RESOLUTION

TWELVETH RESOLUTION (*Powers for carrying out legal formalities*)

The General Shareholders Meeting, voting under the rules of quorum and majority required for Extraordinary General Shareholders' Meetings,

Grants full authority to the bearer of an original, a copy or an extract of the minutes of this Meeting for the purpose of carrying out all publication and filing formalities, and generally do all things necessary.
