



Daix (France), March 22, 2021

Madam, Sir, dear shareholder,

First of all, I hope that you and your loved ones are doing well despite the crisis related to the COVID-19 pandemic that continues to affect our lives on a daily basis.

Due to this extraordinary context, we have once again taken the decision to hold Inventiva's Shareholders Meeting on April 16<sup>th</sup> as a closed meeting. The event will be broadcasted live and we will provide you with the necessary means to vote in advance, either by Internet or by mail. This set-up allows us to pursue our regular dialogue while considering the health issues at stake. You will find all the information related to the Shareholders Meeting, including login and voting instructions, attached and on our website (in the "Investors" / "Shareholders meeting" section).

Despite this unprecedented crisis, 2020 has been one of Inventiva's most transformative years since its creation in 2012, both from a clinical and financial perspective, driven by major advances in the field of non-alcoholic steatohepatitis (NASH) and the success of our initial public offering (IPO) in the United States. Thanks to a series of measures put in place at the outset of the crisis, we have been able to continue developing our portfolio at a steady pace and minimize the impact on our activities, while guaranteeing the health and safety of our employees.

Our major clinical milestone has been the publication of the very promising and long-awaited results of the NATIVE (*NASH Trial to Validate IVA337 Efficacy*) Phase IIb clinical trial evaluating our lead drug candidate, lanifibranor, in NASH last June. We have subsequently received "Breakthrough Therapy" designation for lanifibranor in NASH from the U.S. Food and Drug Administration (FDA), allowing us to expedite its regulatory review, as well as positive feedback from both the FDA and the European Medicines Agency (MEA) regarding the initiation of our pivotal Phase III study, the last step before a potential commercialization of lanifibranor. After having completed the design of our pivotal NATIV3 (*NASH lanifibranor Phase 3 trial*) Phase III trial, we are now preparing its launch planned for the second quarter of this year. These excellent news have reinforced our conviction that lanifibranor has the potential to become a reference treatment for NASH and led us to review our clinical strategy. We have therefore taken the decision to focus our resources and efforts on this program while ensuring the best development pathway for odiparcil, our second clinical-stage asset, in mucopolysaccharidosis (MPS).

We are currently evaluating all possible options to optimize the development of odiparcil and plan to provide an update on this topic in the course of 2021. We remain convinced of odiparcil's potential which has been confirmed by the achievement of several key milestones last year. Following the publication of positive results from our iMProveS (*improve MPS treatment*) Phase IIa clinical trial in MPS VI in December 2019, we received the approval of our "Investigational New Drug" (IND) application for odiparcil in this same indication from the FDA,

INVENTIVA

Société Anonyme au capital de 386 302,61 euros

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allowing us to initiate clinical studies in the United States, as well as FDA “Fast Track” designation, designed to expedite its regulatory review and facilitate its development for the treatment of MPS VI.


In parallel, our partner AbbVie has completed the International Nonproprietary Names (INN) process from the World Health Organization (WHO) and the name "cedirogant" has been attributed to ABBV-157, the selective and orally-available ROR- $\gamma$  inverse agonist, jointly discovered for the treatment of autoimmune diseases. We now look forward to the completion of the ongoing Phase I clinical trial with cedirogant (ABBV-157) in psoriasis patients led by AbbVie, planned for the second quarter of 2021.

From a financial perspective, we conducted a series of fundraisings in 2020 which allowed us to considerably extend our financial visibility through the fourth quarter of 2022, starting with a 15 million euros round last February, underwritten by our key shareholders, all leaders in the biotech field: BVF Partners L.P., New Enterprise Associates (NEA), Novo Holdings A/S and Sofinnova Partners. In an unprecedented market context due to the current crisis, we reacted immediately to preserve our cash flow and successfully secured a 10 million euros loan facility guaranteed by the French State (“Prêt Garanti par l'Etat” - PGE) in May 2020. Nevertheless, the major event was undoubtedly the success of our 94.9 million euros IPO on the Nasdaq Global Market in the United States in July 2020. This achievement, prepared by our teams ahead of our positive Phase IIb results with lanifibranor in NASH, has been a real lever to extend our cash runway and strengthen our visibility in the United States. Building on our strong ambitions for the American market, we have decided to accelerate our strategic footprint in the United States with the appointment of Dr. Michael Cooreman, M.D., as Chief Medical Officer and the recent opening of a U.S. subsidiary.

In 2020, despite an extremely challenging environment, we have been able to stay the course and achieve our clinical and financial objectives thanks to the commitment of our teams and your continued support. Backed by these positive developments, we are ideally positioned to move ahead with confidence and serenity and we look forward to the launch of our pivotal Phase III study in NASH in the second quarter of this year.

I would like to thank you, once again, for your continued trust in Inventiva.

Yours sincerely,

DocuSigned by:  
  
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Frédéric Cren  
Chairman, Chief Executive Officer and cofounder of Inventiva



### Methods for participating at the Shareholders Meeting

The Shareholders Meeting will take place at 2 pm (CET) on April 16, 2021.

To attend the live broadcast of the Shareholders Meeting, please use one of the two following options:

- Option #1 – Webcast: <https://edge.media-server.com/mmc/p/rdr7tfxe>
- Option #2 – Conference call:

Numbers:

France: +33 (0) 1 70 70 07 81

Belgium: +32 (0) 2 793 3847

Germany: +49 (0) 69 2222 2625

Netherlands: +31 (0) 20 795 6614

Switzerland: +41 (0) 44 580 7145

United Kingdom: +44 (0) 207 192 8338

United States: +1 646-741-3167

Access code: **8681244**

After the event, a replay of the Shareholders Meeting will also be available in the "Investors" / "Shareholder Meetings" section of the Company's website at [www.inventivapharma.com](http://www.inventivapharma.com).

#### INVENTIVA

Société Anonyme au capital de 386 302,61 euros

Siège social : 50, rue de Dijon – 21121 Daix - France

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**INVENTIVA**  
*Société anonyme* with a Board of Directors  
With a share capital of EUR 386,302.61  
Registered office: 50, Rue de Dijon, 21121 Daix, France  
537 530 255 Trade and Companies Registry of Dijon

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**ORDINARY AND EXTRAORDINARY GENERAL MEETING OF APRIL 16<sup>TH</sup>, 2021**

The shareholders of INVENTIVA are hereby informed that the Ordinary and Extraordinary General Meeting is to be held on April 16, 2021 at 2:00 p.m. at the Company's registered office, 50, rue de Dijon - 21121 Daix, France, as mentioned in the prior notice of meeting published in the Bulletin des Annonces Légales et Obligatoires (BALO) n°30 dated March 10, 2021.

In the current health context and in accordance with the provisions of Article 4 of Ordinance no. 2020-321 adapting the rules for meetings and deliberations of meetings and governing bodies (as amended and extended), this General Meeting will be held virtually without the physical presence of the shareholders and other persons entitled to attend.

The General Meeting is therefore convened to deliberate on the following agenda :

**Agenda**

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

**Ordinary items**

1. Approval of the statutory financial statements for the financial year ended December 31<sup>st</sup>, 2020;
2. Appropriation of profit/loss for the financial year ended December 31<sup>st</sup>, 2020;
3. Approval of the expenses and charges referred to in Article 39(4) of the French General Tax Code;
4. Related-party agreements;
5. Final approval of the fixed and variable compensation paid or awarded to Mr. Frédéric Cren in his capacity as Chairman of the Board of Directors and Chief Executive Officer for the financial year ended December 31<sup>st</sup>, 2020;
6. Final approval of the fixed and variable compensation paid or awarded to Mr. Pierre Broqua in his capacity as Deputy Chief Executive Officer for the financial year ended December 31<sup>st</sup>, 2020;
7. Approval of the information on corporate officers' compensation included in the corporate governance report and referred to in Article L.22-10-9 I. of the French Commercial Code;
8. Approval of the compensation policy for Mr. Frédéric Cren in his capacity as Chairman of the Board of Directors and Chief Executive Officer;
9. Approval of the compensation policy for Mr. Pierre Broqua in his capacity as Deputy Chief Executive Officer;
10. Approval of the compensation policy of the Company's Directors;
11. Renewal of the director's mandate of the company Sofinnova Partners, represented by Ms. Lucy Lu, for a period of 3 years;
12. Appointment of the company Lison Chouraki Audit (LCA) as second Statutory Auditor;
13. Appointment of the company R&Berg Audit as Alternate Auditor;
14. Authorization granted to the Board of Directors to buyback the Company's shares;

**Extraordinary items**

15. Authorization to the Board of Directors to reduce the share capital by cancellation of shares;
16. 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;
17. 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, excluding offers referred to in Article L.411-2- 1° of the French *Code monétaire et financier*;

18. 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 referred to in Article L.411-2 1° of the French *Code monétaire et financier*;
19. Authorization to the Board of Directors to set the issuance price on the capital increases by way of public offerings, 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;
20. 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;
21. Authorization 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;
22. 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;
23. 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;
24. 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 du travail, without shareholders' preferential subscription rights;
25. Delegation of authority to the Board of Directors to increase the share capital of the Company by incorporating reserves, profits or premiums;
26. Authorization to the Board of Directors to grant free shares to employees and/or certain corporate officers;
27. Authorization to the Board of Directors to grant share subscription and/or share purchase options to corporate officers and employees of the Company or companies of the group, entailing the waiver by shareholders of their preferential rights to subscribe for shares issued following the exercise of stock options;
28. Delegation of authority to the Board of Directors to decide on the issue of share subscription warrants, without shareholders' preemptive subscription rights, to the benefit of categories of persons;

**On an ordinary basis**

29. Power for formalities.

**DRAFT TEXT OF RESOLUTIONS**  
**TO BE SUBMITTED TO THE VOTE**  
**OF THE ORDINARY AND EXTRAORDINARY GENERAL MEETING**  
**OF APRIL 16<sup>TH</sup>, 2021**

**ORDINARY RESOLUTIONS**

***FIRST RESOLUTION*** (Approval of the statutory financial statements for the financial year ended December 31<sup>st</sup>, 2020)

The General Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, having acquainted itself with the Board of Directors' management report and the Statutory Auditor's general report,

**Approves** the financial statements for the financial year ended December 31<sup>st</sup>, 2020 as presented, including the balance sheet, income statement and appendix to the financial statements, as well as the transactions reflected in these financial statements and summarized in these reports, showing a net accounting loss of EUR 31,577,529.89.

***SECOND RESOLUTION*** (Appropriation of profit/loss for the financial year ended December 31<sup>st</sup>, 2020)

The General Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, having acquainted itself with the management report of the Board of Directors, as well as the general report of the Statutory Auditors,

Having recorded that the annual financial statements showed a net accounting loss of EUR 31,577,529.89,

**Resolves** to wholly allocate this net accounting loss of EUR 31,577,529.89 to the "*Report à Nouveau*" account, which thus goes from a debit balance of EUR 291,770.63 euros to a debit balance of EUR 31,869,300.52 euros.

**Notes** that no dividend has been distributed since the Company's incorporation.

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

The General Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, having acquainted itself with the management report of the Board of Directors, as well as the general report of the Statutory Auditors, acting in accordance with the provisions of Article 223 quater of the French General Tax Code,

**Approves** the non-deductible expenses and charges for tax purposes, referred to in Article 39, paragraph 4 of the said Code, which amount to EUR 11,750 for the financial year 2020, and acknowledges the absence of corporate income tax borne in respect of these expenses and charges in view of the loss for said financial year.

***FOURTH RESOLUTION*** (Related-party agreements)

The General Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, having acquainted itself with the special report of the Statutory Auditor on related-party agreements referred to in Article L.225-38 seq. of the French Commercial Code,

**Approves** this report and acknowledges prior such agreements which performance has been pursued during the financial year ended December 31<sup>st</sup>, 2020.

**FIFTH RESOLUTION** *(Final approval of the fixed and variable compensation paid or awarded to Mr. Frédéric Cren in his capacity as Chairman of the Board of Directors and Chief Executive Officer for the financial year ended December 31<sup>st</sup>, 2020)*

The General Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, having acquainted itself with the report on corporate governance referred to in Article L.225-37 of the French Commercial Code,

**Approves**, pursuant to article L.22-10-34 II. of the French Commercial Code, the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid during the previous fiscal year or awarded in respect of the same financial year to Mr. Frédéric Chen in his capacity as Chairman of the Board and Chief Executive Officer, contained therein, as presented in the Universal Registration Document including the 2020 Annual Financial Report, Part 3, Section 3.5.2.1.1.

**SIXTH RESOLUTION** *(Final approval of the fixed and variable compensation paid or awarded to Mr. Pierre Broqua in his capacity as Deputy Chief Executive Officer for the financial year ended December 31<sup>st</sup>, 2020)*

The General Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, having acquainted itself with the report on corporate governance referred to in Article L.225-37 of the French Commercial Code,

**Approves**, pursuant to article L.22-10-34 II. of the French Commercial Code, the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid during the previous fiscal year or awarded in respect of the same financial year to Mr. Pierre Broqua in his capacity as Deputy Chief Executive Officer, contained therein, as presented in the Universal Registration Document including the 2020 Annual Financial Report, Part 3, Section 3.5.2.1.2.

**SEVENTH RESOLUTION** *(Approval of the information on corporate officers' compensation included in the corporate governance report and referred to in Article L.22-10-9 I. of the French Commercial Code)*

The General Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, having acquainted itself with the report on corporate governance referred to in Article L.225-37 of the French Commercial Code,

**Approves**, pursuant to article L.22-10-34 I. of the French Commercial Code, the information mentioned in Article L.22-10-9 I. of the French Commercial Code, contained therein, as presented in the Universal Registration Document including the 2020 Annual Financial Report, Part 3, Section 3.5.2.2.

**EIGHTH RESOLUTION** *(Approval of the compensation policy for Mr. Frédéric Cren in his capacity as Chairman of the Board of Directors and Chief Executive Officer)*

The General Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, having acquainted itself with the report on corporate governance referred to in Article L.225-37 of the French Commercial Code describing the components of the compensation policy of corporate officers,

**Approves**, pursuant to article L.22-10-8 II. of the French Commercial Code, the compensation policy of the Chairman of the Board and Chief Executive Officer, Mr. Frédéric Cren, including the policy common to all corporate officers and the provisions specific to him, contained therein, as presented in the Universal Registration Document including the 2020 Annual Financial Report, Part 3, Section 3.5.1.

**NINTH RESOLUTION** *Approval of the compensation policy for Mr. Pierre Broqua in his capacity as Deputy Chief Executive Officer)*

The General Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, having acquainted itself with the report on corporate governance referred to in Article L.225-37 of the French Commercial Code describing the components of the compensation policy of corporate officers,

**Approves**, pursuant to article L.22-10-8 II. of the French Commercial Code, the compensation policy of the Deputy Chief Executive Officer, Mr. Pierre Broqua, including the policy common to all corporate officers and the

provisions specific to him, contained therein, as presented in the Universal Registration Document including the 2020 Annual Financial Report, Part 3, Section 3.5.1.

***TENTH RESOLUTION*** (Approval of the compensation policy of the Company's Directors)

The General Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, having acquainted itself with the report on corporate governance referred to in Article L.225-37 of the French Commercial Code describing the components of the compensation policy of corporate officers,

**Approves**, pursuant to article L.22-10-8 II. of the French Commercial Code, the compensation policy of the Directors, including the policy common to all corporate officers and the provisions specific to them, contained therein, as presented in the Universal Registration Document including the 2020 Annual Financial Report, Part 3, Section 3.5.1.

***ELEVENTH RESOLUTION*** (Renewal of the director term of the company Sofinnova Partners, represented by Ms. Lucy Lu, for a period of 3 years)

The General Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, having acquainted itself with the Board of Directors' report, noting that the Director's term of the company Sofinnova Partners, represented by Ms. Lucy Lu, comes to an end after the present General Meeting,

**Resolves** to renew its term for a period of three years, which will end after the General Meeting convened to approve the financial statements for the fiscal year ended December 31<sup>st</sup>, 2023.

***TWELFTH RESOLUTION*** (Appointment of the company Lison Chouraki Audit (LCA) as second Statutory Auditor)

The General Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, having acquainted itself with the Board of Directors' report,

Resolves to appoint the company Lison Chouraki Audit, whose registered office is located 3, rue Anatole de la Forge 75017 Paris, registered with the Trade and Companies Registry of Paris under the No. 512 150 467 and represented by Mrs. Lison Dahan Chouraki, as second Statutory Auditor of the Company, for a period of 6 years which will end after the General Meeting convened to approve the financial statements for the fiscal year ended December 31<sup>st</sup>, 2026.

***THIRTEENTH RESOLUTION*** (Appointment of the company R&Berg Audit as Alternate Auditor)

The General Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, having acquainted itself with the Board of Directors' report,

Resolves to appoint the company R&Berg, whose registered office is located 14 avenue de Wagram, 75017 Paris, registered with the Trade and Companies Registry of Paris under the No. 809 727 704 and represented by Mr. Julien Herenberg, as Alternate Auditor of the Company, for a period of 6 years which will end after the General Meeting convened to approve the financial statements for the fiscal year ended December 31<sup>st</sup>, 2026.

***FOURTEENTH RESOLUTION*** (Authorization granted to the Board of Directors to buyback the Company's shares)

The General Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings, having acquainted itself with the Board of Directors' report,

**1. Authorizes** the Board of Directors, with the faculty to sub-delegate under the conditions provided for by law and for a period of eighteen months from this day, in accordance with the provisions of Articles L.22-10-62 seq. of the French Commercial Code, Articles 241-1 to 241-5 of the General Regulations of the *Autorité des marchés financiers* (AMF), and the European regulations applicable to market abuse and market practices permitted by the AMF, to purchase, on one or more occasions and at the times it shall determine, a number of ordinary shares of the Company not to exceed 10% of the total number of shares comprising the share capital at any time.



This percentage applies to a number of shares adjusted, if necessary, to reflect transactions that may affect the share capital subsequent to this Meeting, and when shares are purchased to promote liquidity under the conditions defined by the General Regulations of the AMF, the number of shares taken into account for the calculation of the aforementioned 10% limit corresponds to the number of shares purchased, less the number of shares resold during the authorization period.

Under no circumstances may the Company hold more than 10% of the shares comprising its share capital at any time as a result of acquisitions made by the Company.

2. **Resolves** that the buyback of these ordinary shares can be carried out in order:

- to implement and perform obligations related to stock option programs or other share allocations to employees and corporate officers of the Company and, in particular, to allocate shares to employees and corporate officers of the Company in connection with (i) profit-sharing, or (ii) any share purchase, stock option or free share allocation plan under the conditions provided for by law, in particular by Articles L.3331-1 seq. of the French Labor Code (including any sale of shares referred to in Article L.3332-24 of the French Labor Code), and to carry out any hedging transactions relating to such transactions;
- to purchase or sell shares under a liquidity agreement entered into with an investment services provider, in accordance with the conditions set by the market authorities;
- to deliver ordinary shares upon the exercise of rights attached to securities carrying rights to shares of the Company by redemption, conversion, exchange, presentation of a warrant or any other means;
- to reduce the Company's capital by cancelling all or some of the shares acquired; and
- more generally, to carry out any transaction that may be authorized by law or any market practice that may be admitted by the market authorities, it being specified that, in such a case, the Company would inform its shareholders by means of a press release.

3. **Resolves** that the maximum unit purchase price may not exceed, excluding charges, forty euros (EUR 40) (or the equivalent value of this amount on the same date in any other currency). The Board of Directors may, however, in the event of transactions affecting the Company's share capital, in particular a change in the par value of the ordinary share, a capital increase by incorporation of reserves followed by the creation and allocation of free shares, a stock split or reverse stock split, distribution of reserves or any other assets, amortization of capital or any other transaction affecting shareholders' equity, adjust the aforementioned maximum purchase price to take into account the impact of such transactions on the value of the share.

4. **Resolves** that the purchase, sale or transfer of these shares may be carried out and paid for by any means authorized by current or future regulations, on a regulated market, on a multilateral trading facility, with a systematic internalizer or on an electronic communications network, in particular through the purchase or sale of blocks of shares, through the use of options or other forward financial instruments or forward contracts, or through the use of warrants or, more generally, of securities carrying rights to shares of the Company, at the times the Board of Directors shall determine.

5. **Resolves** that the Board of Directors shall have full powers, with the option to sub-delegate such powers, to carry out, in compliance with the relevant legal and regulatory provisions, the permitted reallocation of shares purchased for one of the objectives of the program to one or more of its other objectives, or to sell them, whether on or off-market.

6. **Resolves** that the Board of Directors shall have full powers, with the option to sub-delegate such powers, to decide and implement this authorization and to determine the terms and conditions thereof in accordance with the law and this resolution, and in particular to place any and all stock market orders, enter into any and all agreements, in particular for the keeping of registers of purchases and sales of shares, make any and all declarations to the AMF or any other authority, draw up any and all documents, in particular information documents, complete any and all formalities, and generally do whatever is necessary.

7. **Acknowledges** that the Board of Directors shall inform the Ordinary General Meeting of the transactions carried out under this authorization, as required by law.

8. **Resolves** that this authorization, as from its use by the Board of Directors, cancels and replaces, for the remaining period and unused amounts, the authorization granted to the Board of Directors by the General Meeting of May 28<sup>th</sup>, 2020, in its twelfth resolution.

## EXTRAORDINARY RESOLUTIONS

### **FIFTEENTH RESOLUTION** (*Authorization to the Board of Directors to reduce the share capital by cancellation of shares*)

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 Article L.22-10-62 of the French *Code de commerce*,

1. **Authorize** the Board of Directors to cancel, in the proportions and at the times it deems fit, in one or more times, all or part of the ordinary shares acquired by the Company and/or which it may acquire in the future under any authorization given by the Ordinary General Shareholders' Meeting pursuant to Article L. 22-10-62 of the French *Code de commerce*, up to a limit of 10% of the Company's share capital per 24-month period, it being recalled that this 10% limit applies to a number of shares adjusted, if necessary, according to the transactions that may affect the share capital after this Meeting.

2. **Decides** that the excess of the purchase price of the ordinary shares over their nominal value will be charged to the "share premium" account or to any available reserve account, including the legal reserve, up to a limit of 10% of the capital reduction carried out.

3. **Authorize** the Board of Directors to reduce the share capital accordingly.

4. **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 :

- determine the final amount of such capital reduction, set the terms and conditions thereof and record the completion thereof;
- charge the difference between the carrying amount of the cancelled ordinary shares and their nominal amount to all available reserves and premiums, including the legal reserve, up to a maximum of 10% of the cancelled capital;
- amend the bylaws accordingly; and
- carry out all formalities (in particular with the *Autorité des marchés financiers*), take all steps and make all declarations to all institutions and, in general, do all that is necessary.

5. **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 2020 in its 13th resolution.

### **SIXTEENTH 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 or 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, including through the free allocation of share subscription warrants, which may be subscribed for either in cash or by offsetting against claims, 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 on an irreducible basis and, as the case may be, on a reducible basis, 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 two hundred sixty thousand euros (EUR 260,000), 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 17 to 24 of this General Shareholders' Meeting, as well as capital increases that may be performed pursuant to resolutions 26 to 28 of this Meeting, 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 and fifty million euros (EUR 150,000,000) 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 17 to 23 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, in accordance with the provisions of article L. 225-132 paragraph 6 of the French *Code de commerce*, 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 or any other financial market located outside the European Economic Area; 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 be 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 2020 in its 14<sup>th</sup> resolution.

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

**SEVENTEENTH 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, excluding offers referred to in Article L.411-21° 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. 22-10-52, 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, excluding offers referred to in article L. 411-2 1° of the French *Code de commerce*, 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 Article L. 411-2 1° 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 two hundred and thirty thousand euros (EUR 230,000), it being specified that this cap will count towards the overall cap of two hundred and sixty thousand euros (EUR 260,000) stipulated in paragraph 3 of the 16<sup>th</sup> 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 and fifty million euros (EUR 150,000,000) 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 16<sup>th</sup> 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 grants 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 10%), 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 or any other financial market located outside of the European Economic Area; 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 2020 in its 15<sup>th</sup> 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.

**EIGHTEENTH 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 referred to in Article L.411-2 1° 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. 22-10-51 and L. 22-10-52, 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 Article L. 411-2 1° 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 two hundred and thirty thousand euros (EUR 230,000), it being specified that this cap is common and will count towards the cap stipulated in paragraph 2 of the 17<sup>th</sup> 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 two hundred and sixty thousand euros (EUR 260,000) stipulated in paragraph 3 of the 16<sup>th</sup> 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 and fifty hundred million euros (EUR 150,000,000) or the counter-value of this amount in another currency or in any currency units established by reference to several currencies, this amount being deducted from the ceiling stipulated in the paragraph 4 of the 16<sup>th</sup> 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. 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 limit the issuance to the amount of subscriptions received provided that such amount reaches at least three-quarters of the issuance decided upon.

**6. 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 of this resolution may entitle them.

**7. 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 start of the public offering, less a maximum discount of 10%), 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.

**8. 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 or any financial market located outside of the European Economic Area ; 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.

**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 2020 in its 16<sup>th</sup> 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.

***NINETEENTH RESOLUTION*** *(Delegation of authority to the Board of Directors to set the issuance price on the capital increases by way of public offerings, 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 17<sup>th</sup> and 18<sup>th</sup> 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 15% 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 17<sup>th</sup> and 18<sup>th</sup>.

**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 2020 in its 17<sup>th</sup> 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.

***TWENTIETH 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. 22-10-51, 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 two hundred and thirty thousand euros (EUR 230,000), it being specified that this cap will count towards the ceiling stipulated in paragraph 2 of the 17<sup>th</sup> resolution, and towards the overall cap of two hundred and sixty thousand euros (EUR 180,000) stipulated in paragraph 3 of the 16<sup>th</sup> 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 and fifty million euros (EUR150,000,000) 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 16<sup>th</sup> 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 medical devices and/or technologies, 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. **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.

**7. 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 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 15% 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.

**8. 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 or any financial market located outside the European Economic Area; 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.

**9. 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 2020 in its 18<sup>th</sup> 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.

***TWENTY-FIRST 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, within thirty (30) days following the closing of the subscription, up to a maximum of fifteen percent (15%) of the initial issuance and at the same price as the initial issuance), for each issuance decided pursuant to resolutions 16<sup>th</sup> to 18<sup>th</sup> and 20<sup>th</sup> , to increase the number of shares to be issued as part of share capital increases within the ceiling provided for in the resolution pursuant to which the issue is decided upon.

**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 5<sup>th</sup> 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 2020 in its 19<sup>th</sup> 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.

***TWENTYSECONDRESOLUTION (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. 22-10-54, 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. 22-10-54 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 two hundred and thirty thousand euros (EUR 230,000), it being specified that this cap will count towards the cap stipulated in paragraph 2 of the 17<sup>th</sup> resolution and towards the overall cap of two hundred and sixty thousand euros (EUR 260,000) stipulated in paragraph 3 the 16<sup>th</sup> 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 and fifty million euros (EUR150,000,000) 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 16<sup>th</sup> 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 and as the case may be amend the terms and conditions of the securities issued pursuant to this resolution during the duration of the relevant securities and in accordance with the applicable laws and regulations;
- 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 or on any other financial market located outside the European Economic Area; and
- take all necessary steps and enter into any agreements to successfully complete the authorized transaction, record the resulting increase(s), and amend the by-laws; 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 2020 in its 20<sup>th</sup> resolution.

The Board of Directors may, within the limits it has previously set, subdelegate the power granted to it under this 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.

***TWENTY 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, 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. 22-10-53, 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 17<sup>th</sup> resolution and towards the overall cap of two hundred and sixty thousand euros (EUR 260,000) stipulated in paragraph 3 of the 16<sup>th</sup> 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 and fifty million euros (EUR150,000,000) 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 16<sup>th</sup> 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 1<sup>st</sup> and 2<sup>nd</sup> paragraphs of Article L. 22-10-53 of the French *Code de commerce*, on the valuation of the contributions and the granting of any special benefits;
- draw up a list of the shares or the securities brought to the exchange, set the exchange parity and, as the case may be, the amount of the cash balance to be paid;
- 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 or on any other financial market located outside the European Economic Area; 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 2012 in its 21<sup>st</sup> resolution.

The Board of Directors may, within the limits it has previously set, subdelegate the power granted to it under this 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.

**TWENTY-FOURTH 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 two hundred and sixty thousand euros (EUR 260,000) stipulated in paragraph 3 the 16<sup>th</sup> 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 dividend rights, the terms and conditions for paying up, the subscription price of ordinary shares or securities giving access to the capital under the legal conditions;
- 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 or any other financial market located outside the European Economic Area; 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 2020 in its 22<sup>nd</sup> resolution.

**TWENTY-FIFTH 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. 22-10-50, 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;
- have shares admitted to trading on a regulated market or any other financial market located outside the European Economic Area; 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 2020 in its 23<sup>rd</sup> resolution.

***TWENTY-SIXTH RESOLUTION*** (*Authorization to the Board of Directors to grant free shares to employees and/or certain corporate officers*)

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 the special report of the Statutory Auditors, duly noting that the share capital has been fully paid up, and pursuant to in accordance with the provisions of Articles L. 225-197-1 and L. 225-197-2 of the French *Code de commerce*,

**1. Authorizes** the Board of Directors to proceed with, on one or more occasions, the allocation of free ordinary shares of the Company, existing or to be issued, to the benefit of:

- employees of the Company or of companies directly or indirectly related to it, to the within the meaning of Article L.225-197-2 of the French *Code de commerce* , and/or
- corporate officers who meet the conditions set out in Article L.225-197-1, II of the French *Code de commerce*,

the identity of which shall be determined by the Board of Directors in accordance with the allocation criteria and conditions defined by it, it being specified (i) that no shares may be allocated to employees and corporate officers each holding more than 10% of the Company's share capital and (ii) that a free allocation may not have the effect of conferring on any employee or corporate officer more than 10% of the Company's share capital.

**2. Decides** that the total number of free shares granted may not exceed 5% of the share capital on the date of the grant decision by the Board of Directors, it being specified that the nominal amount of all increases of capital that may be carried out pursuant to this resolution shall be deducted from the overall ceiling of two hundred and sixty thousand euros (€260,000) set in paragraph 3 of the 16<sup>th</sup> resolution.

**3. Decides** that the Board of Directors shall have the power to adjust the number of free shares granted, within the limit of the aforementioned ceiling, in the event of transactions affecting the Company's share capital that may be carried out, in order to preserve the rights of the beneficiaries. In the event of an adjustment, the shares granted



will be deemed to have been granted on the same day as the shares initially granted.

**4. Decides** that free shares granted to a given beneficiary by the Board of Directors which would not give rise to a definitive grant at the end of the Vesting Period (as defined below) may be the subject of a new grant and will then no longer be taken into account for the calculation of the ceiling defined above.

**5. Decides**, in accordance with the wording of Article L.225-197-1 of the French *Code de commerce*, that the granting of free shares to their beneficiaries will be definitive at the end of a vesting period, the duration of which will be set by the Board of Directors, but may not be less than one (1) year from the date of the Board's decision to grant (the "Vesting Period"), which may be subject to a lock-up obligation for the shares that runs from the date of the definitive grant of the shares (the "Retention Period"), it being specified that the cumulative period of the Vesting Period and the Retention Period may not be less than two (2) years.

As an exception, the definitive grant will take place before the end of the Vesting Period in the event of the death of the beneficiary, and in the event of disability of the beneficiary corresponding to the classification in the second and third of the categories provided in Article L.341-4 of the French *Code de la Sécurité Sociale*. **6. Acknowledges** that this authorization automatically entails the waiver by the shareholders of their preferential subscription rights to the ordinary shares to be issued on the basis of this authorization.

**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 :

- set, in accordance with the legal conditions and limits, the dates on which the allocations will be made;
- set the conditions and criteria for the allocation of free shares and, in particular, determine whether the free shares allocated are shares to be issued or existing shares, it being specified that the Board of Directors may defer its choice until the day before the end of the Vesting Period;
- in the event of the issue of new shares, charge, if necessary, the sums required to pay up the said shares to reserves, profits or issue premiums, record the completion of the capital increases carried out pursuant to this authorization, make the corresponding amendments to the bylaws and accomplish all necessary acts and formalities;
- determine, in accordance with these conditions and criteria, the identity of the beneficiaries of the bonus share allocation and the number of shares allocated to each of them, as well as the terms and conditions for the allocation of the shares, and in particular the duration of the Vesting Period and the Retention Period for the shares thus allocated within the following limits fixed;
- subject, where applicable, the definitive acquisition of all or part of the shares, to the achievement of one or more of the following conditions of performance that it will determine, it being specified that the allocations to the benefit of the executives corporate officers may only act (i) under the conditions provided for in Article L.225-197-6 of the French *Code de commerce*, or (ii) under the conditions provided for in Article L.225-197-6 of the French (ii) subject to the fulfillment of performance conditions that the Board of Directors may set determine and in compliance with the conditions of Article L. 225-197-1 II of the French *Code de commerce*;
- decide on the number of shares to be issued or existing shares;
- adjust the number of free shares granted during the Vesting Period, if necessary, to take into account any transactions affecting the Company's share capital in order to preserve the rights of the beneficiaries under the terms and conditions that it may freely determine; and
- record the completion of the capital increases up to the amount of shares that will actually be issued allocated free of charge to persons designated by the Board of Directors, amend the bylaws, deduct the sums necessary to increase the legal reserve to one-tenth of the new share capital after each increase, and to proceed with all formalities and declarations, to request any authorizations that may be necessary for the completion and successful completion of this issue, enter into any agreement, in particular to reach the completion of the planned issues, take all measures and carry out all formalities necessary for the issue, the listing and to the financial service of the securities issued pursuant to this delegation, as well as to the exercise of the rights which are attached to it, and generally do what is necessary.

**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 General Shareholder's Meeting dated 28 May 2020 in its 24<sup>th</sup> resolution.

***TWENTY-SEVENTH RESOLUTION*** (*Authorization to the Board of Directors to grant share subscription and/or share purchase options to corporate officers and employees of the Company or companies of the group, entailing the waiver by shareholders of their preferential rights to subscribe for shares issued following the exercise of stock options*)

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 Article L. 225-177 and seq. of the French *Code de commerce*,

**1. Authorizes** the Board of Directors to grant, on one or more occasions, share subscription or share purchase options to employees or corporate officers of the Company or French or foreign companies or groups related to it within the meaning of Article L.225-180 of the French *Code de commerce*, or certain categories of them.

**2. Decides** that the total number of options that may be granted under this resolution may not give entitlement to subscribe to or acquire a total number of shares representing more than 5% of the share capital on the date of the decision to subscribe to or acquire them granted by the Board of Directors, it being specified that the nominal amount of all capital increases that may be carried out pursuant to this resolution shall be deducted from the overall ceiling of two hundred and sixty thousand euros (€260,000) set in paragraph 3 of the 16<sup>th</sup> resolution.

**3. Resolves** that the shares that may be obtained by exercising the share purchase options granted under this resolution shall be acquired by the Company, as the case may be, under the share buyback program covered by the 14th resolution above pursuant to Article L.225-209 of the French *Code de commerce* or any share buyback program previously or subsequently applicable.

**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 exercise price of the options granted under this resolution will be set by the Board of Directors as follows :

- the exercise price of the share subscription option shall not be less than 80% of the average purchase price of the Company's shares on Euronext Paris regulated market during the twenty (20) trading sessions preceding the day on which the options are granted,
- in addition, the exercise price of the share purchase options shall not be less than 80% of the average purchase price of the shares held by the Company under the share buyback program authorized according to the 14th resolution submitted to this Meeting pursuant to Article L.225-209 of the French *Code de commerce* or any share buyback program previously or subsequently applicable.

**6. Decides** that the options granted must be exercised within a period of 10 years from the date of their grant by the Board of Directors.

**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:

- set, in accordance with legal conditions and limits, the dates on which the options will be granted;
- determine the list of beneficiaries, the number of options granted to each of them and the terms and conditions for granting and exercising of the options;
- set the conditions for exercising the options and, in particular, limit, restrict or prohibit (a) the exercise of the options (including, as the case may be, performance conditions to be met) or (b) the sale of the shares obtained by exercising the options, during certain periods or following certain events, and its decision may (i) relate to all or part of the options and (ii) concern all or part of the beneficiaries;

- decide the conditions under which the price and/or the number of shares to be subscribed or acquired will be adjusted in the cases provided for by French law; and
- more generally, enter into all agreements, draw up all documents, record capital increases following the exercise of the options, amend the bylaws accordingly if necessary, carry out all formalities and make all declarations to all authority and do all that would otherwise be necessary.

**8. Decides** that the aforementioned delegation is granted for a period of 38 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 2020 in its 25<sup>th</sup> resolution.

***TWENTY EIGHTH RESOLUTION*** (*Delegation of authority to the Board of Directors to decide on the issue of share subscription warrants, without shareholders' preemptive subscription rights, to the benefit of categories of persons*)

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 the special report of the Statutory Auditors, and in accordance with the provisions of Article L. 225-138, L. 225-129-2, L. 228-91 and seq. of the French *Code de commerce*,

**1. Delegates** to the Board of Directors its authority to issue, on one or more occasions, a maximum number of six hundred thousand (600,000) ordinary share subscription warrants (the "**BSA 2021**"), without shareholders' preferential subscription right to the said BSA 2021, each BSA 2021 giving the right to subscribe for one ordinary share of the Company with a par value of 0.01 euro, i.e. within the limit of a maximum number of six hundred thousand (600,000) ordinary shares.

**2. Decides**, consequently, that the nominal amount of the capital increases likely to be carried out in the future pursuant to this delegation will correspond to the issue of six hundred thousand (600,000) ordinary shares with a nominal value of 0.01 euro, to which may be added the nominal amount of the shares to be issued in order to preserve the rights of the holders of the BSA 2021, if such reservation would be necessary, it being specified that this ceiling will be deducted from the global ceiling of two hundred sixty thousand euros (€260,000) set in paragraph 3 of the 16<sup>th</sup> resolution above.

**3. Decides** to cancel the shareholders' preferential subscription right to the BSA 2021 and to reserve the subscription of the said BSA 2021 in favor of natural or legal entities meeting one of the following :

- executive employees or executive officers or members of the Company's management team who are not corporate officers, or
- members of the Board of Directors (including members of any research committee or those serving as censor) in office on the date of grant of the warrants, who are not executive officers of the Company or one of its subsidiaries, or consultants, managers or partners of companies providing services to the Company that have entered into a consulting or service agreement with the Company in force at the time of use of this delegation by the Board of Directors, or
- employees of the Company,

(together, the "**Beneficiaries**").

**4. Specifies** that pursuant to the provisions of Articles L.228-91 and L.225-132 of the French *Code de commerce*, this decision entails, in favor of the holders of BSA 2021, the waiver by the shareholders of their preferential subscription right to the ordinary shares to which the BSA 2021 entitle them.

**5. Decides** that :

- the BSA 2021 will not be the subject of a request for admission to trading on any market. They will be transferable. They will be issued in registered form and will be registered in an account;
- the BSA 2021 must be exercised within ten (10) years of their issuance and those that have not been exercised at the end of this ten (10) year period will automatically become null and void;

- the issue price of a BSA 2021 will be determined by the Board of Directors on the date of issue of the said BSA 2021 according to the characteristics of the latter and will in any event be at least equal to 8% of the market value of a common share of the Company on the date of allocation of the BSA 2021. This market value corresponds to the volume-weighted average price of the last twenty (20) trading days preceding the date of grant of the BSA 2021 by the Board of Directors as long as the Company's shares are admitted to trading on the regulated market of Euronext Paris ;
- the issue price of the BSA 2021 must be paid up in full at the time of subscription, by cash settlement or by offsetting against liquid and due receivables;
- the issue price of one ordinary share to be subscribed for pursuant to the exercise of the BSA 2021 shall be determined by the Board of Directors at the time of the grant of the BSA 2021 and shall be equal to the volume-weighted average share price of the last twenty (20) trading days preceding the date of grant of the BSA 2021 by the Board of Directors as long as the Company's shares are admitted to trading on the regulated market of Euronext Paris (the "**Exercise Price**"); and
- the ordinary shares thus subscribed shall be fully paid up at the time of their subscription, either by cash payment or by offsetting against liquid and payable debts.

**6. Decides** that in the event that, as long as the BSA 2021 have not been fully exercised, the Company will proceed with one of the transactions mentioned below :

- issue of securities with preferential subscription rights for shareholders; or
- capital increase by incorporation of reserves, profits or share premiums; or
- distribution of reserves in cash or securities,

the rights of the holders of the 2021 BSA would be reserved under the conditions provided for in Article L.228-98 of the French *Code de commerce*.

**7. Authorizes** the Company to change its purpose, amortize its capital, modify the distribution of profits or distribute reserves in accordance with the provisions of Article L.228-98 of the French *Code de commerce*.

**8. Recalls** that pursuant to Article L.228-98 of the French *Code de commerce* :

- in the event of a capital reduction motivated by losses through a reduction in the number of shares, the rights of the holders of the BSA 2021 as to the number of shares to be received upon exercise of the BSA 2021 will be reduced accordingly as if the said holders had been shareholders from the date of issue of the BSA 2021;
- in the event of a capital reduction motivated by losses through a reduction in the par value of the shares, the subscription price of the shares to which the BSA 2021 warrants entitle their holders will remain unchanged, with the issue premium being increased by the amount of the reduction in par value.

**9. Decides** that :

- in the event of a capital reduction not motivated by losses by way of a reduction in the nominal value of the shares, the subscription price of the shares to which the BSA 2021 warrants entitle the holder will be reduced accordingly; and
- in the event of a capital reduction not motivated by losses through a reduction in the number of shares, holders of the 2021 stock warrants, if they exercise their BSA 2021, may request the repurchase of their shares under the same conditions as if they had been shareholders at the time of the Company's repurchase of its own shares.

**10. Authorizes** the Company to require holders of the BSA 2021 to repurchase or redeem their rights as provided for in Article L.228-102 of the French *Code de commerce*.

**11. 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:

- to establish the list of beneficiaries among the persons fulfilling the characteristics specified above and to set the number of BSA 2021 allocated to each of them ;
- issue and allocate the BSA 2021 and set the subscription price, the exercise conditions and the final terms of the BSA 2021, in particular the exercise schedule and the cases of acceleration of the exercise conditions in accordance with the provisions of this resolution and within the limits set in this resolution;
- set the price of the common share that may be subscribed for upon exercise of a BSA 2021 under the aforementioned conditions;
- determine the dates and terms of the issue of ordinary shares to be carried out pursuant to this delegation of authority in accordance with the legal and statutory requirements;
- receive the subscription to the said BSA 2021 and record the completion of the definitive issue of the BSA 2021 under the conditions set out above and their allocation;
- record the number of ordinary shares issued following the exercise of the BSA 2021, carry out the formalities following the corresponding capital increases and make the corresponding amendments to the bylaws, and have the ordinary shares thus issued admitted to trading on Euronext Paris regulated market, as the case may be;
- to take all measures to ensure the protection of the holders of the BSA 2021 in the event of a financial transaction concerning the Company, in accordance with the legal and regulatory provisions in force; and
- in general, to take any measure and carry out any formality useful to this issue.

**12. 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 General Shareholder's Meeting dated 28 May 2020 in its 26<sup>th</sup> resolution.

The Board of Directors will inform the Shareholders' Meeting each year of the transactions carried out under this resolution.

## **ORDINARY RESOLUTION**

### ***TWENTY NINETH RESOLUTION (Power for formalities)***

The General Meeting, deliberating in accordance with the quorum and majority requirements for ordinary general meetings,

**Grants** full powers to the bearer of an original, copy or extract of the minutes of this Meeting to carry out all publication and filing formalities, and generally to do whatever is necessary.

## **INFORMATION**

### ***Shareholder status***

Pursuant to Article R. 22-10-28 of the French Commercial Code, will be able to participate in the General Meeting, the shareholders who will justify:

- in the case of registered shares: of an account registration of said shares in the Company's registered share accounts by Wednesday April 14th, 2021, zero hour, Paris time;
- in the case of bearer shares: of an account registration of said shares (if applicable, in the name of the intermediary registered on behalf of the shareholder concerned in accordance with the legal and regulatory requirements) in the bearer securities accounts held by their intermediary by Wednesday April 14th, 2021, zero hour, Paris time. The authorized intermediaries will deliver a certificate of securities ownership, as an appendix to the remote voting form or proxy form filled by the shareholder or on behalf of the shareholder represented by the registered intermediary.

Only those shareholders who can prove their status by or before Wednesday April 14, 2021, zero hour, Paris time, under the conditions set out above, will be able to participate in this General Meeting.

### ***Method of participation in the Shareholders' Meeting***

Shareholders have several options for participating in the General Meeting held virtually : by proxy or by voting remotely (a) by mail or (b) via Internet.

- a. To vote remotely or by proxy by mail:

For registered shareholders: a postal voting form or proxy form will be sent directly to them. This form should be returned in the prepaid T envelope enclosed with the notice of meeting.

For holders of bearer shares: from this day, the postal voting form or proxy form can be requested from the intermediaries managing their shares. Each demand must be addressed by the financial intermediary to the Services des Assemblées of Société Générale, 32, rue du Champs de Tir, CS 30812, 44308 Nantes Cedex 3 at the latest six days before the date of the General Meeting (Article R. 225-75 of the French Commercial Code). The single postal voting form or proxy form must be submitted with a certificate of securities ownership drawn up by the financial intermediary who will have to forward these documents to the Services des Assemblées of Société Générale, 32, rue du Champs de Tir, CS 30812, 44308 Nantes Cedex 3.

In any case, the postal voting form or proxy voting form duly filled and signed (and accompanied by the certificate of securities ownership for the bearer shares) must be returned in such a way that the Services des Assemblées of Société Générale or the Company can receive it at least three (3) days before the date of the General Meeting (that is April 13, 2021). It is specified that this time limit shall not apply to designations or revocations of proxies for named persons which, in order to be validly taken into account, must be received no later than the fourth day preceding the General Meeting.

- b. To vote or give proxy via Internet:

Shareholders also have the option of transmitting their voting instructions and giving or revoking a proxy via Internet before the General Meeting, on the website Votaccess, under the following conditions:

- For registered shareholders: they will be able to access Votaccess to vote or give proxy via Internet by logging in on the website [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com), using their Sharinbox access code and password sent to them by mail from Société Générale Securities Services. They must then follow the procedure described on the screen;

- For holders of bearer shares: they will have to log in on the Internet portal of their account holders with their usual access codes. They will then have to click on the icon that will appear on the line corresponding to their Inventiva shares to access the Votaccess website and follow the procedure described on the screen.

Beware, only those shareholders whose account holder has subscribed to Votaccess will be able to vote, give or revoke a proxy via Internet.

If the account holder of the shareholder has not subscribed to Votaccess, the notice of appointment and revocation of a proxy can nevertheless be effectuated by electronic means in accordance with the provisions of Articles R. 22-10-24 and R. 225-79 of the French Commercial Code according to the following procedures: by sending an email to his financial intermediary. This email must contain the following information: name of the Company, last name, first name, address, bank references of the principal, as well as the last name, first name and, if possible, address of the agent. The shareholder must ask his authorized intermediary to send a written confirmation to the Services des Assemblées of Société Générale, 32, rue du Champs de Tir, CS 30812, 44308 Nantes Cedex 3. In order for grants or revocations of proxy by electronic means to be validly taken into account, confirmations must be received no later than 3 p.m. (Paris time) the day before the General Meeting.

The secured platform Votaccess will be open as from Monday March 29, 2021, 9 a.m., Paris time. The ability to vote, give or revoke a proxy via Internet prior to the General Meeting will end on April 15, 2021, 3 p.m., Paris time. Shareholders are advised not to wait until the last days before the General Meeting to enter their instructions. It is specified that this time limit shall not apply to designations or revocations of proxies for named persons which, in order to be validly taken into account, must be received no later than the fourth day preceding the General Meeting.

**Warning:** As the proxy holder cannot physically attend the General Meeting, he must send his voting instructions in the form of a scanned copy of the single form to Société Générale, by e-mail to the following address [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com). The form must bear the surname, first name and address of the proxy holder, the words "In the capacity of proxy holder", and must be dated and signed. The voting directions are entered in the "I vote remotely" box of the form. He attaches a copy of his identity card and if applicable, a power of attorney from the legal entity he represents. In order to be taken into account, the electronic message must reach Société Générale no later than the fourth day preceding the date of the Meeting. In addition, for its own voting rights the proxy holder sends his or her voting instructions according to the usual procedures.

You are reminded that, in accordance with the provisions of Article R. 22-10-28 of the French Commercial Code:

- any shareholder who has carried out any of the above formalities may sell all or part of his shares. However, if the sale is carried out before the second (2<sup>nd</sup>) business day preceding the General Meeting at zero hour, Paris time the Company or its proxy cancels or modifies accordingly, depending on the case, the vote or proxy. To this end, the authorized intermediary holding the account notifies the Company or its authorized representative of the transfer and provides it with the necessary information;
- if the sale occurs after this period, it does not have to be notified by the authorized intermediary or taken into consideration by the Company, notwithstanding any agreement to the contrary.

### ***Submission of written questions***

In accordance with the provisions of Decree no. 2020-1614 of December 18, 2020 extending and amending Decree no. 2020-418 of April 10, 2020 and Decree no. 2020-629 of May 25, 2020, each shareholder will have the

possibility to submit to the Board of Directors the written questions of his choice no later than the second (2<sup>nd</sup>) business day prior to the date of the General Meeting, that is Wednesday April 14, 2021.

Written questions must be sent to the Company's registered office by registered letter with acknowledgement of receipt. They must be accompanied by a certificate of account registration.

In accordance with the legislation in force, these questions may be answered together if they have the same content or relate to the same subject. In accordance with the provisions of Ordinance no. 2020-1497 of December 2, 2020 extending and amending Ordinance no. 2020-321 of March 25, 2020, all written questions asked by shareholders and the answers thereto will be published on the Company's website.

### ***Right of communication***

In accordance with Article 3 of the Ordinance no. 2020-321 of March 25, 2020 (amended and extended), shareholders may request the documents or information to which they may have access by electronic message prior to the General Meeting, provided that they indicate in their request the electronic address to which it may be sent.

All documents that must be made available to shareholders in connection with the General Meeting are available and may be communicated by electronic message, upon request, as from the publication of the notice of meeting or fifteen days before the General Meeting, depending on the document concerned, and, for the documents provided for in Article R.22-10-23 of the French Commercial Code (in particular, the text of the draft resolutions that are presented to the General Meeting by the Board of Directors), twenty-one days before the General Meeting on the Company's website : [www.inventivapharma.com](http://www.inventivapharma.com).

**The Board of Directors**



## **INVENTIVA**

*Société anonyme* with a Board of Directors

With a share capital of EUR 386,302.61

Registered office: 50, Rue de Dijon, 21121 Daix, France

537 530 255 Trade and Companies Registry of Dijon

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### **REPORT OF THE BOARD OF DIRECTORS TO THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF APRIL 16<sup>th</sup>, 2021**

Madams and Sirs,

We have convened this General Meeting to submit for your approval decisions that fall within the competence of the Ordinary General Meeting, on the one hand, and the Extraordinary General Meeting, on the other hand.

The purpose of this report is to present the draft resolutions submitted by the Board of Directors to the General Meeting. It is intended to present the main points of the draft resolutions, in accordance with current regulations. It does not, therefore, claim to be exhaustive. Thus, it is essential that you read the text of the draft resolutions carefully before exercising your voting rights.

A summary of the Company's financial position, activity and earnings during the past fiscal year, as well as the various information required by the applicable laws and regulations, is included in the universal registration document, which includes the 2020 annual financial report, available on the Company's website (<http://inventivapharma.com>), to which you are invited to refer.

You are hereby called to rule on the following agenda:

#### **AGENDA**

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

#### **On an ordinary basis**

1. Approval of the statutory financial statements for the financial year ended December 31<sup>st</sup>, 2020;
2. Appropriation of profit/loss for the financial year ended December 31<sup>st</sup>, 2020;
3. Approval of the expenses and charges referred to in Article 39(4) of the French General Tax Code;
4. Related-party agreements;
5. Final approval of the fixed and variable compensation paid or awarded to Mr. Frédéric Cren in his capacity as Chairman of the Board of Directors and Chief Executive Officer for the financial year ended December 31<sup>st</sup>, 2020;
6. Final approval of the fixed and variable compensation paid or awarded to Mr. Pierre Broqua in his capacity as Deputy Chief Executive Officer for the financial year ended December 31<sup>st</sup>, 2020;
7. Approval of the information on corporate officers' compensation included in the corporate governance report and referred to in Article L.22-10-9 I. of the French *Code de commerce*;
8. Approval of the compensation policy for Mr. Frédéric Cren in his capacity as Chairman of the Board of Directors and Chief Executive Officer;

9. Approval of the compensation policy for Mr. Pierre Broqua in his capacity as Deputy Chief Executive Officer;
10. Approval of the compensation policy of the Company's Directors;
11. Renewal of the director's mandate of the company Sofinnova Partners, represented by Ms. Lucy Lu, for a period of 3 years;
12. Appointment of the company Lison Chouraki (LCA) as second Statutory Auditor;
13. Appointment of the company R&Berg Audit as Alternate Auditor;
14. Authorization granted to the Board of Directors to buyback the Company's shares;

**On an extraordinary basis**

15. Authorization to the Board of Directors to reduce the share capital by cancellation of shares;
16. 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;
17. 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, excluding offers referred to in Article L.411-2- 1° of the French *Code monétaire et financier*;
18. 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 referred to in Article L.411-2 1° of the French *Code monétaire et financier*;
19. Authorization to the Board of Directors to set the issuance price on the capital increases by way of public offerings, 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;
20. 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;
21. Authorization 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;
22. 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;
23. 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;
24. 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 du travail*, without shareholders' preferential subscription rights;
25. Delegation of authority to the Board of Directors to increase the share capital of the Company by incorporating reserves, profits or premiums;
26. Authorization to the Board of Directors to grant free shares to employees and/or certain corporate officers;
27. Authorization to the Board of Directors to grant share subscription and/or share purchase options to corporate officers and employees of the Company or companies of the group, entailing the waiver by shareholders of their preferential rights to subscribe for shares issued following the exercise of stock options;
28. Delegation of authority to the Board of Directors to decide on the issue of share subscription warrants, without shareholders' preemptive subscription rights, to the benefit of categories of persons;

**On an ordinary basis**

29. Power of attorney to accomplish the formalities.

\* \* \*

We propose to examine hereafter each of the above proposals submitted for your approval.

**1. APPROVAL OF THE FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED DECEMBER 31<sup>ST</sup>, 2021 - APPROPRIATION OF PROFIT/LOSS - REVIEW OF THE RELATED-PARTY AGREEMENTS (FIRST TO FOURTH RESOLUTIONS)**

You are invited to refer to the management report of the Boards of Directors and to the reports (general and special) of the Statutory Auditors, including the universal registration document, which includes the 2020 annual financial report, both made available under the conditions provided by laws and regulations.

Concerning the state of business since the beginning of the current fiscal year, once again, you are invited to refer to the management report of the Boards of Directors.

**2. COMPENSATION OF CORPORATE OFFICERS (EX POST VOTES) FOR THE FISCAL YEAR ENDED DECEMBER 31<sup>ST</sup>, 2021 (FIFTH TO SEVENTH RESOLUTIONS)**

The say on pay process regarding the compensation of corporate officers of listed companies implemented by the Act "Sapin II", as reformed by the ordinance No. 2019-1234 of November 27<sup>th</sup>, 2019 and the ordinance No. 2020-1142 of September 16<sup>th</sup>, 2020, provides that the annual ordinary general meeting is called to rule on:

- an "individual" *ex post* vote: on the fixed, variable and exceptional items making up the total compensation and benefits of any kind paid or granted in respect of the previous fiscal year by separate resolutions for the Chairman / Chief Executive Officer and the Deputy Chief Executive Officer, and
- a "general" *ex post* vote: on the information relating to the compensation of all corporate officers (including directors) mentioned in I of Article L. 22-10-9 of the French *Code de commerce* (general *ex post* vote) as presented in the corporate governance report.

You are therefore invited to refer (i) to section 3.5.2.1 of the corporate governance report included in the universal registration document, itself including the 2020 annual financial report, which presents the compensation paid or granted in respect of fiscal year 2020 to the Chairman / Chief Executive Officer and to the Deputy Chief Executive Officer, and (ii) to section 3.5.2.2 of the same report for information on the compensation of corporate officers mentioned in section I of article L. 22-10-9 of the French *Code de commerce*.

Will be subject to your approval:

- as part of the individual *ex post* vote: the compensation paid or granted for the financial year 2020 to the Chairman / Chief Executive Officer and the Deputy Chief Executive Officer, as set out in 3.5.2.1 of the corporate governance report, and
- in the context of the general *ex post* vote: the information on the compensation of corporate officers mentioned in I of Article L. 22-10-9 of the French *Code de commerce*, as set out in 3.5.2.2 of the corporate governance report.

### **3. APPROVAL OF THE COMPENSATION POLICIES FOR THE CHAIRMAN / CHIEF EXECUTIVE OFFICER, DEPUTY CHIEF EXECUTIVE OFFICER, AS WELL AS DIRECTORS (EIGHTH TO TENTH RESOLUTIONS)**

The say on pay process regarding the compensation of corporate officers implemented by the Act "Sapin II", as reformed by the ordinance No. 2019-1234 of November 27<sup>th</sup>, 2019 and the ordinance No. 2020-1142 of September 16<sup>th</sup>, 2020, also provides that the annual ordinary general meeting is called to vote *ex ante*, on the compensation policy applicable to all corporate officers, including the directors, and not only executive officer as it used to be the case.

The compensation policy, in its common aspects as well as in those aspects specific to each of the corporate officers and as determined by your Board of Directors, is described in section 3.5.1 of the corporate governance report, included in the 2020 annual financial report, which is itself part of the universal registration document.

The Board of Directors has, upon proposal of the Compensation and Nomination Committee, modified the compensation policy of corporate officers (excluding directors) to allow a grant to the Chairman / Chief Executive Officer and Deputy Chief Executive Officer of a long-term stock-based compensation. This compensation will consist of, in respect of fiscal year 2021, founders warrants (*bons de souscription de parts de créateur d'entreprise*) (BSPCE) the exercise of which will be subject to conditions precedent of presence and performance.

The Board of Directors has also decided, upon proposal of the Compensation and Nomination Committee, to reevaluate the fixed and variable annual compensation of the Chairman / Chief Executive Officer and Deputy Chief Executive Officer starting from the fiscal year 2021. This evolution has been decided in accordance with the general principals set forth in the Middledext Code, by checking, in particular, that it is consistent with market practices and with the compensation of the Company's other managers and employees. The details of these items of compensation are set out in paragraph 3.5.1 of the aforementioned corporate governance report.

Three resolutions will be submitted for your approval, concerning the compensation plan as applied, respectively, to the Chairman / Chief Executive Officer, the Deputy Chief Executive Officer and the Directors.

### **4. RENEWAL OF THE MANDATE OF THE COMPANY SOFINNOVA PARTNERS AS DIRECTOR OF THE COMPANY (ELEVENTH RESOLUTION)**

The company Sofinnova Partners, represented by Ms. Lucy Lu, has been appointed director of the Company following the general meeting dated May 28<sup>th</sup>, 2018, for a period of 3 years.

Its term as director of the company is therefore coming to an end after your General Meeting.

In accordance with its wish, we invite you to renew its term as director of the Company for another three years, ending after your annual ordinary general meeting called to rule on the financial statements for the fiscal year ended December 31<sup>st</sup>, 2023.

### **5. APPOINTMENT OF A SECOND STATUTORY AUDITOR (TWELFTH RESOLUTION)**

The Company is required to appoint a second Statutory Auditor to comply with the provisions of Article L. 823-2 of the French *Code de commerce*.

We therefore propose that you appoint as second Statutory Auditor of the Company, the company Lison Chouraki Audit (LCA), having its registered office at 3, rue Anatole de la Forge, 75017 Paris, registered with the Trade and Companies Registry of Paris, under the No. 512 150 467 and represented by Mrs. Lison Dahan Chouraki, for a

period of six years, ending after the General Meeting called to rule on the consolidated financial statements for the fiscal year ended December 31<sup>st</sup>, 2026.

**6. APPOINTMENT OF AN ALTERNATE AUDITOR (*THIRTIETH RESOLUTION*)**

As, the second statutory auditor is not a multi-partner company, the Company needs to proceed with the appointment of an alternate auditor.

We therefore propose that you appoint as second Statutory Auditor of the Company, the company R&Berg Audit, having its registered office at 14, avenue Wagram, 75008 Paris, registered with the Trade and Companies Registry of Paris, under the No. 809 727 704 and represented by Mr. Julien Herenberg, for a period of six years, ending after the General Meeting called to rule on the consolidated financial statements for the fiscal year ended December 31<sup>st</sup>, 2026.

**7. AUTHORIZATION TO IMPLEMENT A SHARE REPURCHASE PLAN, AND CONCOMITANTLY TO AUTHORIZE THE BOARD TO REDUCE THE SHARE CAPITAL BY CANCELLING TREASURY SHARES (*FOURTEENTH AND FIFTEENTH RESOLUTIONS*)**

We propose that you renew, in advance, the authorization granted to the Board of Directors, for a period of 18 months, by the ordinary and extraordinary general meeting of May 28<sup>th</sup>, 2020, to implement a buyback program.

During previous fiscal years, this buyback program has been exclusively used within the framework of a liquidity agreement initially entered into with Oddo BHF (which was succeeded by an identical agreement with Kepler Cheuvreux), to meet the objective of allowing the liquidity of the Company's share through an investment services provider. The resolution that we submit to you aims at continuing the implementation of said liquidity agreement, within the limit of 10% of the shares composing the share capital, at any moment.

The amount of funds intended for the realization of the share repurchase plan would be limited to 10% of the share capital, the Board of Directors being able to lower this ceiling when implementing this resolution. The maximum purchase price by share (excluding fees and commissions) would be set at EUR forty (€40).

We also submit to your approval the authorization to be granted to the Board of Director to cancel, if applicable, the treasury shares obtained while implementing the share repurchase plan and to reduce the share capital correlatively.

Once again, this involves the anticipatory renewal of the authorization granted to the Board of Directors, for a period of 18 months, by the 13<sup>th</sup> resolution of the mixed general meeting of May 28<sup>th</sup>, 2020; to avoid having a period not covered by this authorization.

In all circumstances, the Company has currently no intention to cancel shares, its share repurchase plan being limited to the performance of the liquidity agreement.

**8. FINANCIAL DELEGATIONS TO THE BOARD OF DIRECTORS (*SIXTEENTH TO TWENTY-EIGHTH RESOLUTIONS*)**

We propose that you renew, in advance, the current financial delegations granted to the Board of Directors by the extraordinary and ordinary general meeting dated May 28<sup>th</sup>, 2020. These delegations would give the Board of Directors the authority to carry out various transactions on the share capital and thus to give the Company the necessary flexibility and reactivity to strengthen its capital base by implementing various financing options (in particular financing through the issue of ordinary shares, including in the form of American Depositary Shares following the initial public offering of the Company in July 2020 on the American market and/or convertible bonds), without having to consult again the shareholders' general meeting. The Company could thus have the necessary resources, as the case may be, by calling on markets in order to accelerate and complete its development programs.

You will read the reports prepared by the Statutory Auditor on these delegations and authorizations.

In this regard, we would like to point out that:

- The maximal global nominal amount of any share capital increase that may be carried out pursuant to the delegation granted under the terms of the resolution 16 hereunder is set at 260.000 euros, corresponding to 26.000.000 shares, representing approximately 67% of the share capital as of March 2<sup>nd</sup>, 2021,
- The maximal global nominal amount of any share capital increase without shareholders' preemptive subscription rights that may be carried out pursuant to the delegations granted under the terms of the resolutions 17, 18, 20, 22 hereunder, is set at 230.000 euros (said cap would count towards the overall cap of 260.000 euros referred to above), corresponding to 23.000.000 shares, representing approximately 59% of the share capital as of March 2<sup>nd</sup>, 2021.
- The maximum global nominal amount of any share capital increase that may be carried out pursuant to the delegation granted under the terms of the resolution 24 hereunder is set at 3.000 euros (said amount will count towards the overall cap of 260.000 euros referred to above), corresponding to 300.000 shares, representing approximately 0,77% of the share capital as of March 2<sup>nd</sup>, 2021.
- The maximum global nominal amount of any share capital increase that may be carried out pursuant to the delegation granted under the terms of the resolution 25 hereunder is set at 20.000 euros (said cap being independently fixed and distinct from the caps referred to above), corresponding to 2.000.000 shares, representing approximately 5,2% of the share capital as of March 2<sup>nd</sup>, 2021,
- The maximum global nominal amount of debt securities that may be carried out pursuant to these delegations would be set at 150.000.000 euros,
- The delegations requested could not be used during the period of a public offering for the Company's shares,
- These delegations would put an end on the delegations, having the same object, granted previously,

All of these delegations would be granted for a period of twenty-six (26) months, with the exception of the delegation referred to in resolution 20 (delegation for the purpose of increasing the share capital of the company by issuance of ordinary shares or securities giving access to ordinary shares of the Company, immediately or in the future, reserved for certain specific categories of beneficiaries, without shareholders' preemptive subscription rights), which would be granted for a period of eighteen (18) months, as well as the delegation referred to in the resolution 23 (delegation for the purpose of increasing 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), which would be granted for a period of eighteen (18) months if used in the context of resolution 20.

The Board of Directors would have full powers, with the right to subdelegate such powers in accordance with French law, to implement the delegations granted to it. Should the Board of Directors use the delegations of authority thus granted, it would report thereon to the following ordinary general meeting, in accordance with the law and regulations.

We therefore propose that you review hereinafter each of the delegations and authorizations that you are being asked to grant your Board of Directors.

**8.1. 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 ordinary shares of the Company,**

**immediately or in the future, with shareholders' preemptive subscription rights maintained, up to the global limit of 260.000 euros (SIXTEENTH RESOLUTION);**

This delegation would grant the Board of Directors, with the right to sub-delegate 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, 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, including through the free allocation of share subscription warrants, which may be subscribed for either in cash or by offsetting against claims, in the amount and at the times it deems appropriate.

The shareholders shall have, proportionally to the amount of their shares, preemptive subscription rights over the ordinary shares and securities giving access to the share capital of the Company to be issued. 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 on an irreducible basis and, as the case may be, on a reducible basis, 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.

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 two hundred sixty thousand euros (EUR 260,000), consisting of 26.000.000 shares, representing approximately 67% of the share capital as of March 2<sup>nd</sup>, 2021 and 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 16 to 24 of this General Shareholders' Meeting, as well as capital increases that may be performed pursuant to resolutions 26 to 28 of this Meeting, would count towards this overall cap. Added to this cap would 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, 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.

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. 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 and fifty million euros (EUR 150,000,000) (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 17 to 23 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*.

This resolution entails 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.

The Board of Directors will have full authority, with the right to sub-delegate under the conditions provided by French law, to implement this resolution.

The aforementioned delegation would be granted for a period of 26 months and would terminate, with immediate effect, for the unused fraction, the delegation granted by the Combined General Shareholder's Meeting dated 28 May 2020 in its resolution 14.

**8.2. 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 ordinary shares of the Company, immediately or in the future, without shareholders' preemptive subscription rights, by way of public offerings, excluding offers referred to in Article L.411-2- 1° of the French Code monétaire et financier (SEVENTEENTH RESOLUTION);**

This delegation would grant the Board of Directors, with the right to sub-delegate under the conditions provided by French law, the authority to proceed with, one or more issuances, by way of public offerings, excluding offers referred to in article L. 411-2 1° of the French *Code de commerce*, 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 Article L. 411-2 1° of the French *Code monétaire et financier*.

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 the provisions of Article L. 225-135 of the French *Code de commerce*. 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.

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.

The maximum nominal amount of the share capital increases that may be performed, pursuant to this resolution shall not exceed two hundred and thirty thousand euros (EUR 230,000), consisting of 23.000.000 shares, representing approximately 59% of the share capital as of March 2<sup>nd</sup>, 2021, it being specified that this cap would count towards the overall cap of two hundred and sixty thousand euros (EUR 260,000) stipulated in paragraph 7.1 above. Added to those caps would 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, as the case may be, other contractual provisions that provide for other cases of adjustment, the rights of holders of securities or other rights giving access to the share capital of the Company.

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. The debt securities 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 and fifty million euros (EUR 150,000,000) (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 amount would count towards the overall cap stipulated in paragraph 7.1 above. 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*.

This resolution entails 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.

We remind you that the issue price of the shares and securities that may be issued pursuant to this delegation would be set by the Board of Directors, in accordance with the provisions of Article L. 225-136-1° and Article R. 225-119 of the French *Code de Commerce* (as an indication on the date of this General Meeting, the issue price of the shares would be at least equal to the volume-weighted average price of the shares of the Company over the last three (3) trading days on the regulated market of Euronext Paris preceding the start of the public offering within



the meaning of EU Regulation 2017/1129 of 14 June 2017, as the case may be, less the maximum discount permitted by law, currently 10%, it being specified that the issue price of the securities giving access to ordinary shares 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 above).

Full powers would be granted to the Board of Directors, with the right to subdelegate such powers in accordance with the law, for implementing this resolution.

The delegation presented would be granted for a period of 26 months and would terminate, with immediate effect, the unused portion of the delegation granted by the Combined General Meeting of 28 May 2020 in its 15th resolution.

**8.3. 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 ordinary shares of the Company, immediately or in the future, without shareholders' preemptive subscription rights, by way of public offerings referred to in Article L.411-2 1° of the French *Code monétaire et financier* (EIGHTEENTH RESOLUTION);**

This delegation is in all respects identical to the delegation described in the paragraph above, with the difference that the issues decided pursuant to this delegation would be carried out in the context of an offer to qualified investors or a restricted circle of investors referred to in 1° of Article L. 411-2 of the French *Code monétaire et financier*, it being specified that the total nominal amount of the share capital increases that may be carried out pursuant to this delegation may not exceed EUR 230,000 (representing 23,000,000 shares or 59% of the share capital as at 2 March 2021), nor, in any event, exceed the maximum amount set by the regulations in force on the date of issue (*i.e.*, for information purposes, as at the date of this General Meeting, 20% of the share capital per year as assessed on the date the delegation is implemented by the Board of Directors), maximum amount to which would be added, where applicable, the additional amount of shares to be issued to preserve, in accordance with the law and, where applicable, contractual stipulations providing for other cases of adjustment, the rights of holders of securities and other rights giving access to ordinary shares, it being specified, on the one hand, that this cap will count towards the cap of EUR 230,000 ceiling stipulated in point 7.2 above and would be deducted from the latter on the other hand, 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 EUR 260,000 stipulated in point 7.1 above.

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 total nominal amount of debt securities that may be issued under this delegation may not exceed EUR 100,000,000 (or the equivalent of this amount in foreign in any other currency or currency units established by reference to several currencies), this amount being included in the global ceiling of EUR 230,000 stipulated in point 7.2 above.

We remind you that the issue price of the shares and securities that may be issued pursuant to this delegation would be set by the Board of Directors, in accordance with the provisions of Article L. 225-136-1° and Article R. 225-119 of the French *Code de Commerce* (as an indication on the date of this General Meeting, the issue price of the shares would be at least equal to the volume-weighted average price of the shares of the Company over the last three (3) trading days on the regulated market of Euronext Paris preceding the start of the public offering within the meaning of EU Regulation 2017/1129 of 14 June 2017, as the case may be, less the maximum discount permitted by law, currently 10%, it being specified that the issue price of the securities giving access to ordinary shares 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 above).

Full powers would be granted to the Board of Directors, with the right to subdelegate such powers in accordance with the law, for implementing this resolution.

This delegation would be granted for a period of 26 months and would terminate, with immediate effect, for the unused portion of the delegation granted by the Combined General Meeting of 28 May 2020 in its 16th resolution.

**8.4. Authorization to the Board of Directors to set the issuance price on the capital increases by way of public offerings, 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 (NINETEENTH RESOLUTION);**

We ask you to authorize your Board of Directors, with the right to subdelegate under the conditions provided for by law, for each of the issues decided under the delegations granted in 17<sup>th</sup> and 18<sup>th</sup> resolutions, and up to a limit of 10% of the Company's share capital (as existing on the date of the transaction) per 12-month period, to depart from the conditions for setting the issuance prices provided for in the aforementioned 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 15% 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.

Full powers would be granted to the Board of Directors to implement this resolution.

This authorization would give the Board greater flexibility to determine the pricing terms and conditions based on market opportunities and investor demand.

This authorization would be granted, with the right to subdelegate, for a period of 26 months and would terminate, with immediate effect, for the unused portion of the authorization granted by the Combined General Meeting of 28 May 2020 in its 17th resolution.

**8.5. 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 ordinary shares of the Company, immediately or in the future, reserved for certain specific categories of beneficiaries, without shareholders' preemptive subscription rights (TWENTIETH RESOLUTION);**

This delegation would enable the Board to proceed with, with the right to subdelegate under the conditions provided for by law, in France or abroad, 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, with cancellation of shareholders' preemptive subscription right in favor of categories of beneficiaries with one 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 medical devices and/or technologies, 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.

The sole purpose of the latter paragraph is to enable investment service providers who are likely to guarantee the realization of an issue intended to be placed with the persons referred to in the first two paragraphs to subscribe to the securities issued in the event that the guarantee is activated.

The total nominal amount of the share capital increases that may be carried out pursuant to this delegation may not exceed EUR 230,000, which represents 23,000,000 shares, i.e. 59% of the share capital as of March 2, 2021, it being specified, firstly, that this ceiling would count towards the overall cap of EUR 230,000 stipulated in point 7.2 above and would be deducted from the latter and, secondly, that the nominal amount of the capital increases likely to result from this resolution would be deducted from the overall cap of EUR 260,000 stipulated in point 7.1 above. 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.

The total nominal amount of the debt securities that may be issued under this delegation may not exceed EUR 150,000,000 (or the equivalent of this amount in foreign in any other currency or currency units established by reference to several currencies), this amount being included in the overall cap stipulated in point 7.2 above.

If the subscriptions have not fully absorbed an issue of shares or securities giving access to the capital issued pursuant to this resolution, the Board of Directors may limit the issue to the amount of subscriptions provided that this amount reaches at least three-quarters of the issue decided.

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 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 15% 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.

Full powers would be granted to the Board of Directors to implement this resolution.

This delegation, together with the proposed discount, would enable the Company to call on specialist investors and, once again, give it greater flexibility in setting the issue price of the securities.

This delegation would be granted for a period of 18 months and would terminate, with immediate effect, for the unused portion of the delegation granted by the Combined General Meeting of 28 May 2020 in its 18th resolution.

**8.6. Authorization 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 (TWENTY FIRST RESOLUTION);**

We ask you to authorize your Board of Directors, with the right to subdelegate under the conditions provided by law, for each of the issues decided pursuant to 15<sup>th</sup> to 17<sup>th</sup> and 19<sup>th</sup> resolutions above, to decide, within the periods and limits provided for by the law and regulations applicable on the date of the relevant issue (on the date of this meeting, within thirty (30) days following the closing of the subscription, up to a maximum of fifteen percent (15%) of the initial issuance and at the same price as the initial issuance), to increase the number of shares to be issued as part of share capital increases within the ceiling provided for in the resolution pursuant to which the issue is decided upon.

This authorization would notably enable the Board to provide for an additional capital increase, if necessary, to facilitate any over-allotments and stabilization measures on the Company's share price.

This authorization would be granted for a period of 26 months and would terminate, with immediate effect, for the unused portion of the authorization granted by the Combined General Meeting of 28 May 2020 in its 19th resolution.

**8.7. 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 (TWENTY-SECOND RESOLUTION);**

We suggest you, in accordance, in particular, with the provisions of Articles L. 225-129-2 and 225-148 of the French *Code de commerce*, to delegate to the Board of Directors, with the right to subdelegate under the conditions provided by 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. 22-10-54 of the French *Code de commerce*, with cancellation of shareholders' preemptive subscription rights over these shares and/or securities to be issued in favor of the holders of such securities.

The total nominal amount of the share capital increases that may be carried out pursuant to this delegation may not exceed EUR 230,000 (which represents 23,000,000 shares, i.e. 59% of the share capital as of March 2, 2021), it being specified that this cap will count towards the cap of EUR 230,000 stipulated to in point 7.2 above and would be deducted from the latter and, secondly, that the nominal amount of the capital increases that may result from this resolution would be deducted from the overall cap of EUR 230,000 referred to in point 7.1 above. 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.

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 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 total nominal amount of the debt securities that may be issued under this delegation may not exceed EUR 150,000,000 (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 amount would be deducted from the overall cap stipulated in section 8.1 above, it being specified that this amount does not include the redemption premium(s) above par, if any. It would be 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*.

This delegation would entail a 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.

All powers would be granted to the Board of Directors, with the option of sub-delegation, to implement this resolution.

This delegation would be granted for a period of 26 months and would terminate, with immediate effect, for the unused portion of the delegation granted by the Combined General Meeting of 28 May 2020 in its 20th resolution.

**8.8. 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 (TWENTY-THIRD RESOLUTION);**

We suggest you, in accordance, in particular, with the provisions of Articles L. 225-129-2 and 225-147 of the French *Code de commerce*, to delegate to the Board of Directors, with the right to subdelegate under the conditions provided by 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, for example in connection with the acquisition of assets.

The securities so issued 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 total nominal amount of the share capital increases that may be carried out under this delegation may not exceed the legal limit of 10% of the Company's share capital (as existing on the date of the transaction), it being specified, firstly, that this cap would be common to the cap of EUR 230,000 set in point 8.2 above, and would be deducted from the latter, and, secondly, that the nominal amount of the capital increases that may result from this resolution would count towards the overall cap of EUR 260,000 stipulated in point 8.1 above. 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.

The total maximum nominal amount of debt securities that may be issued pursuant to this resolution shall not exceed EUR 150,000,000 (or the counter-value of this amount in another currency or in any currency units established by reference to several currencies), this amount being deducted from the overall ceiling referred to in point 8.1 above, it being specified that this amount does not include the redemption premium(s) above par, if any. 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*.

Full powers would be granted to the Board of Directors, with the right to subdelegate, to implement this resolution.

This delegation would be granted for a period of 26 months and would terminate, with immediate effect, for the unused portion of the delegation granted by the Combined General Meeting of 28 May 2020 in its 21st resolution.

**8.9. Delegation of authority to the Board of Directors to increase the share capital reserved for employees of the company (TWENTY-FOURTH RESOLUTION);**

We remind you that pursuant to Article L. 225-129-6 of the French *Code de commerce*, when making any decision to increase the share capital, the Extraordinary Shareholders' Meeting must vote on a draft resolution to carry out a capital increase reserved for employees under the conditions provided for in Articles L. 3332-18 et seq. of the French *Code du Travail*, i.e. those who are members of a company savings plan (*Plan d'Épargne d'Entreprise*).

Under these conditions, we are submitting to you a resolution to delegate to the Board of Directors, with the right to subdelegate under the conditions provided by law, the powers of the Extraordinary General Meeting to carry out a capital increase, on one or more occasions, in the proportions and at the times it deems appropriate, based on its deliberations alone, within a period of twenty-six (26) months from the date of this meeting, up to a maximum nominal amount of EUR 3,000, by issuing 3,000,000 shares, to be paid up in cash, with cancellation of the shareholders' preemptive subscription right over cash shares to be issued to the *Fonds Commun de Placement d'Entreprise* to be set up as part of a Company Savings Plan to be created, in the event of completion of the capital increase(s) provided for above.

The nominal amount of the capital increases that may result from this resolution would be deducted from the overall ceiling of EUR 260,000 stipulated in 8.1 above. 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.

We remind you, however, that there is no company savings plan in existence now to which our Company's employees could subscribe and that the Company has always favored employee access to its capital through its policy of directly granting securities giving access to the capital.

We would like to inform you that we are not in favor of such an authorization as we believe that the proposal to set up free share allocation plans that have been submitted to you in advance are more in line with the Company's current social policy, which is designed to strengthen the direct participation of the Company's employees in its capital.

This authorization would be granted for a period of 26 months and would terminate, with immediate effect, for the unused portion of the authorization granted by the Combined General Meeting of 28 May 2020 in its 22nd resolution.

**8.10. Delegation of authority to the Board of Directors to increase the share capital of the Company by incorporating reserves, profits or premiums (TWENTY-FIFTH RESOLUTION);**

We suggest you, in accordance, in particular, with the provisions of Articles L. 225-129-2 and L. 225-130 of the French *Code de commerce*, to delegate to the Board of Directors, with the right to subdelegate under the conditions provided by 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.

The total nominal amount of the capital increases that may be carried out under this delegation may not exceed 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 stipulated to in points 8.1 and 8.2 above, 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.

This authorization would be granted for a period of 26 months, with the option of sub-delegation, and would terminate, with immediate effect, for the unused portion of the authorization granted by the Combined General Meeting of 28 May 2020 in its 23rd resolution.

**9. DELEGATIONS AND AUTHORIZATIONS TO THE BOARD OF DIRECTORS WITHIN THE FRAMEWORK OF THE INTEREST POLICY FOR CORPORATE OFFICERS AND EMPLOYEES OF THE COMPANY (TWENTY-SIXTH TO TWENTY-EIGHTH RESOLUTIONS);**

As part of its remuneration and motivational policy for its employees, consultants and certain (mostly independent) members of the Board of Directors, the Company has since 2013 implemented successive plans to grant warrants to entrepreneurs, free shares, stock options and share warrants.

The plans have benefited all of the Company's employees. As at 15 March 2021, the date of registration of the Universal Registration Document, all dilutive instruments allocated or subscribed for and not yet exercised under these plans represented 339,900 shares, representing a potential dilution of approximately 0.88 % of the share capital.

In this context, the Company's Board of Directors, anxious to be able to continue to motivate and retain the Company's employees and managers, the members of the Company's Board of Directors and their consultants, in line with the interests of the shareholders, wished to continue in 2021 the system of granting stock options, the free allocation of shares, the issue of share warrants and the allocation of warrants for business creator shares, in accordance with good governance practices. In this respect, as with the financial delegations, it is proposed that you renew, in advance, the authorization granted to the Board of Directors for the issue of share warrants for a period of 18 months, by the Combined General Meeting of 28 May 2020 in its 26th resolution. You are also being asked to renew, in advance, the authorizations granted to the Board of Directors for the allocation of free shares and the granting of stock options, for a period of 38 months, by the Combined General Meeting of 28 May 2020 in its 24th and 25th resolutions.

We inform you that the nominal amount of the capital increases resulting from the exercise of share subscription options and/or the free allocation of shares that may be granted under the terms of resolutions 26 and 27 submitted for your approval may not exceed a number of shares representing more than 5% of the share capital on the date of the Board of Directors' decision to grant them, it being specified that the nominal amount of any capital increases that may be carried out pursuant to these resolutions would be deducted from the overall ceiling of 260,000 euros set in point 8.1 above.

In addition the nominal amount of the capital increases resulting from the exercise of the share subscription warrants that may be granted under the terms of resolution 28 submitted for your approval, may not exceed a maximum amount of EUR 6,000, representing a maximum of 600,000 shares, corresponding to a maximum dilution percentage of 1.55 % in relation to the Company's share capital at 2 March 2021.

These percentages do not take into account the nominal value of the equity securities to be issued, if any, in respect of adjustments made in accordance with the law and, where applicable, contractual stipulations providing for other cases of adjustment.

The authorization to grant stock options and/or free shares would be granted for a period of 38 months from the date of this General Meeting. The early renewal of the authorization to issue and grant share warrants would be granted for a period of 18 months from the date of this General Meeting.

The Board of Directors would have full powers to implement the authorisations thus granted to it.

In the event that the Board of Directors were to use these delegations of authority, it would report to the next Ordinary General Meeting on the transactions carried out under these authorisations, in accordance with the law and regulations.

Please note that these authorisations may not be used during a public offer for the Company's shares.

We suggest that you review each of the authorisations that we are asking you to grant your Board of Directors. For each of these authorisations, you will hear a reading of the statutory auditors' report.

**8.1. Authorization to the Board of Directors to grant free shares to employees and/or certain corporate officers (TWENTY-SIXTH RESOLUTION);**

We suggest that you authorize your Board of Directors to proceed with, on one or more occasions, the allocation of free ordinary shares of the Company, existing or to be issued, to the benefit of:

- employees of the Company or of companies directly or indirectly related to it, to the within the meaning of Article L.225-197-2 of the French Code de commerce, and/or
- corporate officers who meet the conditions set out in Article L.225-197-1, II of the French Code de commerce,

The total number of free shares granted may not exceed 5% of the share capital on the date of the grant decision by the Board of Directors, it being specified that the nominal amount of any capital increases that may be carried out pursuant to this resolution would be deducted from the overall ceiling of EUR 260,000 set in point 7.1 above.

**8.2. Authorization to the Board of Directors to grant share subscriptions and/or share purchase options to corporate officers and employees of the Company (TWENTY-SEVENTH RESOLUTION);**

We therefore ask you to authorize the Board of Directors to grant, for a period of 38 months, on one or more occasions, options to subscribe for or purchase shares in the Company, under the following conditions:

- the total number of options that may be granted may not entitle the holder to subscribe for or acquire a total number of shares representing more than 5% of the share capital on the date of the decision to grant them by the Board of Directors, it being specified that the nominal amount of any capital increases that may be carried out pursuant to this resolution would be deducted from the overall ceiling of 260,000 euros set in point 7.1 above;
- the options would be granted to members of the salaried employees and/or corporate officers (or some of them) of the Company and of companies and economic interest groups linked to the Company under the conditions defined in Article L. 225-180-I of the French *Code de commerce*;
- the shares that may be obtained through the exercise of stock options should be acquired by the Company, either under Article L. 225-208 of the French *Code de commerce* or, as the case may be, under the share buyback program referred to in Resolution 14 above, pursuant to Article L. 225-209 of the French *Code de commerce*, or under any share buyback program applicable prior or subsequent to the date of this resolution;
- the exercise price of the options granted under this resolution would be set by the Board of Directors as follows:
  - o in the case of options to subscribe for new ordinary shares, the exercise price of the share subscription option shall not be less than 80% of the average purchase price of the Company's shares on Euronext Paris regulated market during the twenty (20) trading sessions preceding the day on which the options are granted,
  - o in the case of options to purchase existing shares, the exercise price of the share purchase options shall not be less than 80% of the average purchase price of the shares held by the Company pursuant to Article L. 225-208 of the French *Code de commerce*, or, as the case may be, under the share buyback program authorized according to the 14th resolution submitted to this Meeting pursuant to Article L. 225-209 of the French *Code de commerce* or any share buyback program previously or subsequently applicable.

each option should be exercised at the latest within 10 years from the date of their grant by the Board of Directors.



**8.3. Delegation of authority to the Board of Directors to decide on the issue of ordinary share subscription warrants, without shareholders' preemptive subscription rights, to the benefit of categories of persons (TWENTY-EIGHTH RESOLUTION);**

We suggest that you delegate to the Board of Directors the authority to issue, on one or more occasions, a maximum number of 600,000 ordinary share subscription warrants (the "**BSA 2021**"), without shareholders' preemptive subscription right over the said BSA 2021, each BSA 2021 giving the right to subscribe for one ordinary share of the Company with a par value of 0.01 euro, i.e. within the limit of a maximum number of six hundred thousand (600,000) ordinary shares, representing a par value of EUR 6,000.

The nominal amount of the capital increases likely to be carried out in the future pursuant to this delegation would correspond to the issue of 600,000 ordinary shares with a nominal value of EUR 0.01 per share, to which would be added, where applicable, the nominal amount of the shares to be issued in order to preserve the rights of the holders of the BSA 2021, if such reservation would be necessary, it being specified that this ceiling would be deducted from the global ceiling of EUR 260,000 set in point 7.1 above.

The shareholders' preemptive subscription rights over the BSA 2021 would be cancelled and the subscription of said BSA 2021 would be reserved in favor of individuals or legal entities meeting one of the following characteristics:

- executive employees or executive officers or members of the Company's management team who are not corporate officers, or
- members of the Board of Directors (including members of any research committee or those serving as censor) in office on the date of grant of the warrants, who are not executive officers of the Company or one of its subsidiaries, or
- consultants, managers or partners of companies providing services to the Company that have entered into a consulting or service agreement with the Company in force at the time of use of this delegation by the Board of Directors, or
- employees of the Company,

(together, the "**Beneficiaries**").

Pursuant to the provisions of Articles L.228-91 and L.225-132 of the French *Code de commerce*, this decision would entail in favor of the holders of BSA 2021, the waiver by the shareholders of their preemptive subscription right over the ordinary shares to which the BSA 2021 entitle them.

It would be decided that:

- the BSA 2021 would not be the subject of a request for admission to trading on any market. They would be transferable. They would be issued in registered form and would be registered in an account;
- the BSA 2021 must be exercised within ten (10) years of their issuance and those that have not been exercised at the end of this ten (10) year period would automatically become null and void;
- the issue price of a BSA 2021 would be determined by the Board of Directors on the date of issue of the said BSA 2021 according to the characteristics of the latter and would in any event be at least equal to 8% of the market value of a common share of the Company on the date of allocation of the BSA 2021. This market value corresponds to the volume-weighted average price of the last twenty (20) trading days preceding the date of grant of the BSA 2021 by the Board of Directors as long as the Company's shares are admitted to trading on the regulated market of Euronext Paris ;
- the issue price of the BSA 2021 must be paid up in full at the time of subscription, by cash settlement or by offsetting against liquid and due receivables;
- the issue price of one ordinary share to be subscribed for pursuant to the exercise of the BSA 2021 should be determined by the Board of Directors at the time of the grant of the BSA 2021 and shall be equal to the volume-weighted average share price of the last twenty (20) trading days preceding the date of grant

of the BSA 2021 by the Board of Directors as long as the Company's shares are admitted to trading on the regulated market of Euronext Paris (the "**Exercise Price**"); and

- the ordinary shares thus subscribed should be fully paid up at the time of their subscription, either by cash payment or by offsetting against liquid and payable debts.

In the event that the 2021 Warrants have not been fully exercised, the Company would proceed with one of the transactions mentioned below:

- issue of securities with preemptive subscription rights for shareholders; or
- capital increase by incorporation of reserves, profits or share premiums; or
- distribution of reserves in cash or securities,

the rights of the holders of the 2021 BSAs would be reserved under the conditions provided for in Article L.228-98 of the French *Code de commerce*.

The Company would be authorized to change its purpose, amortize its capital, modify the distribution of profits or distribute reserves in accordance with the provisions of Article L.228-98 of the French *Code de commerce*.

Pursuant to Article L.228-98 of the French *Code de Commerce*:

- in the event of a capital reduction motivated by losses through a reduction in the number of shares, the rights of the holders of the BSA 2021 as to the number of shares to be received upon exercise of the BSA 2021 would be reduced accordingly as if the said holders had been shareholders from the date of issue of the BSA 2021;
- in the event of a capital reduction motivated by losses through a reduction in the par value of the shares, the subscription price of the shares to which the BSA 2021 warrants entitle their holders would remain unchanged, with the issue premium being increased by the amount of the reduction in par value.

In addition:

- in the event of a capital reduction not motivated by losses by way of a reduction in the nominal value of the shares, the subscription price of the shares to which the BSA 2021 warrants entitle the holder would be reduced accordingly; and
- in the event of a capital reduction not motivated by losses through a reduction in the number of shares, holders of the 2021 stock warrants, if they exercise their BSA 2021, may request the repurchase of their shares under the same conditions as if they had been shareholders at the time of the Company's repurchase of its own shares.

The Company would be authorized to require holders of the 2021 BSAs to repurchase or redeem their rights as provided for in Article L. 228-102 of the French *Code de commerce*.

Lastly, we request that you grant full powers to the Board of Directors, with the right to subdelegate these powers in accordance with the law, to implement this delegation, and in particular to:

- to establish the list of beneficiaries among the persons fulfilling the characteristics specified above and to set the number of BSA 2021 allocated to each of them ;
- issue and allocate the BSA 2021 and set the subscription price, the exercise conditions and the final terms of the BSA 2021, in particular the exercise schedule and the cases of acceleration of the exercise conditions in accordance with the provisions of this resolution and within the limits set in this resolution;

- set the price of the common share that may be subscribed for upon exercise of a BSA 2021 under the aforementioned conditions;
- determine the dates and terms of the issue of ordinary shares to be carried out pursuant to this delegation of authority in accordance with the legal and statutory requirements;
- receive the subscription to the said BSA 2021 and record the completion of the definitive issue of the BSA 2021 under the conditions set out above and their allocation;
- record the number of ordinary shares issued following the exercise of the BSA 2021, carry out the formalities following the corresponding capital increases and make the corresponding amendments to the bylaws, and have the ordinary shares thus issued admitted to trading on Euronext Paris regulated market, as the case may be;
- to take all measures to ensure the protection of the holders of the BSA 2021 in the event of a financial transaction concerning the Company, in accordance with the legal and regulatory provisions in force; and
- in general, to take any measure and carry out any formality useful to this issue.

This authorization would be granted for a period of 18 months from the date of this Meeting and would terminate, with immediate effect, for the unused portion of the authorization granted by the Combined General Meeting of 28 May 2020 in its 26th resolution.

In the event that the Board of Directors were to use this delegation of authority, it would report thereon to the next Ordinary Shareholders' Meeting, in accordance with the law and regulations.

\* \* \*

It is under these conditions that we ask you to vote on the resolutions proposed to you by your Board of Directors.

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**The Board of Directors**

## ADDITIONAL INFORMATION

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If you wish to have more information, the Universal Registration Document, including the 2020 Annual Financial Report, is available at Inventiva's registered office: 50, rue de Dijon, 21121 Daix, France. You can also download it on the website [www.inventivapharma.com](http://www.inventivapharma.com) in the "Investors" section, sub-section "Regulatory information" or request a paper copy by using the Request for Attachments form below.

In the Universal Registration Document, you will notably be able to review the management report and the report on corporate governance. A concordance table is provided on page 384 of this document.

**Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side**  
**Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form**

☐ **JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE** et demande une carte d'admission : dater et signer au bas du formulaire / **I WISH TO ATTEND THE SHAREHOLDER'S MEETING** and request an admission card: date and sign at the bottom of the form



50, rue de Dijon  
21121 Daix

Société anonyme au capital de 386 302,61 €  
537 530 255 R.C.S DIJON

## ASSEMBLÉE GÉNÉRALE MIXTE

Le Vendredi 16 avril 2021 à 14h00

**sans présence physique des actionnaires**  
 au siège social de la société: 50, rue de Dijon  
 21121 Daix

### CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account

Nombre d'actions / Number of shares

Nominatif / Registered

Porteur / Bearer

Vote simple / Single vote

Vote double / Double vote

Nombre de voix - Number of voting rights

#### ☐ **JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**

Cf. au verso (2) - See reverse (2)

Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". / I vote **YES** all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix. / On the draft resolutions not approved, I cast my vote by shading the box of my choice.

#### ☐ **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**

Cf. au verso (3)

**I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING**  
 See reverse (3)

#### ☐ **JE DONNE POUVOIR À :** Cf. au verso (4) pour me représenter à l'Assemblée

**I HEREBY APPOINT:** See reverse (4) to represent me at the above mentioned Meeting

M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

**ATTENTION :** Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.

**CAUTION:** As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)  
 Surname, first name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>	<b>7</b>	<b>8</b>	<b>9</b>	<b>10</b>		<b>A</b>	<b>B</b>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Non / No	<input type="checkbox"/>
	<b>11</b>	<b>12</b>	<b>13</b>	<b>14</b>	<b>15</b>	<b>16</b>	<b>17</b>	<b>18</b>	<b>19</b>	<b>20</b>		<b>C</b>	<b>D</b>
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Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Non / No	<input type="checkbox"/>
	<b>21</b>	<b>22</b>	<b>23</b>	<b>24</b>	<b>25</b>	<b>26</b>	<b>27</b>	<b>28</b>	<b>29</b>	<b>30</b>		<b>E</b>	<b>F</b>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Non / No	<input type="checkbox"/>
	<b>31</b>	<b>32</b>	<b>33</b>	<b>34</b>	<b>35</b>	<b>36</b>	<b>37</b>	<b>38</b>	<b>39</b>	<b>40</b>		<b>G</b>	<b>H</b>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Non / No	<input type="checkbox"/>
	<b>41</b>	<b>42</b>	<b>43</b>	<b>44</b>	<b>45</b>	<b>46</b>	<b>47</b>	<b>48</b>	<b>49</b>	<b>50</b>		<b>J</b>	<b>K</b>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Non / No	<input type="checkbox"/>
												Abs.	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote **NON** sauf si je signale un autre choix en noircissant la case correspondante :

In case amendments or new resolutions are proposed during the meeting, I vote **NO** unless I indicate another choice by shading the corresponding box:

- Je donne pouvoir au Président de l'assemblée générale. / I appoint the Chairman of the general meeting..... ☐

- Je m'abstiens. / I abstain from voting ..... ☐

- Je donne procuration [cf. au verso renvoi (4)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom ..... ☐

I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf..... ☐

Pour être pris en considération, tout formulaire doit parvenir au plus tard :  
 To be considered, this completed form must be returned no later than:

à la banque / to the bank 13/04/2021

Date & Signature

CONDITIONS D'UTILISATION DU FORMULAIRE

<p><b>(1) GENERALITES : Il s'agit d'un formulaire unique prévu par l'article R. 225-76 du Code de Commerce. QUELLE QUE SOIT L'OPTION CHOISIE :</b></p> <p>Le signataire est prié d'inscrire très exactement, dans la zone réservée à cet effet, ses nom (en majuscules), prénom usuel et adresse (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire).</p> <p>Pour les personnes morales, le signataire doit renseigner ses nom, prénom et qualité.</p> <p>Si le signataire n'est pas l'actionnaire (exemple : Administrateur légal, Tuteur, etc.) il doit mentionner ses nom, prénom et la qualité en laquelle il signe le formulaire de vote.</p> <p>Le formulaire adressé pour une assemblée vaut pour les assemblées successives convoquées avec le même ordre du jour (article R. 225-77 alinéa 3 du Code de Commerce).</p> <p>Le texte des résolutions figure dans le dossier de convocation joint au présent formulaire (article R. 225-81 du Code de Commerce). Ne pas utiliser à la fois « Je vote par correspondance » et « Je donne pouvoir » (article R. 225-81 paragraphe 8 du Code de Commerce).</p> <p>Un guide méthodologique de traitement des assemblées générales, incluant une grille de lecture de ce formulaire de vote par correspondance est disponible sur le site de l'AFTI : <a href="http://www.afti.asso.fr">www.afti.asso.fr</a></p> <p><b>La version française de ce document fait foi.</b></p>	<p><b>(3) POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE</b> <u>Article L. 225-106 du Code de Commerce (extrait) :</u></p> <p>"Pour toute procuration d'un actionnaire sans indication de mandataire, le président de l'assemblée générale émet un vote favorable à l'adoption de projets de résolutions présentés ou agréés par le conseil d'administration ou le directoire, selon le cas, et un vote défavorable à l'adoption de tous les autres projets de résolution. Pour émettre tout autre vote, l'actionnaire doit faire choix d'un mandataire qui accepte de voter dans le sens indiqué par le mandant".</p>	<p>Cette information porte notamment sur le fait que le mandataire ou, le cas échéant, la personne pour le compte de laquelle il agit :</p> <p>1° Contrôle, au sens de l'article L. 233-3, la société dont l'assemblée est appelée à se réunir ;</p> <p>2° Est membre de l'organe de gestion, d'administration ou de surveillance de cette société ou d'une personne qui la contrôle au sens de l'article L. 233-3 ;</p> <p>3° Est employé par cette société ou par une personne qui la contrôle au sens de l'article L. 233-3 ;</p> <p>4° Est contrôlé ou exerce l'une des fonctions mentionnées au 2° ou au 3° dans une personne ou une entité contrôlée par une personne qui contrôle la société, au sens de l'article L. 233-3.</p>
<p><b>(2) VOTE PAR CORRESPONDANCE</b> <u>Article L. 225-107 du Code de Commerce (extrait) :</u></p> <p>"Tout actionnaire peut voter par correspondance, au moyen d'un formulaire dont les mentions sont fixées par décret en Conseil d'Etat. Les dispositions contraires des statuts sont réputées non écrites.</p> <p>Pour le calcul du quorum, il n'est tenu compte que des formulaires qui ont été reçus par la société avant la réunion de l'assemblée, dans les conditions de délais fixées par décret en Conseil d'Etat. Les formulaires ne donnant aucun sens de vote ou exprimant une abstention ne sont pas considérés comme des votes exprimés".</p> <p>La majorité requise pour l'adoption des décisions est déterminée en fonction des voix exprimées par les actionnaires présents ou représentés. Les voix exprimées ne comprennent pas celles attachées aux actions pour lesquelles l'actionnaire n'a pas pris part au vote, s'est abstenu ou a voté blanc ou nul. (articles L. 225-96 et L. 225-98 du Code de Commerce et, s'agissant des sociétés ayant adopté le statut de la société européenne, et articles 57 et 58 du Règlement du Conseil (CE) N°2157/2001 relatif au statut de la société européenne).</p> <p>Si vous votez par correspondance : vous devez obligatoirement noircir la case "Je vote par correspondance" au recto.</p> <p>1 - il vous est demandé pour chaque résolution en noircissant individuellement les cases correspondantes :</p> <p>- soit de voter "Oui" (vote exprimé par décret pour les projets de résolutions présentés ou agréés, en l'absence d'un autre choix);</p> <p>- soit de voter "Non";</p> <p>- soit de vous "Abstenir" en noircissant individuellement les cases correspondantes.</p> <p>2 - Pour le cas où des amendements aux résolutions présentées ou des résolutions nouvelles seraient déposées lors de l'assemblée, il vous est demandé d'opter entre vote contre (vote exprimé par défaut en l'absence d'un autre choix), pouvoir au président de l'assemblée générale, abstention ou pouvoir à personne dénommée en noircissant la case correspondant à votre choix.</p>	<p><b>(4) POUVOIR À UNE PERSONNE DÉNOMMÉE</b> <u>Article L. 225-106 du Code de Commerce (extrait) :</u></p> <p>"I - Un actionnaire peut se faire représenter par un autre actionnaire, par son conjoint ou par le partenaire avec lequel il a conclu un pacte civil de solidarité.</p> <p>Il peut en outre se faire représenter par toute autre personne physique ou morale de son choix :</p> <p>1° Lorsque les actions de la société sont admises aux négociations sur un marché réglementé ;</p> <p>2° Lorsque les actions de la société sont admises aux négociations sur un système multilatéral de négociations soumis aux dispositions du II de l'article L. 433-3 du code monétaire et financier dans les conditions prévues par le règlement général de l'Autorité des marchés financiers, figurant sur une liste arrêtée par l'autorité dans des conditions fixées par son règlement général, et que les statuts le prévoient.</p> <p>II - Le mandat ainsi que, le cas échéant, sa révocation sont écrits et communiqués à la société. Les conditions d'application du présent alinéa sont précisées par décret en Conseil d'Etat.</p> <p>III - Avant chaque réunion de l'assemblée générale des actionnaires, le président du conseil d'administration ou le directoire, selon le cas, peut organiser la consultation des actionnaires mentionnés à l'article L. 225-102 afin de leur permettre de désigner un ou plusieurs mandataires pour les représenter à l'assemblée générale conformément aux dispositions du présent article.</p> <p>Cette consultation est obligatoire lorsque, les statuts ayant été modifiés en application de l'article L. 225-23 ou de l'article L. 225-71, l'assemblée générale ordinaire doit nommer au conseil d'administration ou au conseil de surveillance, selon le cas, un ou des salariés actionnaires ou membres des conseils de surveillance des fonds communs de placement d'entreprise détenant des actions de la société. Cette consultation est également obligatoire lorsque l'assemblée générale extraordinaire doit se prononcer sur une modification des statuts en application de l'article L. 225-23 ou de l'article L. 225-71.</p> <p>Les clauses contraires aux dispositions des alinéas précédents sont réputées non écrites."</p>	<p>Cette information est également délivrée lorsqu'il existe un lien familial entre le mandataire ou, le cas échéant, la personne pour le compte de laquelle il agit, et une personne physique placée dans l'une des situations énumérées aux 1° à 4°.</p> <p>Lorsqu'en cours de mandat, survient l'un des faits mentionnés aux alinéas précédents, le mandataire en informe sans délai son mandant. A défaut par ce dernier de confirmation expresse du mandat, celui-ci est caduc.</p> <p>La caducité du mandat est notifiée sans délai par le mandataire à la société.</p> <p>Les conditions d'application du présent article sont précisées par décret en Conseil d'Etat."</p>
<p>Les informations à caractère personnel recueillies dans le cadre du présent document sont nécessaires à l'exécution de vos instructions de vote. Vous disposez d'un certain nombre de droits concernant vos données (accès, rectification, etc.). Ces droits peuvent être exercés auprès de votre teneur de compte aux coordonnées indiquées par ce dernier.</p>		

FORM TERMS AND CONDITIONS

<p><b>(1) GENERAL INFORMATION: This is the sole form pursuant to article R. 225-76 du Code de Commerce WHICHEVER OPTION IS USED:</b></p> <p>The signatory should write his/her exact name and address in capital letters in the space provided e.g. a legal guardian: (Change regarding this information have to be notified to relevant institution, no change can be made using this proxy form).</p> <p>If the signatory is a legal entity, the signatory should indicate his/her full name and the capacity in which he is entitled to sign on the legal entity's behalf.</p> <p>If the signatory is not the shareholder (e.g. a legal guardian), please specify your full name and the capacity in which you are signing the proxy.</p> <p>The form sent for one meeting will be valid for all meetings subsequently convened with the same agenda (art. R. 225-77 alinéa 3 du Code de Commerce).</p> <p>The text of the resolutions is in the notification of the meeting which is sent with this proxy (article R. 225-81 du Code de Commerce). Please do not use both "I vote by post" and "I hereby appoint" (article R. 225-81 du Code de Commerce).</p> <p>A guide relating to the general meetings processing, including an interpretation grid of this proxy form, is available on the AFTI website at: <a href="http://www.afti.asso.fr">www.afti.asso.fr</a></p> <p><b>The French version of this document governs; The English translation is for convenience only.</b></p>	<p><b>(3) PROXY TO THE CHAIRMAN OF THE GENERAL MEETING</b> <u>Article L. 225-106 du Code de Commerce (extract):</u></p> <p>"In case of any power of representation given by a shareholder without naming a proxy, the chairman of the general meeting shall issue a vote in favor of adopting a draft resolutions submitted or approved by the Board of Directors or the Management Board, as the case may be, and a vote against adopting any other draft resolutions. Toissue any other vote, the shareholder must appoint a proxy who agrees to vote in the manner indicated by his principal."</p>	<p>This information relates in particular to the event that the proxy or, as the case may be, the person on behalf of whom it acts:</p> <p>1° Controls, within the meaning of article L. 233-3, the company whose general meeting has to meet;</p> <p>2° Is member of the management board, administration or supervisory board of the company or a person which controls it within the meaning of the article L. 233-3;</p> <p>3° Is employed by the company or a person which controls it within the meaning of article L. 233-3;</p> <p>4° Is controlled or carries out one of the functions mentioned with the 2° or the 3° in a person or an entity controlled by a person who controls the company, within the meaning of the article L. 233-3.</p>
<p><b>(2) POSTAL VOTING FORM</b> <u>Article L. 225-107 du Code de Commerce (extract):</u></p> <p>"Any shareholder may vote by post, using a form the wording of which shall be fixed by a decree approved by the Conseil d'Etat. Any provisions to the contrary contained in the memorandum and articles of association shall be deemed non-existent.</p> <p>When calculating the quorum, only forms received by the company before the meeting shall be taken into account, on conditions to be laid down by a decree approved by the Conseil d'Etat. The forms giving no voting direction or indicating abstention shall not be considered as votes cast."</p> <p>The majority required for the adoption of the general meeting's decisions shall be determined on the basis of the votes cast by the shareholders present or represented. The votes cast shall not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has abstained or has returned a blank or spoilt ballot paper (articles L. 225-96 and L. 225-98 du Code de Commerce and, for the companies which have adopted the statute of European company, articles 57 and 58 of the Council Regulation (EC) n°2157/2001 on the statute for a European company).</p> <p>If you wish to use the postal voting form, you have to shade the box on the front of the document: "I vote by post".</p> <p>1 - In such event, please comply for each resolution the following instructions by shading boxes of your choice:</p> <p>- either vote "Yes" (in absence of choice, vote expressed by default for the approved draft resolutions),</p> <p>- or vote "No",</p> <p>- or vote "Abstention" by shading boxes of your choice.</p> <p>2 - In case of amendments or new resolutions during the general meeting, you are requested to choose between vote "No" (vote expressed by default in absence of choice), proxy to the chairman of the general meeting, "Abstention" or proxy to a mentioned person individual or legal entity by shading the appropriate box.</p>	<p><b>(4) PROXY TO A MENTIONED PERSON (INDIVIDUAL OR LEGAL ENTITY)</b> <u>Article L. 225-106 du Code de Commerce (extract):</u></p> <p>"I - A shareholder may be represented by another shareholder, by his or her spouse, or by his or her partner who he or she has entered into a civil union with.</p> <p>He or she can also be represented by an individual or legal entity of his or her choice:</p> <p>1° When the shares are admitted to trading on a regulated market;</p> <p>2° When the shares are admitted to trading on a multilateral trading facility which is subject to the provisions of the paragraph II of the article L. 433-3 of the Code monétaire et financier as provided by the general regulation of the Autorité des marchés financiers (French Financial Markets Regulatory Authority), included on a list issued by the AMF subject to the conditions provided by its general regulation, and stated in the company memorandum and articles of association.</p> <p>II - The proxy as well as its dismissal, as the case may be, must be written and made known to the company. A Conseil d'Etat decree specifies the implementation of the present paragraph.</p> <p>III - Before every general meeting, the chairman of the board of directors or the management board, as the case may be, may organise a consultation with the shareholders mentioned in article L. 225-102 to enable them to appoint one or more proxies to represent them at the meeting in accordance with the provisions of this Article.</p> <p>Such a consultation shall be obligatory where, following the amendment of the memorandum and articles of association pursuant to article L. 225-23 or article L. 225-71, the ordinary general meeting is required to appoint to the board of directors or the supervisory board, as the case may be, one or more shareholder employees or members of the supervisory board of the company investment funds that holds company's shares. Such a consultation shall also be obligatory where a special shareholders' meeting is required to take a decision on an amendment to the memorandum and articles of association pursuant to article L. 225-23 or article L. 225-71.</p> <p>Any clauses that conflict with the provisions of the preceding sub-paragraphs shall be deemed non-existent."</p>	<p>This information is also delivered when a family tie exists between the proxy or, as the case may be, the person on behalf of whom it acts, and a natural person placed in one of the situations enumerated from 1° to 4° above.</p> <p>When during the proxy, one of the events mentioned in the preceding subparagraphs occurs, the proxy informs without delay his constituent. Failing by the latter to confirm explicitly the proxy, this one is null and void.</p> <p>The termination of the proxy is notified without delay by the proxy to the company.</p> <p>The conditions of application of this article are determined by a Conseil d'Etat decree."</p>
<p><u>Article L. 225-106-2 du Code de commerce</u></p> <p>"Any person who proceeds to an active request of proxy, while proposing directly or indirectly to one or more shareholders, under any form and by any means, to receive proxy to represent them at the general meeting of a company mentioned with the third and fourth subparagraphs of the article L. 225-106, shall release its voting policy.</p> <p>It can also release its voting intentions on the draft resolutions submitted to the general meeting. It exercises then, for any proxy received without voting instructions, a vote in conformity with the released voting intentions.</p> <p>The conditions of application of this article are determined by a Conseil d'Etat decree."</p>		
<p><u>Article L. 225-106-3 du Code de commerce</u></p> <p>"The commercial court of which the company's head office falls under can, at the request of the constituent and for a duration which cannot exceed three years, deprive the proxy of the right to take part in this capacity to any general meeting of the relevant company in the event of non-compliance with mandatory information envisaged from the third to seventh paragraphs of article L. 225-106-1 or with the provisions of article L. 225-106-2. The court can decide the publication of this decision at the expenses of the proxy.</p> <p>The court can impose the same sanctions towards the proxy on request of the company in the event of non-compliance of the provisions of the article L. 225-106-2."</p>		
<p>Personal data included in this form are necessary for the execution of your voting instructions. You have certain minimum rights regarding your data (access, correction...). These rights may be exercised using the contact details provided by your custodian.</p>		



## PARTICIPATE AND VOTE AT THE GENERAL MEETING OF APRIL 16, 2021

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As a result of the health measures imposed in the context of the Covid-19 epidemic and in application of the emergency measures adopted by the Government, the Chairman and Chief Executive Officer of the Company has decided, as delegated by the Board of Directors, pursuant to Article 4 of the ordinance 2020-321 dated March 25, 2020, as modified and prorogated by ordinance 2020-1497 dated December 2, 2020, and the decree 2021-255 dated March 9, 2021 that **the Mixed General Meeting (Ordinary and Extraordinary) of April 16, 2021, will be held virtually without the shareholders and other persons entitled to attend being physically present.**

As a consequence, the shareholders are invited to exercise their rights and to vote in advance of the General Meeting and remotely either by voting (by mail or via Internet), or by giving proxy to the Chairman of the Meeting or to any other person (individual or legal entity) of his choice under the conditions set forth in Articles L. 225-106 and L. 22-10-39 of the French Commercial Code or without indicating a proxy.

These options are proposed:

- (1) by mail by returning a voting form, or
- (2) via Internet on the secured platform *Votaccess*,

as explained hereunder.

The General Meeting being held virtually, it will not be possible to apply for an admission card.

Shareholders will be able to attend the live broadcast of the Shareholders Meeting using one of the two following options:

- **Option #1** – Webcast: <https://edge.media-server.com/mmc/p/rdr7tfxe>
- **Option #2** – Conference call:  
Numbers:  
France: +33 (0) 1 70 70 07 81  
Belgium: +32 (0) 2 793 3847  
Germany: +49 (0) 69 2222 2625  
Netherlands: +31 (0) 20 795 6614  
Switzerland: +41 (0) 44 580 7145  
United Kingdom: +44 (0) 207 192 8338  
United States: +1 646-741-3167

Access code: **8681244**

After the event, a replay of the Shareholders Meeting will also be available in the “Investors” / “Shareholder Meetings” section of the Company’s website at [www.inventivapharma.com](http://www.inventivapharma.com).

It will not be possible, during the General Meeting, to ask questions, to submit amendment projects or to suggest new resolutions.

In this context, each shareholder, no matter the number of share she possesses and the manner in which they are held, can participate to the General Meeting, subject to the formalities set out below.

If you have questions related to the General Meeting, our Investor Relations team can be contacted by email : [inventiva@brunswickgroup.com](mailto:inventiva@brunswickgroup.com).

**Prior reminder - Justification of the right to participate in the Meeting**

In accordance with Article R. 22-10-28 of the French Commercial Code, shareholders wishing to be represented at this Shareholders' Meeting or to vote remotely must :

- For registered shareholders: be registered in a nominative account by Wednesday April 14, 2021, zero hour, Paris time, at the latest;
- For holders of bearer shares: have the authorized intermediary that manages their securities account draw up a certificate of ownership recording the registration of their shares in the account by no later than Wednesday April 14, 2021, zero hour, Paris time.

**1. VOTE AT THE GENERAL MEETING BY MAIL USING THE VOTING FORM**

**1.1 You hold registered Inventiva shares**

**1.1.1 You have received a voting form at your address**

YOU GIVE PROXY TO THE PRESIDENT	YOU GIVE PROXY TO AN INDIVIDUAL OR LEGAL ENTITY OF YOUR CHOICE	YOU VOTE REMOTELY
<p>Check the second box of the form;</p> <ul style="list-style-type: none"> <li>- Date and sign at the bottom of the form.</li> </ul> <p>Send your request by postal mail directly to the <i>Services des Assemblées</i> of Société Générale, 32, rue du Champs de Tir, CS 30812, 44308 Nantes Cedex 3, <b>at the latest three days before the meeting, that is April 13, 2021.</b></p> <p>Your votes will be added to those of the President.</p> <p style="text-align: center;"><b>✓ You have voted.</b></p>	<p>Check the third box of the form;</p> <ul style="list-style-type: none"> <li>- Specify the identity and complete contact information of the person who will represent you;</li> <li>- Specify your last name, first name and address or check them if they are prefilled;</li> <li>- Date and sign at the bottom of the form.</li> </ul> <p>Send your request by postal mail directly to the <i>Services des Assemblées</i> of Société Générale, 32, rue du Champs de Tir, CS 30812, 44308 Nantes Cedex 3, <b>at the latest the fourth day preceding the meeting, that is April 12, 2021.</b></p> <p style="text-align: center;"><b>✓ You gave proxy.</b></p>	<p>Check the first box of the form:</p> <ul style="list-style-type: none"> <li>- Specify your vote;</li> <li>- Date and sign at the bottom of the form.</li> </ul> <p>You want to vote "in favor" of each resolution: do not blacken any box.</p> <p>You want to vote "against" a resolution or to "abstain": blacken the box "no" or "abs" that corresponds to the number of the resolution concerned.</p> <p>Send your request by postal mail directly to the <i>Services des Assemblées</i> of Société Générale, 32, rue du Champs de Tir, CS 30812, 44308 Nantes Cedex 3, <b>at the latest three days before the meeting, that is April 13, 2021.</b></p> <p style="text-align: center;"><b>✓ You have voted.</b></p>

In addition to the processes set out in the table above with respect to the holding of the General Meeting virtually, and in the event of a proxy being given to a proxy holder other than the President of the Meeting (decree no. 2020-



418 of April 10, 2020), the proxy holder shall send his voting instructions for the exercise of his powers in the form of a scanned copy of the single form, to Société Générale, by mail to the address: [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com). The form must contain the last name, first name and address of the proxy, the indication "*En qualité de mandataire*" (as proxy) and must be dated and signed. The voting directions are given in the frame "*Je vote par correspondance*" (I vote remotely) of the form. He or she attaches a copy of his identity card and, if applicable, a power of attorney of the legal entity he represents. To be taken into account, the email must reach the Société Générale at the latest, the fourth day preceding the date of the General Meeting, that is April 12, 2021.

**1.1.2 You did not receive a voting form at your address**

You can get copy of the remote voting form on Inventiva's website ([www.inventivapharma.com](http://www.inventivapharma.com), in the Investors' Section (*Espaces Investisseurs*), subsection documentation - General Meetings). You just have to print it, complete it and return it to the *Services des Assemblées* of Société Générale, 32, rue du Champs de Tir, CS 30812, 44308 Nantes Cedex 3 as specified in section 1.1.1 above.

You can, in any case, send a written request on plain paper to Inventiva to request a remote voting form.

**1.2 You hold Inventiva bearer shares**

You need to reach out to your financial intermediary holding your securities account in which you Inventiva shares are registered to request a remote voting form : complete the form as specified in section 1.1.1 above and return the form duly completed to your financial intermediary which will forward it to the *Services des Assemblées* of Société Générale, 32, rue du Champs de Tir, CS 30812, 44308 Nantes Cedex 3. Your financial intermediary will add to your request a certificate of ownership of shares dated at least 2 business days before the date of the General Meeting. The form need be received by the *Services des Assemblées* of Société Générale at least 3 calendar days before the General Meeting. It should be noted that this time limit does not apply to proxies to a named person which must be received no later than the fourth day preceding the date of the General Meeting, that is April 12, 2021 (see 1.1.1 above).



The possibility to vote via Internet before the General Meeting will end the day before the meeting, that is April 15, 2021 at 3 p.m., Paris time. However, to avoid a potential saturation of the website *Votaccess*, the shareholders are advised not to wait until the day before the General Meeting to vote. It should be noted that this time limit does not apply to proxies to a named person, which must be received no later than the fourth day prior to the General Meeting.

## **2.2 You hold Inventiva bearer shares**

You want to vote via Internet, prior to the General Meeting: log in, with your usual access code, on your bank's portal dedicated to the management of your shares. To access the *Votaccess* website and vote, you just have to click on the icon that will appear on the line corresponding to your Inventiva shares.

It is specified that only holders of bearer shares whose account-holding institution has subscribed to *Votaccess* will be able to access the website. If your account-holding institution is not connected to *Votaccess*, the notice of appointment or revocation of a proxy can still be effectuated by email, pursuant to Article R. 225-79 of the French Commercial Code according to the following procedures: by sending an email to his financial intermediary. This email must contain the following information: name of the Company, last name, first name, address, bank references of the principal, as well as the last name, first name and, if possible, address of the agent. You must ask your authorized intermediary to send a written confirmation to *Services des Assemblées* of Société Générale, 32, rue du Champs de Tir, CS 30812, 44308 Nantes Cedex 3. In order for appointments or revocations of proxies to be validly taken into account, the confirmations must be received at the latest the day before the General Meeting at 3 p.m. (Paris time). It should be noted that this time limit does not apply to proxies to a named individual (see 2.1 above).

INVENTIVA  
**GENERAL MEETING OF APRIL 16, 2021**  
**REQUEST FOR ATTACHMENTS**

I, the undersigned :

Last Name :

\_\_\_\_\_

First Name :

\_\_\_\_\_

Address : \_\_\_\_\_

Owner of \_\_\_\_\_ registered shares\*,

And/or of \_\_\_\_\_ bearer shares,

Of the Company **INVENTIVA**, whose registered office is located: 50, rue de Dijon, DAIX (21121), France, registered with the Commerce and Companies Register of Dijon under the No. 537 530 255 RCS Dijon,

Request the sending of the documents and information related to the General Meeting of April 16, 2021, as they are identified in Article R.225-83 of the French Commercial Code, with the exception of those attached to the single voting form.

Made in \_\_\_\_\_ on \_\_\_\_ / \_\_\_\_ / 2021

**Signature**

\* In accordance with Article R.225-88 paragraph 3 of the French Commercial Code, the shareholders owning registered shares can, upon single request, obtain the sending by the Company of the documents and information identified in Articles R.225-81 and R.225-83 of the French Commercial Code, for each subsequent General Meeting. Should the shareholder wish to benefit from this option, this must be mentioned on the present request.